

England Hockey Transition Regulations Effective from 18th May 2021

As Amended 8th February 2022

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Amended 8th February 2022 (Clauses 7.7 & 7.8) to allow Counties to vote at the EH AGM if they are committed to the new County Constitution.

Background

England Hockey (the Company) as the National Association in England is subject to the Statutes and Regulations of, and as a member of the Fédération Internationale de Hockey (FIH) and European Hockey Federation, to be the sole and exclusive authority for the governance of hockey in England. England Hockey is also the UK Sports Councils recognised governing body for hockey in England.

- a) At the Company 2020 Annual General Meeting held on 15 September 2020 a resolution was passed authorising the Directors of the Company to implement the proposals set out in the paper The Structure Fit for the Future. The Company in its role as the sole and exclusive authority for the governance of hockey in England has the right to prescribe how the provisions set out in The Structure Fit for the Future will be carried out.
- b) The Structure Fit for the Future paper envisages that the England Hockey Officiating Club, Areas and Sub-Areas will take over the delegated functions of the Company from the Regional Associations, County Associations, Umpiring Associations and any other bodies affiliated directly to the Company.
- c) The Board of Directors (the Board) of the Company under its articles of association (Articles) will appoint Committees and issue Regulations and Rules to carry out the Reorganisation to implement The Structure Fit for the Future. The Board has the right to update these Regulations and Rules as required to support the process of the reorganisation by issuing revised Regulations and Rules.
- d) To ensure consistency, the Area Companies will all have the same Articles of Association (apart from small differences for the Objects Article and the 2021 Annual General Meetings between the New Area Companies and the existing incorporated Regional Associations), Area Regulations and governance documentation and as appropriate the Sub-Areas will have the same articles of association/ constitution and governance documentation.
- e) The Board will arrange for the formation of the New Area Companies with England Hockey as the initial subscriber.
- f) The Midland Company and West Company as members of the Company have to comply with the Company's Articles, Regulations and Rules including the Transition Regulations. To comply with the Transition Regulations the Midland Company and West Company will hold a General Meeting to change their names and articles of association to the Company prescribed names and Articles of Association. If the Midland Company and/or West Company do not pass special resolutions to change their names and articles of association the Board will arrange for the formation of two new Companies with the Company as the initial subscriber with the Articles of Association which will take over the functions, assets and liabilities of the Midland Company and West Company under the Transition Regulations.
- g) The Regional Associations and Umpiring Associations have all appointed management committees whose objectives include complying with the Articles, Regulations and Rules including the Transition Regulations. Consequently, the Regions Associations and Umpiring Associations management committees can transfer assets and liabilities to the Areas to comply with the Transition Regulations without holding a general meeting or annual general meeting.
- h) The Company will issue guidance to the Regional Associations, Umpiring Associations, leagues, County Associations and any other bodies affiliated directly to the Company on the treatment of funds within those organisations at the cessations and or winding up of those organisations.

1 General

- 1.0 These Transition Regulations, the scope of the which is set out in Article 7.3 of the Articles, were approved and issued by the Board under Article 57 of the Articles on [insert date] and are effective from the Transition Commencement Date.
- 1.1 The Transition Regulations must be read in conjunction with the Articles.
- 1.2 The Transition Regulations apply to the Company, Regional Associations, County Associations, Area Companies, Sub-Areas, Umpiring Associations. and any other bodies affiliated directly to the Company.
- 1.3 If there is a conflict between the Articles or the Transition Regulations and the constitutions of the Regional Associations, County Associations, Umpiring Associations and any other bodies affiliated directly to the Company then the Articles or the Transition Regulations will apply.
- 1.4 In the Transition Regulations, unless the context requires otherwise, the definitions as set out in Article 2 of the Articles shall apply.
- 1.5 The terms and abbreviations defined specifically for the Transition Regulations are listed in Appendix 1.
- 1.6 The documents prescribed by the Company to implement the Reorganisation are listed in Appendix 2.
- 1.7 The Transition Period will end for the Area Companies on the Area Transition Date.
- 1.8 The Transition Period will end for each County Associations, when the individual County Association adopts the Sub-Area constitution prescribed by the Company.
- 1.9 The Transition Period will end for the Regional Associations and Umpiring Associations on the later of the following, they cease to have any contractual obligations, cease to carry out any regulatory functions delegated to them by the Company and dispose of any assets representing surplus funding.
- 1.10 If a club disagrees with the Area it has been allocated to then it can appeal to a committee of Directors of the Company who are independent of the Directors who have made the decision and the committee's decision shall be final.
- 1.11 Words importing any gender include every gender.

2 Actions to be carried out by the Company to implement the Reorganisation

The Board will carry out the following action by resolution for Regulation 2.1 and for Regulations 2.2 to 2.16 either directly by resolution or by delegation to the relevant Transition Committee to implement the Reorganisation:

- 2.1 Appoint and delegate responsibilities to Transition Committees as set out in Regulation 3.
- 2.2 Approve the new names of the Area Companies prior to 7 May 2021.
- 2.3 Approve the Area Companies Articles of Association.
- 2.4 Approve the Area Regulations.
- 2.5 Approve the Area Transition Date as 1 July 2021.
- 2.6 Authorise a member of the Transition Documentation Committee as agent of the Company to apply to be a member of the Midland Company and West Company on the condition that the Area Articles of Association of the Midland Company and West Company being approved at General Meetings of Midland Company and West Company and the Company's membership of the Midland Company and West Company comes into effect on the Area Transition Date.
- 2.7 Authorise a member of the Transition Documentation Committee as agent of the Company to use a company incorporation agent to incorporate the New Area Companies with the Company as the initial subscriber. The proposed registered office and details of between two to five initial Directors will be provided by the relevant Shadow Area Committee.
- 2.8 If the Midland Company and/or West Company do not pass a special resolution to adopt the Articles of Association and change their names, then New Company/Companies will be set up to run the Midland Area and/or West Area. The Company will authorise a member of the Transition Documentation Committee as agent of the Company to use a company incorporation agent to incorporate the New Company/Companies with the Company as the initial subscriber. The Directors of the Midland Company and/or the West Company will provide the registered office and details of 5 directors to be appointed as directors on incorporation of the New Company/Companies.
- 2.9 Approve the prescribed documents set out in Appendix 2 to implement the Reorganisation.
- 2.10 Admit the Area Companies as Voting Members from the Area Transition Date.
- 2.11 Appoint the Areas Standing Committee as a Committee of the Company at the Area Transition Date.
- 2.12 Delegate Area Company Hockey Functions to the Area Companies from the Area Transition Date.
- 2.13 Withdraw Existing Regulatory Hockey Functions from the Regional Associations, County Associations, Umpire Associations and any other bodies directly affiliated to the Company from the Area Transition Date.
- 2.14 Delegate to the Regional Associations powers to run the Regional Performance Centres and Regional Masters from the Area Transition Date until these functions cease.
- 2.15 Delegate the Sub-Area Hockey Functions to the County Associations from the Area Transition Date.
- 2.16 Delegate to the Midland Company, West Company and/or the New Company/Companies powers to run the Regional Performance Centres from the Area Transition Date until this function ceases.
- 2.17 The Areas Standing Committee will approve and issue the Adult League Regulations to be effective from the Area Transition Date.
- 2.18 The Regions' Consultative Committee shall cease to be a Committee of the Company from the Area Transition Date.
- 2.19 The Company will issue guidance to County Associations, Unincorporated Regional Associations and Umpiring Association on how to deal with their current funds.
- 2.20 The Company will issue guidance to a County Association who decide not to take on the functions of a Sub-Area.

3 Transition Committees

The Board will pass the following resolutions to implement the Reorganisation:

- 3.1 Appoint and delegate to the following transition committees: - Shadow Area Committees, Transition Documentation Committee and Shadow Areas Standing Committee as set in the Regulations 3.2 to 3.4.
- 3.2 The Shadow Area Committees will
 - 3.2.1 Select the directors of the individual New Area Companies to be the directors on incorporation and if there are less than 5 directors on incorporation England Hockey will consult with the Shadow Areas Committees or if after incorporation England Hockey will consult with the directors of the New Area Companies to ensure there are 5 directors and
 - 3.2.2 Select the individuals to be appointed to the Operational Management Committee by the directors to carryout operational management between incorporation and the first directors' meeting after the 2021 Annual General Meetings.
 - 3.2.3 The Shadow Area Committees shall fulfil such functions as are required in these regulations or such other functions as are prescribed by the Board to implement the Reorganisation.
- 3.3 The Transition Documentation Committee will draft the documentation to implement the Reorganisation.
- 3.4 The Shadow Areas Standing Committee will consist of individuals involved in the management of the Regions who will be potential chairs of the Area Companies.
- 3.5 The individuals appointed to the Transition Committees to provide comments and opinions on documents will have no liability for any opinions or comments on draft documents whether in meetings, in e-mails or other means of communication to the Company, Regional Associations, County Associations, Area Companies, Sub-Areas, Members and Umpiring Associations.
- 3.6 The individuals appointed to the Transition Committees to draft documents will have no liability for documents drafted to implement the Reorganisation to the Company, Regional Associations, County Associations, Area Companies, Sub-Areas, Members and Umpiring Associations.
- 3.7 The Company will indemnify any member of the Transition Documentation Committee for any costs incurred in forming companies limited by guarantee to implement the Reorganisation.
- 3.8 The individuals involved in the management of the Regional Associations, County Associations, Area Companies, Sub-Areas, Members and Umpiring Associations will have no liability for any opinions or comments on draft documents whether in meetings, in e-mails or other means of communication to the Company, Regional Associations, County Associations, Area Companies, Sub-Areas, Members and Umpiring Associations.
- 3.9 The Transition Committees are authorised by the Company to carry out activities specified by the Company on an ad hoc basis to implement the Reorganisation.
- 3.10 The Shadow Area Committees will cease on the incorporation of the New Area Companies. The Shadow Areas Standing Committee will cease on the Area Transition Date. The Transition Documentation Committee will cease when decided by the Board.

4 Actions to be carried out by the Midland Company and West Company to implement the Reorganisation

The Directors of the Midland Company and West Company will each take the following actions:

- 4.1 Hold directors' meetings to agree the 5 directors of each company who will hold office from the date of the General Meeting set out in Regulation 4.2 to the date of the 2021 Annual General Meeting.
- 4.2 Call General Meetings with a notice of 28 days and send copies of the special resolution to change the names of the Midland Company and West Company and adopt the Articles of Association and draft Articles of Association to the members.
- 4.3 Call a directors' meeting after the General Meeting held to comply with Regulation 4.2 and prior to the Area Transition Date to issue/ adopt the following documents, appoint the Operating Committee and authorise directors to enter into the following contracts:-
 - 4.3.1 Issue the Area Regulations and other regulations prescribed by the Company under Article 26 of the Articles of Association.
 - 4.3.2 Adopt the Data Protection Policy, Data Privacy Notice and a GDPR compliance paper justifying the legal basis for processing data by the Area Companies prescribed by the Company.
 - 4.3.3 Adopt the Corporate Governance and Financial Policies prescribed by the Company.
 - 4.3.4 Appoint 2 directors to execute the Framework Agreements For Data Processing And Transfer with the Company.
 - 4.3.5 The directors of the Midland Company will appoint 2 directors to execute the Transfer Agreements with Midland Region Hockey Umpiring Association, Birmingham Counties Hockey Umpiring Association and East Midlands Hockey Umpiring Association.
 - 4.3.6 Appoint Independent Scrutineers.
 - 4.3.7. The directors of the West Company will appoint 2 directors to execute any agreements with Avon & Somerset Hockey Umpires' Association, Devon Hockey Umpiring Association and Herefordshire, Gloucestershire & Wiltshire Hockey Umpiring Association and Avon County Women's Hockey Umpiring Association required to implement the Reorganisation.
 - 4.3.8 Authorise a nominated director to open new bank accounts as required.
 - 4.3.9 Approve the applications from the Company to become members.
 - 4.3.10 Appoint members of the Operating Committees and delegate powers to the Operating Committees.

- 4.4 Enter into Framework Agreements For Data Processing And Transfer with the Company after the directors' meetings held under Regulation 4.3 and before the Area Transition Date to be effective from the Area Transition date.
- 4.5 The management committees of Midland Region Hockey Umpiring Association, Birmingham Counties Hockey Umpiring Association and East Midlands Hockey Umpiring Association will each appoint 2 committee members to execute the Transfer Agreements with the Midland Company after the directors' meeting held under Regulation 4.3.
- 4.6 The directors of Midland Company will enter into Transfer Agreements with Midland Region Hockey Umpiring Association, Birmingham Counties Hockey Umpiring Association and East Midlands Hockey Umpiring Association after the directors' meeting held under Regulation 4.3 prior to the Area Transition Date to transfer assets to the Midland Company with an effective transfer date of the assets being the Area Transition Date with the completion of the transfer assets taking place after the Area Transition Date.
- 4.7 The management committees of Avon & Somerset Hockey Umpires' Association, Devon Hockey Umpiring Association and Herefordshire, Gloucestershire & Wiltshire Hockey Umpiring Association and Avon County Women's Hockey Umpiring Association will each appoint 2 committee members to execute any agreements required to implement the Reorganisation with the West Company after the directors' meeting held under Regulation 4.3.
- 4.8 The directors of West Company will enter into any agreements required to implement the Reorganisation with Avon & Somerset Hockey Umpires' Association, Devon Hockey Umpiring Association and Herefordshire, Gloucestershire & Wiltshire Hockey Umpiring Association and Avon County Women's Hockey Umpiring Association with an effective date of the Area Transition Date with completion after the Area Transition Date.
- 4.9 For the purposes of Article 27(1)(B) of the Articles of Association will nominate Postholders to be elected at the 2021 Annual General Meetings who are:
 - 4.9.1 existing directors with the required experience and skills who have agreed to stand for re-election.
 - 4.9.2 individuals who have confirmed their willingness to stand and provided information on their experience and skills for election as a Postholder and the directors of the relevant company consider their experience and skills appropriate for the relevant Postholder role.
 - 4.9.3 If more than one individual from a club wants to stand for election as a director then the details of their experience and skills will be provided to the Company who will then decide which individual will stand for election as a director.
 - 4.9.4 The directors will set deadlines for individuals to confirm their willingness to stand and provide information on their experience and skills.
- 4.10 Call 2021 Annual General Meetings with a notice of 21 days to members which includes a copy of the agenda with items set out in Article 73 of the Articles of Association. The 2021 Annual General Meetings will be held by 31 July 2021.
- 4.11 Call directors' meetings after the 2021 Annual General Meetings to appoint the members of the Lead Committees and delegate powers to them.

5 Actions to be carried out if the Midland Company and or West Company fail to pass the special resolution to adopt the Area Articles of Association to implement the Reorganisation.

The New Company/Companies, Midland Company and/or West Company will take the following actions if the Midland Company and/or West Company fail to pass the special resolution to adopt the Articles of Association to implement the Reorganisation

- 5.1 Regulation 2.8 above will be implemented.
- 5.2 The directors of the relevant New Company/Companies will hold directors' meetings as soon as possible after incorporation to:-
 - 5.2.1 Issue the Area Regulations and other regulations prescribed by the Company and issued under Article 26 of the Area Articles of Association.
 - 5.2.2 Adopt the Data Protection Policy, Data Privacy Notice and a GDPR compliance paper justifying the legal basis for processing data by the Area Companies prescribed by the Company.
 - 5.2.3 Adopt the Corporate Governance and Financial Policies prescribed by the Company.
 - 5.2.4 Appoint members of the Operating Committee and delegate powers to the Operating Committee.
 - 5.2.5 Authorise a nominated director to open new bank accounts as required.
 - 5.2.6 Appoint 2 directors to execute the Transfer Agreement with the Midland Company and/or the West Company.
 - 5.2.7 Appoint 2 directors to execute the Framework Agreements For Data Processing and Transfer with the Company.
 - 5.2.8 Apply to the Registrar of Companies to change the accounting reference date to 30th April.
 - 5.2.9 The New Company successor to the Midland Company will appoint 2 directors to execute Transfer Agreements with Midland Region Hockey Umpiring Association, Birmingham Counties Hockey Umpiring Association and East Midlands Hockey Umpiring Association.
 - 5.2.10 The New Company successor to the West Company will appoint 2 directors to execute any agreements with Avon & Somerset Hockey Umpires' Association, Devon Hockey Umpiring Association and Herefordshire, Gloucestershire & Wiltshire Hockey Umpiring Association and Avon County Women's Hockey Umpiring Association required to implement the Reorganisation.
- 5.3 The directors of the Midland Company and/or the West Company will hold a directors' meeting after the date of directors' meeting held under Regulation 5.2 to appoint 2 directors to execute the Transfer Agreement with the relevant New Company/Companies.
- 5.4 Where required to implement the Reorganisation the Midland Company and/or West Company will enter into Transfer Agreements with the relevant New Company/Companies after the date of directors' meetings held under Regulation 5.3 and prior to the Area Transition Date to transfer assets to the relevant New Company/Companies with an effective transfer date of the assets being the Area Transition Date with the completion of the transfer assets taking place after the Area Transition Date.
- 5.5 Where required to implement the Reorganisation the management committees of Midland Region Hockey Umpiring Association, Birmingham Counties Hockey Umpiring Association and East Midlands Hockey Umpiring Association will each appoint 2 committee members to execute the Transfer Agreements with the New Company successor to the Midland Company after the date of directors' meeting held under Regulation 5.2.

- 5.6 Where required to implement the Reorganisation the relevant New Company will enter into Transfer Agreements with Midland Region Hockey Umpiring Association, Birmingham Counties Hockey Umpiring Association and East Midlands Hockey Umpiring Association after the meeting held under Regulation 5.5 and prior to the Area Transition Date to transfer assets to the New Company successor to the Midland Company with an effective transfer date of the assets being the Area Transition Date with the completion of the transfer assets taking place after the Area Transition Date.
- 5.7 Where required to implement the Reorganisation the management committees of Avon & Somerset Hockey Umpires' Association, Devon Hockey Umpiring Association and Herefordshire, Gloucestershire & Wiltshire Hockey Umpiring Association and Avon County Women's Hockey Umpiring Association will each appoint 2 committee members to execute any agreements with the New Company successor to the West Company after the date of directors' meeting held under Regulation 5.2.
- 5.8 The directors of the New Company successor to the West Company will enter into any agreements required to implement the Reorganisation with Avon & Somerset Hockey Umpires' Association, Devon Hockey Umpiring Association and Herefordshire, Gloucestershire & Wiltshire Hockey Umpiring Association and Avon County Women's Hockey Umpiring Association with an effective date of the Area Transition Date with completion after the Area Transition Date.
- 5.9 Where required the New Company/Companies will enter Framework Agreements For Data Processing And Transfer with the Company after the date of the meeting in Regulation 5.2 and prior to the Area Transition Date to be effective from the Area Transition date.
- 5.10 For the purposes of Article 27(1)(B) of the Articles of Association the directors of the New Company/Companies will nominate Postholders to be elected at the 2021 Annual General Meeting who are
 - 5.10.1 existing directors of the New Company/Companies with the required experience and skills who have agreed to stand for re-election.
 - 5.10.2 individuals who have confirmed their willingness to stand and provided information on their experience and skills for election as a Postholder and the directors of the New Company/Companies consider their experience and skills appropriate for the relevant Postholder role.
 - 5.10.3 If more than one individual from a club wants to stand for election as a director then the details of their experience and skills will be provided to the Company who will then decide which individual will stand for election as a director.
 - 5.10.4 The directors will set deadlines for individuals to confirm their willingness to stand and provide information on their experience and skills.
- 5.11 The relevant New Company/Companies directors will call the first Annual General Meetings with a notice of 21 days to members which includes a copy of the agenda with items set out in Article 73 of the Articles of Association. The 2021 Annual General Meetings will be held by 31 July 2021.
- 5.12 The relevant New Company/Companies will hold directors' meetings after the 2021 Annual General Meetings to appoint the members of the Lead Committees and delegate powers to them.
- 5.13 The directors of Midland Company and/or the West Company will apply to the Registrar of Companies to strike off the Midland Company and/or the West Company after the Transfer Agreements have been completed and they have been dormant for 3 months.

- 6 Actions to be carried out by the Unincorporated Regional Associations, relevant Umpiring Associations and New Area Companies to implement the Reorganisation.**
- 6.1 The Unincorporated Regional Associations and Umpiring Associations affiliated indirectly through Counties to Unincorporated Regional Associations will provide up to date financial Information to the relevant Shadow Area Committees for the New Area Companies. The Individual Shadow Area Committees for the New Area Companies will draw up Financial Budgets for the New Area Companies to determine the amount of funding required for each Area Company to meet pre-Incorporation expenses, expenses to be incurred prior to the Area Transition Date, working capital for ongoing functions, forecast, exceptional revenue expenditure and forecast capital expenditure.
- 6.2 The Unincorporated Regional Associations shall fund the pre and post incorporation expenses of the New Area Companies during the transition period until cash is transferred to the New Area Companies under the transfer agreements. The Unincorporated Regional Associations and Umpiring Associations shall transfer sufficient cash to the New Area Companies under the transfer agreements to provide sufficient for working capital quantified under regulation 6.1
- 6.3 The Directors of the New Area Companies will hold directors' meetings after incorporation prior to the first Annual General Meeting to
- 6.3.1 Issue the Area Regulations prescribed by the Company under Article 26 of the Area Articles of Association
 - 6.3.2 Adopt the Data Protection Policy, Data Privacy Notice and a GDPR compliance paper justifying the legal basis for processing data by the Area Companies prescribed by the Company.
 - 6.3.3 Adopt the Corporate Governance and Financial Policies prescribed by the Company.
 - 6.3.4 Appoint members of the Operating Committee and delegate powers to the Operating Committee.
 - 6.3.5 Authorise a nominated director to open new bank accounts as required.
 - 6.3.6 Appoint 2 directors to execute the Framework Agreement For Data Processing And Transfer and the Transfer Agreements with the relevant Unincorporated Regional Associations and relevant Umpiring Associations.
 - 6.3.7 Apply to the Registrar of Companies to change the accounting reference date to 30th April.
- 6.4 The management committees of the relevant Unincorporated Regional Associations and Relevant Umpiring Associations will each appoint 2 committee members to execute the Transfer Agreements with the relevant New Area Company
- 6.5 The relevant New Area Companies will enter into Transfer Agreements with the relevant Unincorporated Regional Associations and relevant Umpiring Associations after incorporation of the relevant New Area Companies and prior to the Area Transition Date to transfer assets and liabilities to the relevant New Area Companies with the effective transfer date of the assets and liabilities being the Area Transition Date with the completion taking place after the Area Transition Date
- 6.6 The New Area Companies will each enter a Framework Agreement For Data Processing And Transfer with the Company after incorporation and prior to the Area Transition Date to be effective from the Area Transition date.
- 6.7 For the purposes of Article 27(1)(B) of the Articles of Association the directors of the New Area Companies will nominate Postholders to be elected at the 2021 Annual General Meeting who are
- 6.7.1 existing directors of the New Area Companies with the required experience and skills who have agreed to stand for re-election.
 - 6.7.2 individuals who have confirmed their willingness to stand and provided information on their experience and skills for election as a Postholder and the directors of the New Area Companies consider their experience and skills appropriate for the relevant Postholder role.

6.7.3 If more than one individual from a club wants to stand for election as a director then the details of their experience and skills will be provided to the Company who will then decide which individual will stand for election as a director.

6.7.4 The directors will set deadlines for individuals to confirm their willingness to stand and provide information on their experience and skills.

6.8 The New Area Companies will call the first Annual General Meetings with a notice of 21 days to members which includes a copy of the agenda with items set out in Article 73 of the Articles of Association. The 2021 Annual General Meetings will be held by 31 July 2021.

6.9 The New Area Companies will hold directors' meetings after the 2021 Annual General Meetings to appoint the members of the Lead Committees and delegate powers to them.

7 Actions to be carried out by the County Associations to implement the Reorganisation

7.1 In operating as a Sub-Area the County Associations will comply with the provisions of the Sub-Area Constitution prescribed by the Company.

7.2 The County Association's management committee will appoint committees and individuals and delegate powers to the committees and individuals to carry out Sub-Area Hockey Functions with effect from the Area Transition Date.

7.3 Each County Association will each enter a Framework Agreement For Data Processing And Transfer with the Company prior to the Area transition date to be effective from the Area Transition date.

7.4 The County Association's management committee will issue the Data Protection Policy, Data Privacy Notice, a GDPR compliance paper justifying the legal basis for processing data by the County Association and Sub-Area Company, Corporate Governance Policies and Financial Policies prescribed by the Company with effect from the Area Transition Date.

7.5 Each County Association will undertake a financial review to establish the ongoing funding requirements to undertake the Sub-Area functions.

7.6 Each County Association will undertake any transactions required prior to changing its constitution to comply with the Sub-Area functions delegated by the Company.

7.7 A County Association will be entitled to vote at the 2022 Annual General meeting of the Company provided that the County Association has contacted the Company Secretary of the Company by e-mail by 8 March 2022 stating that the management of the County Association has committed to put the Sub-Area Constitution approved by the Company before their membership at the County Association's next Annual General Meeting or an Extraordinary General Meeting for adoption. The Company will then confirm by e-mail that the individual County Association will receive one vote on a show of hands and four votes on a poll at the 2022 Annual General meeting.

7.8 On the date the County Association adopts the approved Sub-Area Constitution at an Annual General Meeting or an Extraordinary General Meeting the County Association will become a Voting Member of the Company. The County Association shall notify the company secretary of the Company the date that the approved Sub-Area Constitution was adopted.

7.9 If two or more County Associations want to merge to become a single Sub-Area or a single County Association want be divided up into several Sub-Areas or a County Association wants to be split up and merge with two County Associations to operate as Sub-Areas then the County Associations involved should obtain the permission of the Board before carrying out the merger/demerger.

8 Actions to be carried out by the County Associations and the Company to incorporate the County Associations

8.1 The County Association management will form a company limited by guarantee (Sub-Area Company) with the articles of association prescribed by the Company.

- 8.2 The County Association and the Sub-Area Company will execute a transfer agreement to transfer the assets and liabilities of the County Association to the Sub-Area Company.
- 8.3 The Board or a committee of the Company will delegate the Sub-Area Functions to the Sub-Area Company and admit the Sub-Area company as a Voting Member and withdraw Regulatory Hockey Functions from the County Association on the date the transfer agreement between the County Association and the Sub-Area Company comes into effect.
- 8.4 The Sub-Area Company directors will appoint committees and individuals and delegate powers to the committees and individuals to carry out Sub-Area Hockey Functions.
- 8.5 The Sub-Area Company directors will issue the Data Protection Policy, Data Privacy Notice, a GDPR compliance paper justifying the legal basis for processing data by the Sub-Area Company, Corporate Governance Policies and Financial Policies prescribed by the Company
- 8.6 The Sub-Area Companies will each enter a Framework Agreement For Data Processing And Transfer with the Company prior to the date the transfer agreement between the County Association and the Sub-Area Company comes into effect.

APPENDIX 1

Definitions and Abbreviations

1. The following terms are defined specifically for the Transition Regulations:

“Area Regulations” means the regulations prescribed by England Hockey to be issued by the Area Company Directors;

“Area Companies” means the New Area Companies, Midland Company, West Company, New Company/Companies;

“Area Transition Date” means the date that the Regional Associations, Umpiring Associations and the London Hockey League Hockey functions cease and the date the County Associations cease to carry Hockey functions which the Area Companies will take over and the date Area Companies start to carry out Area Company Regulatory Hockey Functions delegated by the Company;

“Articles of Association” means the Articles of Association of the Area Companies prescribed by the Company;

“Existing Hockey Regulatory Functions” means the powers and obligations delegated by the Company to the Regional Associations, County Associations, Umpiring Associations and London Hockey League;

“Financial Information” includes latest balance sheet, profit and loss account, cash balance, liabilities due under ongoing contracts and budgets;

“GDPR” means General Data Protection Regulations;

“London Hockey Leagues” is a league which the Company and its predecessors agreed would be affiliated directly to them and not be affiliated to the Regional Associations and their predecessors;

“Midland Company” means the Midland Region Hockey Association Ltd;

“New Area Companies” means companies limited by guarantee with the approved Area Articles of Association where there is not existing Regional Association incorporated entity to implement the Reorganisation;

“New Company/Companies” means companies limited by guarantee with the approved Area Articles of Association to implement the Reorganisation if the Midland Company and/or the West Company do not adopt the Area Articles of Association;

“Operating Committee” means a committee appointed under Article 11 of the Articles of Association after the dates of incorporation of the individual New Area Companies, New Company/Companies (if required) and after the dates of the adoption of the Articles of Association by the Midland Company and West Company to carry out any necessary operational management delegated by the Directors to the dates of the 2021 Annual General Meetings of the individual New Area Companies, New Company/Companies, Midland Company and West Company;

“Regulatory Hockey Functions” means the functions delegated by the Company to Regional Associations, County Associations, Umpiring Associations and London Hockey League;

“Reorganisation” means the transactions and documentation required to implement the resolution was passed at the England Hockey 2020 Annual General Meeting held on 15/09/2020 authorising the Directors of England Hockey to implement the proposals set out in the paper The Structure Fit for the Future;

“Shadow Area Committees” means committees appointed by England Hockey to establish the management personnel of the New Area Companies and their committees prior to the incorporation of the New Area Companies;

“Sub-Area Hockey Functions” means the following functions delegated by the Company to the Sub-Area Organisations:- management of Sub-Area representational teams, and youth development;

“Transfer Agreements” means the agreements entered into between the Regional Associations and the New Area Companies, the Umpiring Associations and the New Area Companies and the Midland Umpiring Associations and the Midland Company for the transfer of assets and liabilities.

“Transition Committees” means the committees appointed by England Hockey to implement the Reorganisation;

“Unincorporated Regional Associations” means the Regional Associations other than Midland Company and West Company;

“West Company” means the West Hockey Association Limited;

APPENDIX 2

Documents Prescribed by the Company to implement the Reorganisation by Regulation

Regulation 1

No documents are required to be prescribed by the Company.

Regulations 2.1 to 2.5

The documents required for Regulation 2 will be generated in accordance with the Articles, Regulations, and Corporate Governance Rules of the Company.

Regulation 2.6

Application to be a member of the Midland Company and West Company.

Regulation 2.7

Draft Articles of Association

Note from England Hockey/ Shadow Areas Standing Committee authorise a member of the Transition Documentation Committee as agent of the Company to use a company incorporation agent to incorporate the New Area Companies with the Company as the initial subscriber.

Schedule of company names, directors’ details and registered office to incorporate the New Area Companies.

Regulation 2.8

Draft Articles of Association

Note from England Hockey/ Shadow Areas Standing Committee authorise a member of the Transition Documentation Committee as agent of the Company to use a company incorporation agent to incorporate the New Company/Companies with the Company as the initial subscriber.

Schedule of company names, directors' details and registered office to incorporate the New Company/Companies.

Regulations 2.9 to 2.16

The documents required will be generated in accordance with the Articles, Regulations, and Corporate Governance Rules of the Company.

Regulation 2.17

Adult League Regulations

Note from the Areas Standing Committee issuing the Adult League Regulations under Article 57 of the Articles.

Regulation 2.18

No documents required as the Transition Regulations terminate the Regions' Consultative Committee from the Area Transition Date under Article 93 of the Articles.

Regulation 2.19

Document on guidance to County Associations, Unincorporated Regional Associations and Umpiring Association on how to deal with their current funds.

Regulation 2.20

Document on guidance to County Associations who decide not to take on the functions of a Sub-Area.

Regulation 3

The documents required for Regulation 3 will be generated in accordance with the Articles, Regulations, and Corporate Governance Rules of the Company.

Regulation 4.1

Normal documentation of directors' meetings by the Midland Company and the West Company.

Regulation 4.2

Draft Articles of Association tailored for the Midland Company and the West Company.

Calling Notice for the General Meeting.

Midland Company and the West Company Special resolutions to change names and adopt the Articles of Association from the date of the General Meetings.

Midland Company only - An ordinary resolution to appoint an Independent Scrutineer for the 2021 accounts.

Midland Company and the West Company certified Special resolutions passed to change names and adopt the Articles of Association from the date of the General Meetings to be submitted to the Registrar of Companies.

Regulation 4.3

Normal documentation of directors' meetings by the Midland Company and the West Company resolutions for 4.3.1 to 4.3.10.

Area Regulations and other regulations.

Data Protection Policy, Data Privacy Notice and a GDPR compliance paper.

Corporate Governance and Financial Policies.

Regulation 4.4

Framework Agreement For Data Processing And Transfer.

Regulation 4.5

Normal documentation of Midland Region Hockey Umpiring Association, Birmingham Counties Hockey Umpiring Association and East Midlands Hockey Umpiring Association.

Regulation 4.6

Transfer Agreement between the Midland Company and Midland Region Hockey Umpiring Association.

Transfer Agreement between the Midland Company and Birmingham Counties Hockey Umpiring Association.

Transfer Agreement between the Midland Company and East Midlands Hockey Umpiring Association.

Regulations 4.7

Normal documentation of Avon & Somerset Hockey Umpires' Association, Devon Hockey Umpiring Association and Herefordshire, Gloucestershire & Wiltshire Hockey Umpiring Association and Avon County Women's Hockey Umpiring Association.

Regulation 4.8

Agreements between the West Company and the following organisations:-

Avon & Somerset Hockey Umpires' Association

Devon Hockey Umpiring Association and Herefordshire

Gloucestershire & Wiltshire Hockey Umpiring Association

Avon County Women's Hockey Umpiring Association

Regulations 4.9

Normal documentation of directors' meetings by the Midland Company and the West Company.

Regulation 4.10

Calling Notices and Agendas for the 2021 Annual General Meetings.

Regulation 4.11

Midland Company and the West Company directors' meetings resolutions.

Regulation 5.1

See Regulation 2.8.

Regulation 5.2

Normal documentation of directors' meetings by the New Company/Companies resolutions for 5.2.1 to 5.2.10.

Area Regulations and other regulations.

Data Protection Policy, Data Privacy Notice and a GDPR compliance paper.

Corporate Governance and Financial Policies.

Regulation 5.3

Normal documentation of directors' meetings by the Midland Company and the West Company.

Regulation 5.4

Transfer Agreement between relevant New Company/Companies and the Midland Company and the West Company.

Regulation 5.5

Normal documentation of Midland Region Hockey Umpiring Association, Birmingham Counties Hockey Umpiring Association and East Midlands Hockey Umpiring Association.

Regulation 5.6

Transfer Agreement between the New Company successor to the Midland Company and Midland Region Hockey Umpiring Association.

Transfer Agreement between the New Company successor to the Midland Company and Birmingham Counties Hockey Umpiring Association.

Transfer Agreement between the New Company successor to the Midland Company and East Midlands Hockey Umpiring Association.

Regulation 5.7

Normal documentation of Avon & Somerset Hockey Umpires' Association, Devon Hockey Umpiring Association and Herefordshire, Gloucestershire & Wiltshire Hockey Umpiring Association and Avon County Women's Hockey Umpiring Association.

Regulation 5.8

Agreements between the New Company successor to the West Company and the following organisations:-

Avon & Somerset Hockey Umpires' Association

Devon Hockey Umpiring Association and Herefordshire

Gloucestershire & Wiltshire Hockey Umpiring Association

Avon County Women's Hockey Umpiring Association

Regulation 5.9

Framework Agreement For Data Processing And Transfer.

Regulation 5.10

Normal documentation of directors' meetings by the New Company/Companies.

Regulation 5.11

Calling Notices and Agendas for the first Annual General Meetings.

Regulation 5.10

New Company/Companies directors' meetings resolutions.

Regulation 5.11

Companies House form DS01- Striking off application by a company

Regulation 6.1

Financial statements.

Regulation 6.2

No documentation required.

Regulation 6.3

Normal documentation of directors' meetings by the New Company/Companies resolutions for 6.3.1 to 6.3.7.

Area Regulations and other regulations.

Data Protection Policy, Data Privacy Notice and a GDPR compliance paper.

Corporate Governance and Financial Policies.

Regulation 6.4

Normal documentation of relevant Regional Associations and relevant Umpiring Associations.

Regulation 6.5

Transfer Agreements between the New Area Companies and the relevant Regional Associations and relevant Umpiring Associations.

Regulation 6.6

Framework Agreement For Data Processing And Transfer.

Regulation 6.7

Normal documentation of directors' meetings by the New Company/Companies.

Regulation 6.8

Calling Notices and Agendas for the first Annual General Meetings.

Regulation 6.9

New Company/Companies directors' meetings resolutions.

Regulation 7.1

Sub-Area Constitution

Regulation 7.2

Normal documentation of the County Associations for resolution to appoint and delegate powers to committees and individuals to carry out Sub-Area Hockey Functions

Regulation 7.3

Framework Agreement For Data Processing And Transfer

Regulation 7.4

Data Protection Policy, Data Privacy Notice, a GDPR compliance paper justifying the legal basis for processing data by the Sub-Area Company, Corporate Governance Policies and Financial Policies.

Regulation 7.5

No prescribed documents.

Regulation 7.6

No prescribed documents.

Regulation 7.7

Normal documentation of the County Associations to change their constitutions

Sub-Area Constitution

Regulation 7.8

No prescribed documents.

Regulation 7.9

No prescribed documents.

Regulation 8

The main prescribed documentation is set out below and further prescribed documentation will be provided in due course when County Associations decide to incorporate after the Area Transition Date.

Regulation 8.1

Articles of Association

Regulation 8.2

Transfer Agreement

Regulation 8.3

Normal documentation of the Board or committee appointed by the Board.

Regulation 8.4

Resolution to appoint and delegate powers to committees and individuals to carry out Sub-Area Hockey Functions.

Regulation 8.5

Data Protection Policy, Data Privacy Notice, a GDPR compliance paper justifying the legal basis for processing data by the Sub-Area Company, Corporate Governance Policies and Financial Policies.

Regulation 8.6

Framework Agreement For Data Processing And Transfer

Transition Regulations effective from 18th May 2021 as amended 8th February 2022 (Clauses 7.7 & 7.8)