

ARTICLES OF ASSOCIATION

OF BRITISH ROWING LIMITED

Proposed key changes to the Articles of Association of British Rowing Ltd. as at 28.10.2022

Changes to the Athlete Director for vote by the Members:

Current wording	Proposed Changes
Definitions	
Athlete Director - A member or former member of the GB Rowing Team who is currently competing for the GB Rowing Team or competed for the GB Rowing Team in the most recent Olympiad (being the four-year cycle, in which the first year is the calendar year in which the summer Olympic Games are due to take place) and elected as a Director by the GB Rowing Team.	A member or former member of the GB Rowing Team who is currently competing for the GB Rowing Team or competed for the GB Rowing Team <u>A person who has represented Great Britain in the Olympic or Paralympic Games or World Championships but who is not in competition for a team place in the current cycle and appointed as a Director in accordance with Article 14.</u>
Appointment of Directors	
14. The Athlete Director shall be appointed pursuant to election by the GB Rowing Team for up to a three-year term.	In relation to the Athlete Director, the Board shall undertake an open, publicly advertised recruitment process from which two candidates for the role will be selected. One of the candidates shall be appointed as Athlete Director pursuant to election by the GB Rowing Team <u>Athletes</u> for up to a three <u>four</u> -year term.
Termination of Director Appointment	
39. h)	<u>In the case of the Athlete Director, if they put themselves forward for selection for any international event or team.</u>

New Clauses for vote by the Members

Current wording	Proposed Changes
Powers	
4.o)	<u>To investigate and prosecute any Registered Individual, Member, Affiliated Member or Club for misconduct pursuant to its disciplinary rules in place from time to time.</u>
Appointment of Directors	
17.	<u>The Board shall from time to time appoint an Independent Director to be the Senior Independent Director and may from time to time remove such person.</u>
18.	<u>All Directors appointed to the Board shall be appointed with the objective of achieving across the entire Board appropriate diversity, independence, skills, experience and knowledge.</u>

General Changes for vote by the Members

The changes outlined below include refinement, updates to terminology, consistency of terms of office for all directors, and removal of clauses that are no longer relevant.

Current wording	Proposed Changes
Definitions	
Board - The Board of Directors for the time being of British Rowing that has overall responsibility for governing British Rowing.	The Board of Directors for the time being of British Rowing that has overall responsibility for governing British Rowing.
Chief Executive Officer - The Chief Executive Officer for the time being of British Rowing.	The Chief Executive Officer for the time being <u>The most senior executive</u> of British Rowing.
<u>FISA</u>	<u>The Fédération Internationale des Sociétés d’Aviron, now known as World Rowing.</u>
GB Rowing Team - The athletes who have represented Great Britain and Northern Ireland at the most recent FISA (Fédération Internationale des Societe d’Aviron) World Championships or Olympic or Paralympic Games.	GB Rowing Team-Athletes . The athletes who have represented Great Britain and Northern Ireland at the most recent <u>World Rowing</u> FISA (Fédération Internationale des Societe d’Aviron) World Championships or Olympic or Paralympic Games.
Poll - The term ‘poll’ refers to any procedure used at a General Meeting where it is not	The term ‘poll’ refers to any procedure used at a General Meeting where it is not possible to obtain a clear result as to a resolution by a

possible to obtain a clear result as to a resolution by a show of hands.	show of hands <u>(or the virtual equivalent if the meeting in question is being held virtually).</u>
Register of Members - The register of members held by British Rowing.	The register of M members held by British Rowing.
<u>World Rowing</u>	<u>The international federation for rowing, previously known as the Fédération Internationale des Sociétés d'Aviron.</u>
Objects	
3.a) To act as the governing body for the sport of Rowing in England. British Rowing is responsible for the training and selection of individual rowers and crews representing Great Britain and England, and for participation in and the development of Rowing in England. Rowing in Scotland and Wales is governed and organised nationally by Scottish Rowing and Welsh Rowing respectively.	To act as the governing body for the sport of Rowing in England. British Rowing is responsible for the training and selection of individual rowers and crews representing Great Britain and England, and for participation in and the development of Rowing in England. Rowing in Scotland and Wales is governed and organised nationally by Scottish Rowing and Welsh Rowing respectively.
3.b) To represent and manage the interests of international Rowing in Great Britain and work with both international and national sporting and non-sporting bodies, including the Fédération Internationale des Sociétés d'Aviron (FISA) and the British Olympic and Paralympic Associations.	To represent and manage the interests of international Rowing in Great Britain and work with both international and national sporting and non-sporting bodies, including the Fédération Internationale des Sociétés d'Aviron (FISA) <u>World Rowing</u> and the British Olympic and Paralympic Associations.
3.g) To be a member of or affiliated to the Fédération Internationale des Sociétés d'Aviron and to co-operate with all such bodies belonging or affiliated to the Fédération and in particular to represent British Rowing in the Fédération and such bodies, organisations or associations, and to present their views and interests to any appropriate authorities in other countries.	3.g) To be a member of or affiliated to the Fédération Internationale des Sociétés d'Aviron <u>World Rowing</u> and to co-operate with all such bodies belonging or affiliated to the Fédération <u>World Rowing</u> and in particular to represent British Rowing in the Fédération <u>World Rowing</u> and such bodies, organisations or associations, and to present their views and interests to any appropriate authorities in other countries.
3.i) To make and enforce rules and regulations, and to formulate and issue guidelines concerning all forms and aspects of Rowing, racing, and Competitions, including the conduct and management of any of the events referred to above; to encourage a code of conduct for Rowing and racing, and promote the observance of the code by its Members or Affiliated Members and others; and to impose controls on, provide medical advice and medical tests for and concerning the use and misuse of	To make and enforce rules and regulations, and to formulate and issue guidelines concerning all forms and aspects of Rowing, racing, and Competitions, including the conduct and management of any of the events referred to above; to encourage a code of conduct for Rowing and racing, and promote the observance of the code by <u>Registered Individuals, its</u> Members, or Affiliated Members and others; and to impose controls on, provide medical advice and medical tests for and concerning the use and misuse of drugs in

drugs in connection with participation in sport particularly in respect to Rowing and racing.	connection with participation in sport particularly in respect to Rowing and racing.
3.o) To act as secretaries, managers and registrars and to provide services of any sort whatsoever, for any association, society, club, committee, body or person interested in or associated with the sport and recreation of Rowing activities.	To act as secretaries, managers and registrars and to provide services of any sort whatsoever, for any association, society, club, committee, body or person interested in or associated with the sport and recreation of Rowing activities.
Powers	
4.q) To create and establish Regional Rowing Councils covering defined geographic areas of the country and to delegate to such Regional Rowing Councils whatever powers, duties, responsibilities and resources as British Rowing may from time to time deem appropriate.	4.r) To create and establish Regional Rowing Councils covering defined geographic areas of the country England and to delegate to such Regional Rowing Councils whatever powers, duties, responsibilities and resources as British Rowing may from time to time deem appropriate.
Appointment of Directors	
13. The Home Nations Director shall be appointed by the Board pursuant to nomination on an alternating basis by Scottish Rowing and Welsh Rowing for a three-year term.	The Home Nations Director shall be appointed by the Board pursuant to nomination on an alternating basis by Scottish Rowing and Welsh Rowing for a three four-year term.
16. The four Independent Directors shall be appointed by the Board pursuant to an open, publicly advertised recruitment process each for up to a three-year term.	The four Independent Directors shall be appointed by the Board pursuant to an open, publicly advertised recruitment process each for up to a three four-year term.
Appointment of Directors	
20. The Board shall have the power to revoke the appointment of any Director to the Board if that appointment would result in a breach of the Articles or otherwise be contrary to law.	The Board shall have the power to revoke the appointment of any Director to the Board if that appointment would result in a breach of the Articles or otherwise be contrary to law <u>or the UK Code for Sports Governance.</u>
Terms of Office	
25. Subject to the exceptions set out at Article 24 below no Director shall be appointed for more than two consecutive terms of office.	Subject to the exceptions set out at Article 24 26 below no Director shall be appointed for more than two consecutive terms of office.
26. The exceptions to Article 23 are:	The exceptions to Article 23-25 are:
Board Meetings, Quorum and Decisions	
b) The Directors shall be entitled to attend meetings of the Board by any reasonable means and shall be entitled to be counted in a quorum and to speak and vote at any such meeting to	The Directors shall be entitled to attend meetings of the Board by any reasonable means and shall be entitled to be counted in a quorum and to speak and vote at any such meeting to

<p>the same extent as if they were present in person. The company secretary shall take all reasonable steps to facilitate such arrangements when requested by a Director who is unable to attend in person.</p>	<p>the same extent as if they were present in person. The company secretary shall take all reasonable steps to facilitate such arrangements when requested by a Director who is unable to attend in person.</p>
General Meetings of British Rowing	
<p>53. British Rowing shall hold an Annual General Meeting and may hold General Meetings. If the Board so determines, an Annual General Meeting and/or a General meeting may be held by entirely by electronic means, or other communication facility that permits all participants to communicate adequately with each other during the meeting. Participation in a meeting by a Member pursuant to this Article 51 shall constitute presence in person at such meeting for the purposes of these Articles.</p>	<p>British Rowing shall hold an Annual General Meeting and may hold General Meetings. If the Board so determines, an Annual General Meeting and/or a General meeting may be held by entirely by electronic means, or other communication facility that permits all participants to communicate adequately with each other during the meeting <u>or in person, or a combination of the two</u>. Participation in a meeting by a Member pursuant to this Article 51 shall constitute presence in person at such meeting for the purposes of these Articles.</p>
Proceedings at General Meetings	
<p>66. The Chair, or in the Chair's absence the Deputy Chair, shall preside as chair at every General Meeting, but if there be no such person present within ten minutes after the time appointed for holding the same, or if all such persons present shall be unwilling to preside, the Members present shall choose some member of the Board, or if no such member thereof be present, or if all the members of the Board present decline to take the chair, the Members present shall choose another Member who shall be present to preside.</p>	<p>The Chair, or in the Chair's absence the Deputy Chair, shall preside as chair at every General Meeting <u>If the Chair and Deputy are not present, they shall nominate another Board Member who will chair the meeting,</u> but if there be no such person present within ten minutes after the time appointed for holding the same, or if all such persons present shall be unwilling to preside, the Members present shall choose some member of the Board, or if no such member thereof be present, or if all the members of the Board present decline to take the chair, the Members present shall choose another Member who shall be present to preside.</p>
<p>71. A poll on the election of the chair of the Meeting or on a question of adjournment or any other question must be taken forthwith. Any other business on the agenda may be proceeded with whilst awaiting the result of a poll, provided that the business does not bear any relation to the subject of the poll. The procedure for taking a poll shall be decided by the chair of the Meeting at which the poll is demanded.</p>	<p>1. A poll on the election of the chair of the Meeting or on a question of adjournment or any other question must be taken forthwith. Any other business on the agenda may be proceeded with whilst awaiting the result of a poll, provided that the business does not bear any relation to the subject of the poll. The procedure for taking a poll shall be decided by the chair of the Meeting at which the poll is demanded.</p>