

THE COMPANIES ACTS 1985, 1989 & 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

ENGLAND HOCKEY

(Registered co. no. 4623333)

Adopted on 26 March 2013

Amended on 20 March 2018

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Constitution

1. The Company is established as a private company within the meaning of section 1(3) of the Act in accordance with and subject to the provisions of the Act and of the Memorandum.

Interpretation

2. In these Articles and the Memorandum the following words and expressions shall, unless the context otherwise requires, bear the following meanings:

"2006 Act" means the Companies Act 2006 (to the extent that it is in force and as amended)

"Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"Appointments Committee" means the Committee of the Company described in Article 97;

"Appointment Term" means the period of time commencing on the date of election and ending at the conclusion of the AGM at the end of three years;

"Articles" means these Articles of Association of the Company as the same may be amended from time to time;

"Audit Committee" means the Committee of the Company described in Article 102;

"Auditors" means the auditors of the Company from time to time;

"Board" means the board of directors of the Company;

"Charity Commission" means the statutory organisation that regulates charities known as the Charity Commission for England & Wales;

"**clear days**" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"**Code**" shall mean the Code for Sports Governance as published by Sport England and UK Sport from time to time;

"**Company**" means England Hockey;

"**County Associations**" means those county hockey associations duly affiliated to England Hockey and to their Regional Associations;

"**Director**" means a member of the Board;

"**electronic communication**" has the same meaning as in the Electronic Communication Act 2000 as amended from time to time;

"**executed**" includes any mode of execution;

"**Executive Directors**" means those Directors appointed by the Appointments Committee from time to time pursuant to Article 59;

"**Full Members**" means the members of the Company having the right to vote at General Meetings;

"**Great Britain Hockey**" shall have the meaning defined by Great Britain Hockey Board from time to time;

"Independent Non-Executive Directors" means those Directors appointed in accordance with Article 60; and who must satisfy the requirements of the Code.

"**Material Benefit**" means a benefit which may not be financial but has a monetary value;

"**Members**" means all the individuals, corporations, associations and organisations admitted to membership (of any class or category) of the Company whether entitled to vote at General Meetings or not;

"**Memorandum**" means the Memorandum of Association of the Company;

"**month**" means a calendar month;

"**Nomination Committee**" means the Committee of the Company described Article 95;

"**Non-Executive Directors**" means those Directors who are either an Elected Non-Executive Director elected from time to time by the Members pursuant to Article 58 or the Independent Non-Executive Directors;

"**Non-Executive Directors Appointment Term**" means the period of 3 successive years beginning on the date of an Annual General Meeting at which a Elected Non-Executive Director is appointed or, in the case of an

Independent Non-Executive Director, the date of the Annual General Meeting from which the appointment shall take effect pursuant to Article 60;

"Office" means the registered office of the Company;

"Observer" means any person appointed pursuant to Article 71;

"Patron" means a patron of the Company appointed pursuant to Article 14;

"Postholder" includes any Director or President or Vice-President and where a Postholder is elected for a term of years such term shall expire on the date of the Annual General Meeting of the Company in the last calendar year of such term;

"President" means the President of England Hockey;

"Regional Associations" means:

- (a) the East Region Hockey Association;
- (b) the Midland Region Hockey Association;
- (c) the North Hockey Association;
- (d) the Southern Counties Hockey Association;
- (e) the West Hockey Association; and
- (f) the Combined Services Hockey Association,

each comprised of a number of hockey associations as listed in Schedule 1;

"Regions' Consultative Committee" or **"RCC"** means the Committee of the Company described in Article 91;

"RCC Member" means a member of the Regions' Consultative Committee;

"Remuneration Committee" means the Committee of the Company described in Article 83;

"seal" means the common seal of the Company if it has one;

"Secretary" means the company secretary of the Company or any other person appointed to perform the duties of the company secretary of the Company pursuant to Article 85;

"Sport England" means the body of the English Sports Council responsible for the development and maintenance of sport infrastructure in England and distributing National Lottery funds or its successors or assigns from time to time;

"United Kingdom" means Great Britain and Northern Ireland;

“UK Sport” means the body established by Royal Charter in 1996, the lead agency for high performance sport in UK working in partnership with the home country sports councils and other agencies;

“Umpiring Association” means a body of umpires which operates according to a written constitution and which is affiliated to a Regional Association (either directly or through affiliation to a County Association).

"Vice-President" means a Vice-President of England Hockey.

3. Words importing the singular number only shall include the plural number and vice versa; words importing the one gender shall include all genders; and words importing persons shall include corporations.
4. Subject to the provisions of Articles 2 and 3 and unless the context requires otherwise, words or expressions defined in the Act and the 2006 Act shall, unless the context otherwise requires, bear the same meaning in these Articles.
5. The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.

Membership

6. The number of Members with which the Company proposes to be registered is unlimited.
7. The Full Members shall be the Regional Associations, the Umpiring Associations and the County Associations and affiliated clubs as shall be listed from time to time in a Register of Members which shall be maintained by the Company and available for inspection to the Members and such other affiliate clubs as the Board shall admit to membership as a Full Member from time to time.
8. The Company may from time to time resolve upon the creation of other classes of members of the Company (including associate members and honorary members) provided that the rights of such other classes of members do not extend to voting at General Meetings. Such categories of membership may be under whatever title or nomenclature the resolution may specify and may bestow upon the individuals, corporations, associations, or organisations concerned such rights, privileges, duties and obligations (except the right to vote at General Meetings) as may be specified in the resolution.
9. Every application for full 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.
10. The Board shall admit to membership such individuals, corporations, associations or organisations as it shall think fit and the Board may from time to time prescribe (and vary) criteria for membership. The Board shall not be obliged to give reasons for refusing to accept any application for membership.

Fees, Levies and Subscriptions

11. The Annual Subscription or affiliation fees of Full Members shall be determined by the Annual General Meeting. The Meeting may set subscriptions or affiliation fees at different rates for different categories of Members including Members of the same class.

Termination of Membership

12. Membership shall not be transferable and a Full Member shall cease to be a Full Member:
 - 12.1 in the case of a corporation, association or organisation if it ceases to exist or, in the case of an individual, on death;
 - 12.2 if by notice in writing to the Secretary the Member resigns (the Member is deemed to have resigned when the letter of resignation is received at the Office providing after resignation the number of Full Members is not less than two);
 - 12.3 by unanimous vote of the Board or, if there shall be more than six Directors, by resolution of the Board passed by a majority of not less than three-quarters of the Directors present and voting at the meeting of the Board convened for the purpose. Subject to Article 12.4 below a resolution to terminate a Full Member's membership of the Company shall not be passed unless the Full Member has been given not less than 14 clear days' notice in writing of the meeting of the Board at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or of making a written representation to the Board prior to the Board voting upon the resolution;
 - 12.4 notwithstanding anything else in these Articles if any subscription or other sum payable by the Member is not paid on the due date and remains unpaid one month after the date a notice is served on the Member (in accordance with Article 102) on behalf of the Board informing him or her or it that he or she or it may be removed from the membership if it is not paid. The Board may readmit to membership of the Company any individual, corporation, association or organisation removed on this ground on his or her or it paying such sum as the Board may determine.

Register of Members

13. The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of acceptance of each Member and it shall be the continuing duty of the Board, in conjunction with the Secretary, to ensure that the Register of Members is maintained and available for inspection by Members at the Office during normal business hours.

Patrons

14. The Board may in its discretion appoint any person to be a Patron of the Company (and remove any Patron) on such terms as they shall think fit.
15. A Patron shall have the right to attend and speak (but not vote) at any General Meeting of the Company and to be given notice of General Meetings as if a Full Member and shall also have the right to receive accounts of the Company when available to Full Members.

General Meetings

16. The Company shall in each year hold an Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 18 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Annual General Meetings shall be held at such times and places as the Board shall determine.

The Board shall circulate to Members 21 days prior to the Annual General Meeting:

- 16.1 the Company's annual accounts,
- 16.2 the Directors' report, and
- 16.3 the Auditors' report on the Company.
17. All General Meetings other than Annual General Meetings shall be called General Meetings. The Board may call General Meetings and, on the requisition of Full Members in accordance with the provisions of the Act, shall within 21 days from the date of the deposit of the requisition convene a General Meeting for a date not later than 8 weeks after the deposit of the requisition. In addition to the Full Members' power to requisition a General Meeting under Section 368 of the Act, a General Meeting may also be requisitioned by:
 - 17.1 not less than 40 Full Member clubs, from one or more Regional Associations;
 - 17.2 Regional Associations, pursuant to Article 19; or
 - 17.3 the RCC, pursuant to Article 93.
18. In accordance with the Act, any requisition (whether under Article 17, Article 19 or Article 93) must state the objects of the meeting and must be signed by the requisitionists and deposited at the Office, and may consist of several documents in like form each signed by one or more requisitionists.
19. The Regional Associations shall, by written notice signed by a majority of the Regional Associations and served upon the Board, be entitled to requisition a

General Meeting of the Company and upon receipt of such notice the Board shall as soon as reasonably practicable and, in any event, within 8 weeks of such notice being received, validly convene and hold the General Meeting.

20. If the Board has resolved to call a General Meeting but at the time of giving notice of the meeting there are not within the United Kingdom sufficient Directors to sign the notice to convene a General Meeting, any Director or the President or a Vice President or the Chairman of the RCC may sign the notice to convene a General Meeting on behalf of the Board.

Notice of General Meetings

21. An Annual General Meeting and a General Meeting shall be called by at least 21 clear days' notice.
22. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be given to all Full Members, Directors, Observers, Patrons and the Auditors.

Proceedings at General Meetings

23. No business shall be transacted at any General Meeting unless a quorum is present. A quorum shall be constituted by any number of persons present at the meeting provided that such persons are duly authorised to represent not less than twenty Full Members entitled to vote upon the business to be transacted at the meeting.
24. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such date, time and place as the Board may determine.
25. The President or in his or her absence a Vice-President or a RCC Member shall preside as Chair of the meeting. If neither the President nor a Vice-President is present within 15 minutes after the time appointed for holding the meeting and willing to act, the RCC Members present shall elect one of their number to be Chair.
26. If no RCC Member is willing to act as chairperson, or no RCC Member is present within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairperson.
27. A Director shall, notwithstanding that he or she is not a Member, be entitled to attend and speak (but not vote) at any General Meeting.
28. The Chair may, with the consent of a 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 left unfinished at the meeting from

which the adjournment took place. When a meeting is adjourned for 14 days or more, at least 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.

29. A resolution put to the vote of a 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 duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- 29.1 by the Chair; or

- 29.2 by at least two Full Members represented in person or by proxy.

30. Unless a poll is duly 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 meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
31. 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.
32. A poll shall be taken as the Chair directs and he/she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
33. A poll demanded on the election of the Chair or on a question of adjournment shall be taken immediately. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.
34. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
35. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

Votes of Full Members

36. On a show of hands every Full Member whose name is entered on the register of members who is present by a duly authorised representative or by proxy shall have one vote:
37. On a poll votes may be given either by a duly authorised representative of a Full Member or by proxy. A Full Member, if an affiliated club, shall be entitled to a number of votes to be ascertained, by reference to the number of teams,

whether men's, women's or mixed as the case may be, in respect of which the club has paid affiliation fees for the period in which the General Meeting is being held, as follows:

One vote for clubs with two teams or less;

Two votes for clubs with three teams and less than seven

Three votes for clubs with seven teams and less than twelve

Four votes for clubs with twelve teams and less than twenty

Five votes for clubs with twenty teams or more

- 37.1 a Regional Association shall have two votes;
- 37.2 an integrated County Association (i.e. one which represents both male and female players) shall have four votes;
- 37.3 a County (or equivalent) Association with male playing members only shall have two votes;
- 37.4 a County (or equivalent) Association with female playing members only shall have two votes;
- 37.5 an Umpiring Association shall have one vote.
- 38. No Full Member shall be entitled to vote at any General Meeting unless all monies then payable by the Member to the Company have been paid.
- 39. No Member shall debate or vote on any matter in which he or she is personally interested without the permission of the majority of the persons present and voting (and for the avoidance of doubt a Member shall not be "personally interested" in a matter relating solely to the level of subscriptions or affiliation fees).
- 40. Any Full Member may (subject to Articles 38 and 39) by resolution of its board or other governing body authorise such individuals as it thinks fit to act as its representative at any meeting of the Company, and the individual(s) so authorised shall be entitled to exercise on its behalf all the powers that such Full Member may be entitled to exercise at the meeting.

Proxies

- 41. The appointment of a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall:
 - 41.1 in the case of an instrument in writing, be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting; or

41.2 in the case of an appointment contained in an electronic communication, be received at such an address which has been specified for the purpose of receiving electronic communications:

- (a) in the notice concerning the meeting; or
- (b) in any instrument by proxy sent out by the company in relation to the meeting; or
- (c) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote or in the case of a poll, before the time appointed for the taking of the poll, and in default the appointment of proxy shall not be treated as valid.

- 42. No appointment of a proxy shall be valid after the expiration of 12 months from the date of its execution.
- 43. An appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 44. 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 chairperson whose decision shall be final and conclusive.
- 45. A vote given or poll demanded by the duly authorised representative of a Full Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office not less than 48 hours before the time for holding the relevant meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) at least 48 hours before the time appointed for taking the poll.
- 46. A vote given or poll demanded in accordance with the terms of an appointment of proxy shall be valid notwithstanding the previous revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the revocation of the Full Member shall have been received at the Office not less than 48 hours before the time for holding the relevant meeting or adjourned meeting at which the proxy is used or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) at least 48 hours before the time appointed for taking the poll.

Postal Voting

47. Postal voting by Full Members on the form to be dispatched with the notice of a General Meeting, is permitted only in relation to the election or re-election of Postholders. On a postal vote a Full Member shall have the same number of votes as it is entitled to on a poll at a General Meeting. In the case of an equality of votes following a postal ballot the result of the ballot shall be decided by recounting the votes on the assumption that all Full Members that had participated in the ballot had one vote each.
- A postal vote shall, using the postal ballot form issued in an electronic communication or otherwise, be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the relevant meeting.

The Board

48. The Board of Directors shall consist of a maximum of five Executive Directors (one of whom shall be designated the Chief Executive) and not less than six Non-Executive Directors of whom not less than three Directors shall be Elected Non-Executive Directors and the other Directors shall be Independent Non-Executive Directors (one of whom shall be designated the Senior Independent Director).
- 48.1 The Board should include at least two female and at least two male Directors.
- 48.2 The Executive Directors shall be appointed from time to time pursuant to Article 59.
- 48.3 The Elected Non-Executive Directors (of whom at least one shall be female and at least one male) shall be elected pursuant to Article 58.
- 48.4 The Independent Non-Executive Directors shall be appointed pursuant to Article 60.
- 48.5 The number of Independent Non-Executive Directors should be not less in number than one quarter of the Board.
49. The Board shall appoint a Chair of the Board. The Chair may be part-time and either a Non-Executive Director (but may be salaried) or Director. The term for which any such appointment is made shall be fixed by the Board, provided that such term shall not exceed three years (subject to re-appointment at the end of the term) extendable by no more than two additional three-year periods and any salary shall be fixed from time to time by the Board (through the Remuneration Committee).
50. The roles of the Chief Executive and the Chair shall not be exercised by the same individual.

- 50.1 The duties and responsibilities of the Chief Executive and the Chair shall be established in writing and agreed by the Board.
- 50.2 The requirements for and the division of the roles of the Chief Executive and the Chair shall comply with any guidance on National Governing Board governance and the Code
- 51. An Executive Director shall receive such remuneration (either by way of salary, commission, pension or otherwise) as shall be fixed from time to time by the Board after recommendations from the Remuneration Committee.
- 52. If a Non-Executive Director necessarily performs or renders any special duties or services to the Company outside his or her ordinary duties as a director the Board may determine that the Company pay such Non-Executive Director special remuneration and such special remuneration may be paid by way of salary, commission or otherwise as may be arranged and determined by the Board.
- 53. The Non-Executive Directors shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board (or its committees or sub-committees) or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration save as permitted by clauses 5 to 8 of the Memorandum.

Powers of the Board

- 54. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and are not by statute, the Articles or any regulations of the Company from time to time in force required to be exercised by the Company in General Meeting. No alteration to the Memorandum or the Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
- 55. The Board may, by power of attorney or otherwise, appoint any person to be an agent of the Company for such purposes and on such conditions as they determine.

Regulations

- 56. The Board shall have power from time to time to make such regulations as it may deem necessary or expedient or convenient:
 - 56.1 for the proper conduct and management of the Company and the affairs thereof;

- 56.2 as to prescribing classes of and conditions of membership and the rights and privileges of Members;
 - 56.3 as to the duties of any officers or servants of the Company;
 - 56.4 as to the conduct of the business of the Company by the Board or any committee or sub-committee and as to any of the matters or things within the power or under the control of the Board; and
 - 56.5 as to the conduct of Members and of hockey players and officials,
- provided that the same shall not be inconsistent with these Articles.
57. The Board shall have power to repeal or alter or add to any regulations and the Board shall adopt such means as they think sufficient to bring to the notice of Members all such regulations which shall be binding on Members.

Appointment and Retirement of Directors

- 58. Subject to the provisions of Articles 67 and 68 all Elected Non-Executive Directors shall be elected by the Full Members by a postal ballot the result of which shall be announced at the Annual General Meeting from the date of which the Elected Non-Executive Director is to be appointed for the Non-Executive Director's Appointment Term.
- 59. Subject to the provisions of Article 68 each Executive Director shall be appointed from time to time following a process led by the Nomination Committee on behalf of the Board upon such terms, subject to the provisions of Article 51, and for such period as the Board shall decide in consultation with the RCC.
- 60. Subject to the provisions of Article 68 each Independent Non-Executive Director shall be appointed following a process to be led by the Nomination Committee on behalf of the Board for the period of a Non-Executive Directors Appointment Term, all such appointments to take effect from the date of the Annual General Meeting following the announcement of the appointment. All such appointments may be renewed by the Board provided that no Independent Non-Executive Director shall be appointed for more than three successive Non-Executive Directors Appointment Terms.
- 61. Each Elected Non-Executive Director shall be required to stand down at the end of his respective Non-Executive Director's Appointment Term.
- 62. If any Elected Non-Executive Director wishes to stand down before the expiry of his Non-Executive Director's Appointment Term, he shall give to the Company notice in writing, such notice to take effect 28 days from the date of receipt of the notice by the Company.
- 63. If the Company at the Annual General Meeting at which an Elected Non-Executive Director stands down at the end of his Non-Executive Director's Appointment Term, does not fill the vacancy, the retiring Elected Non-Executive Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless

a resolution for the re-appointment of the Elected Non-Executive Director is put to the meeting and lost.

64. No person shall be appointed or re-appointed an Elected Non-Executive Director at any General Meeting:

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

64.2 unless not less than 28 clear days before the date appointed for the meeting, a notice in writing has been given to the Company by:

(a) a Regional Association or County Association; or

(b) an affiliated club, but which is seconded in writing by a Regional Association or County Association,

of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he or she were so appointed or re-appointed, be required to be included in the Company's register of members of the Board; and

64.3 unless such notice or nomination is accompanied by a statement describing the experience and suitability of the candidate, together with a notice signed by that person of his or her willingness to be appointed or re-appointed and his or her intention to fulfil the requirements of the post if so appointed.

65. A Director shall not be required to be a Member in order to qualify for office as a Director, but he or she shall be entitled to receive notice of and attend and speak at all General Meetings of the Company.

66. Not less than 21 clear days before the date appointed for holding a General Meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the Appointments Committee for election or re-election as an Elected Non-Executive Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him or her at the meeting for election or re-election as an Elected Non-Executive Director. The notice shall give the particulars of that person which would, if he or she were so appointed or re-appointed, be required to be included in the Company's register of the members of Board.

67. The minimum number of Directors shall be eleven (of whom a majority shall be Non-Executive Directors). The maximum number of Directors shall be twelve. The Company may from time to time by ordinary resolution in General Meeting increase or reduce the number of Directors provided that there shall be no increase in the maximum number of Directors without the prior agreement of UK Sport and Sport England.

68. The Board may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that (i) the appointment does not cause the number of Executive Directors to exceed five and (ii) it has consulted with the Nomination Committee and the RCC about such appointment. A Non-Executive Director so appointed shall hold office only

until the next following Annual General Meeting. If not re-appointed at such Annual General Meeting or, in the case of an Independent Non-Executive Director pursuant to a process led by the Nomination Committee, he or she shall vacate office at the conclusion of that meeting.

69. Subject as aforesaid, an Elected Non-Executive Director who retires at an Annual General Meeting may, if willing to act, be re-appointed provided that no Elected Non-Executive Director shall be appointed for more than three successive Non-Executive Directors Appointment Terms.

Disqualification and Removal of Directors

70. A Director shall cease to hold office if he or she:
- 70.1 ceases to be a Director by virtue of any provision in the Act or is disqualified from acting as a Director by virtue of Section 72 of the Charities Act 1993 (as amended) or is otherwise prohibited by law from being a Director;
 - 70.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 70.3 resigns his or her office by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
 - 70.4 is absent without the permission of the Board from all their meetings held within a period of six months and the Board resolve that his or her office be vacated; or
 - 70.5 being an Executive Director, fails to meet the standards set for the job and achieve the relevant business objectives.
71. In addition and without prejudice to the provisions of Section 303 and 304 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his or her period of office and may by an ordinary resolution appoint another qualified Member in his or her stead but any person so appointed shall retain his or her office so long only as the Director in whose place he or she is appointed would have held the same if he or she had not been removed.

Observers

72. At any time a maximum of five Observers may be appointed to the Board. Such Observers shall be appointed as follows:
- 72.1 the President shall be automatically appointed;
 - 72.2 one Observer may be appointed by Sport England;
 - 72.3 one Observer may be appointed by the RCC;

- 72.4 one Observer may be appointed by UK Sport; and
 - 72.5 if England is the “nominated country”, then one observer may be appointed by the President of Great Britain Hockey to attend that part of any meeting dealing with matters affecting GB.
73. An Observer shall have the right:
- 73.1 to attend all meetings of the Directors;
 - 73.2 to attend all meetings of any committee of the Board; and
 - 73.3 to receive such other information as a Director would be entitled to receive at the same time as a Director would be entitled to receive it,
- and shall, as regards confidentiality, have the same obligations to the Company as if he or she were a Director.
74. Although an Observer shall be entitled to attend and speak at any meetings of the Board or any committee of the Board, he or she shall not be entitled to vote.
75. Each Observer shall be entitled to report back to any body appointing him or her on the affairs of the Company and its subsidiaries and to disclose to such body such information as he or she shall reasonably consider appropriate including, for the avoidance of doubt, all papers distributed to the Board or a committee of the Board.
76. An Observer shall not be required to be a Member in order to qualify for office as an Observer, but he or she shall be entitled to receive notice of and attend and speak at all General Meetings of the Company.

Proceedings of the Board

- 77. Subject to the provisions of the Articles, the Board may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Two Directors may and the Secretary at the request of two Directors shall call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Director or an Observer who is absent from the United Kingdom.
- 78. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a casting vote in addition to any other vote he or she may have.
- 79. The quorum for the transaction of the business of the Board shall be five Directors, of which at least one shall be an Elected Non-Executive Director. At any meeting of the Board the Non-Executive Directors present (whatever their number) shall have between them one more vote than the aggregate number of Executive Directors present at that meeting.
- 80. The Board may act notwithstanding any vacancies but, if the number of Directors is less than the number fixed as the quorum, the continuing

Directors may act only for the purpose of filling vacancies or of calling a General Meeting.

81. The Chair shall preside at every meeting of the Board at which he or she is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within 15 minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chair of the meeting.
82. The Board shall maintain (a) an Audit Committee, (b) a Remuneration Committee, (c) a Nomination Committee, and (d) an Appointments Committee, and may delegate any of its powers or the implementation of any of its resolutions to any committee provided that:
 - 82.1 the resolution making that delegation shall specify (either by name or description) those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 82.2 the composition of any such committee shall be entirely in the discretion of the Board (who will consult with the Nomination Committee and the RCC as to the composition of any such committee) and may comprise such of their number (if any) as the resolution may specify;
 - 82.3 the deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall as soon as reasonably practicable prepare and maintain minutes in accordance with Article 104;
 - 82.4 all delegations under this Article shall be recoverable at any time;
 - 82.5 the Board may make such regulations and impose such terms and conditions and give such mandates to any such committee as it may from time to time think fit; and
 - 82.6 for the avoidance of doubt, the Board may delegate all financial matters to any committee.
83. The Non-Executive Directors shall appoint the members of the Remuneration Committee (the members of which shall not necessarily be Non-Executive Directors) which [shall report to the Non-Executive Directors and shall advise and carry out such functions as the Non-Executive Directors shall from time to time decide.
84. All acts done by a meeting of the Board, or a committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or member of the committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or a member of the committee (as the case may be) and had been entitled to vote. Directors and members of any committee may participate in or hold a meeting of the Board or any

committee (as the case may be) by means of conference telephone or other suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board or a committee (as the case may be) duly convened and held with such persons physically present.

85. A resolution in writing, signed by all the Directors for the time being or any committee shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) such committee duly convened and held (and for this purpose the resolution may be contained in more than one document in the same form and each signed by one or more of the Directors and will be treated as passed on the date of the last signature).

Officers

86. Subject to the provisions of the Act and to Clauses 5 to 8 of the Memorandum, the Board may appoint or engage the Secretary and may appoint an assistant or deputy Secretary and may appoint or engage a treasurer and such other officers or servants, as they shall see fit.
87. Any appointment or engagement under Article 86 may be made for the purpose of discharging such duties and upon such terms as the Board determines and the Board may dismiss any officer or servant so appointed or engaged.

Presidents and Vice-Presidents

88. The Members shall, by way of annual elections by postal ballot the result of which shall be announced at the General Meeting from the date of which he or she is to be appointed, appoint the President and the two Vice-Presidents. One Vice-President shall be male and one shall be female. The President and the two Vice-Presidents shall each be elected for a term of three years, provided that the maximum continuous term of a President or Vice-President shall be two full terms. If any President or Vice-President is at any time whilst in office elected a Director, then he or she shall cease to be a RCC Member for the duration of the period he or she remains a Director.
89. If a person is elected as President or Vice-President to fulfil an otherwise unexpired three year term then they shall serve for the remainder of the unexpired term and then be eligible for re-election.
90. No person shall be appointed or re-appointed a President or Vice-President at any General Meeting:
 - 90.1 unless he or she has attained the age of 18 years;
 - 90.2 in circumstances such that, if he or she were already a Director, he or she would be disqualified from acting under the provisions of Article 69; and

90.3 unless not less than 28 clear days before the date appointed for the meeting, a notice in writing has been given to the Company by:

- (a) a Regional Association or county association; or
- (b) an affiliated club, but which is seconded in writing by a Regional Association or county association,

of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he or she were standing for election as a Non-Executive Director rather than President or Vice-President and were so appointed or re-appointed, be required to be included in the Company's register of members of the Board; and

90.4 unless such notice or nomination is accompanied by a statement describing the experience and suitability of the candidate, together with a notice signed by that person of his or her willingness to be appointed or re-appointed and his or her intention to fulfil the requirements of the post if so appointed.

Regions' Consultative Committee

91. The Regions' Consultative Committee shall consist of:

- 91.1 the President;
- 91.2 one representative appointed by each of the Regional Associations; and
- 91.3 the two Vice-Presidents.

92. The RCC may meet together for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks fit.

93. The RCC may, by a simple majority of votes of the RCC Members, demand that the Company hold a General Meeting of its Members by serving written notice to that effect upon the Board and upon receipt of such notice the Board shall as soon as reasonably practicable and, in any event, within 8 weeks of such notice being received, validly convene and hold the General Meeting.

94. The RCC Members shall each have the right to attend and speak (but not vote unless otherwise qualified) at any General Meeting of the Company and to be given notice of General Meetings as if a Full Member and shall also have the right to receive accounts of the Company when available to Full Members.

Nomination Committee

95. The Nomination Committee shall be a delegated committee of the Board.

95.1 The Nomination Committee shall comprise:

95.1.1 The Chair of the Board; and

95.1.2 Not less than two Directors provided always that a majority of the members of the Nomination Committee shall be Independent Non-Executive Directors.

96. The functions of the Nomination Committee shall be:

96.1 to lead, supervise and scrutinise the process for appointments to the Board and the appointment of senior executives, and make such recommendations to the Board as it thinks fit;

96.2 in particular, without prejudice to the generality of the foregoing, these functions include:

(1) to ensure open and democratic elections of the President, the Vice-Presidents, and the Elected Non-Executive Directors;

(2) to lead the process for the appointment of the Executive Directors; and

(3) to lead the process for the appointment of the Independent Non-Executive Directors.

96.3 to comply with terms of reference which shall be approved by the Board. Such terms of reference shall require the Nomination Committee to ensure that the appointment process complies with any relevant requirements of the Code and considers any other guidance on National Governing Board governance issued from time to time by UK Sport and Sport England;

96.4 in the exercise of any of its functions, to consult with and direct as may be necessary the Appointments Committee;

96.5 to ensure that any recruitment process or appointment shall be carried out in an open, transparent, fair and proper manner, having regard to any guidance on National Governing Board governance and the Code

96.6 to report to the Board and make available on the Company's website a report on the Committee's activities.

The Chair of the Nomination Committee shall be the Chair of the Board save where the Committee is dealing with the successor to the Chair of the Board, in which case the Nomination Committee shall be chaired by an Independent Non-Executive Director.

Appointments Committee

97. The Appointments Committee shall comprise:

97.1 The Chair of the Board;

- 97.2 The Chief Executive;
 - 97.3 The President;
 - 97.4 The Elected Non-Executive Directors; and
 - 97.5 One representative appointed by the RCC.
98. The Chair of the Appointments Committee shall be appointed by the Elected Non-Executive Directors from time to time. The quorum for the transaction of the business of the Appointments Committee shall be four members of the Committee of whom not less than two shall be Elected Non-Executive Directors.
- 98.1 The Committee shall act by a majority. In the case of an equality of votes no member of the Committee shall be entitled to a casting vote but the Committee will be deemed to have made no decision on the matter that was the subject of the particular vote and such decision may be adjourned for further consideration as the Committee may from time to time decide.
 - 98.2 If a member of the Appointments Committee finds himself in a situation that is reasonably likely to give rise to a conflict of interest, he must declare his interest to the Committee and shall not be entitled to vote on the matter in question.
99. The functions of the Appointments Committee shall at all times be subject to the direction and scrutiny of the Nomination Committee, and shall include:
- 99.1 assisting the Nomination Committee to ensure open and democratic elections of the President, the Vice-Presidents, and the Elected Non-Executive Directors;
 - 99.2 considering any nominations for the posts of President, Vice-President, and Elected Non-Executive Directors, and to make recommendations to the Members prior to any election;
 - 99.3 carrying out such further functions as may be requested from time to time by the Nomination Committee and/or the Board.
100. For the purposes of carrying out its functions, and subject to the approval of the Nomination Committee, the Appointments Committee shall have power to set up sub-committees or panels and to delegate to any such sub-committee or panel one or more of its functions, to the intent that any such sub-committee or panel shall be able to make recommendations to the Committee. The persons appointed to be members of any such sub-committee or panel may be of such number and have such expertise as the Committee may think fit, whether or not such persons are connected in any

way with the Company. The Committee and/or any such sub-committee or panel shall:

- 101.1 keep a comprehensive written record of its processes and deliberations;
- 101.2 at all times comply with the Code and have regard to any guidance on National Governing Board governance issued from time to time by UK Sport and Sport England.

Audit Committee

- 102. The Audit Committee shall comprise not less than 3 individuals (one or more of whom may be members of the RCC), appointed by the Board after consultation with the RCC, at least one of whom shall have significant and relevant financial experience. The Chief Executive, the Finance Director and the Chair of the Board shall also be entitled to attend the Audit Committee but not vote. The Chair of the Audit Committee shall be appointed by the Board (and may be a member of the RCC). The Committee shall act by majority and in the case of an equality of votes the Chair of the Committee shall have a casting vote in addition to any other vote he or she may have.
- 103. The Audit Committee shall:
 - 103.1 review the financial statements of the Company (and the consolidated financial statements of the Company's group, if any) before publication and, as necessary, take advice to be assured that the principles and policies adopted comply with statutory requirements and with the best practices in accounting standards;
 - 103.2 consult with the external auditors (and, if any, internal auditors) regarding the extent of their work and review with them all major points arising from the auditor's management letters and the response thereto;
 - 103.3 seek to satisfy itself that the internal control and compliance environment within the Company and its subsidiaries is adequate and effective;
 - 103.4 agree with the Board the appointment and level of remuneration of the external auditors; and
 - 103.5 be entitled to receive information including management accounts, annual budgets and such further information in the possession or control of the Company regarding the financial condition and operations of the Company and its group companies (if any) as it may request.

Minutes

- 104. Each of the Board and the RCC (or any committee or sub-committee of either) shall keep minutes in books kept for the purpose:
 - 104.1 of all appointments of officers made;

- 104.2 in the case of the Board, of all proceedings at meetings of the Company and of the Board and of committees and sub-committees of the Board (including the Audit Committee, the Remuneration Committee, the Nomination Committee and the Appointments Committee) including the names of those present at each such meeting; and
- 104.3 in the case of the RCC, of all proceedings at meetings of the RCC and of committees and sub-committees of the RCC, including the names of those present at each such meeting.
- 104.4 Subject to Article 104.6, the Board shall, as soon as reasonably practicable, make available to the RCC, a copy of:
- (i) the Agenda for every meeting
 - (ii) the signed Minutes for each such meeting, and
 - (iii) any report or paper approved or accepted by the Board at any such meeting
- 104.5 Subject to Article 104.6, the Board shall, within 14 days of any Board meeting, publish a synopsis of the business and decisions of each such board meeting
- 104.6 The Board may exclude from any item required to be made available or published in pursuance of Articles 104.4 and 104.5 any material that, by reason of its nature, the Board is satisfied should remain confidential
- 104.7 Subject to Article 104.8, the RCC shall, as soon as reasonably practical, make available to Regional Associations, a copy of the signed minutes of every meeting of that committee
- 104.8 The RCC shall exclude from any item required to be made available in pursuance of Article 104.7 any material that, by reason of its nature, the committee is satisfied should remain confidential.

The Seal

105. The seal (if any) shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

Bank Accounts

106. Any bank account in which any part of the assets of the Company is deposited shall indicate the name of the Company. The Board shall be

empowered to resolve upon the operation of any such bank account according to such mandate as it shall think prudent and fit from time to time.

Accounts and Returns

107. Accounting records sufficient to show and explain the transactions and assets and liabilities of the Company and otherwise complying with the Act shall be kept at the Office or such other place within the United Kingdom as the Board think fit.
108. Subject to the requirements of the Act, the Company may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by Members and subject to those restrictions the books and accounts shall be opened to inspection by Members at all reasonable times during usual business hours.
109. The Directors must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
 - 109.1 annual reports;
 - 109.2 annual returns; and
 - 109.3 annual statements of account.

Communications by the Company

110. Subject to the provisions of the 2006 Act and the Act ("the Companies Acts") and any other law or regulation applicable to the Company:
 - 110.1 A document or information (including any notice) to be given, sent or supplied to any person by or on behalf of the Company or any officer of the Company may be sent by hand or by post in hard copy form, or sent or supplied in electric form or by making it available on a website except that a notice calling a meeting of the Board need not be in writing;
 - 110.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and
 - 110.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or is deemed to have so agreed in accordance with the Companies Acts.

111. The only address at which a Member is entitled to receive a document or information (including any notice) is the address shown in the register of members and “address” in relation to electronic communications includes any number or address used for the purpose of such communications. Without prejudice to the provisions of the Companies Acts, any document or information (including any notice) sent to a Member may be sent to:

111.1 the Member’s address as shown in the register of members; or

111.2 (in the case of documents or information sent by electronic means) to an address specified for the purpose by the Member.

112. Where a document or information is sent or supplied by or on behalf of the Company under these Articles:

112.1 where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted;

112.2 where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it will be sufficient to prove that it was properly addressed;

112.3 where the document or information is handed to the Member (or, in the case of a corporation, association or organization, its authorised representative), service shall be immediately on being handed to the Member (or its authorised representative):

112.4 where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:-
 (a) the material is first made available on the website; or
 (b) (if later), when the recipient received or is deemed to have received notification of the fact that the material was available on the website.

112.5 In any event service on a Member (or its authorised representative) of any document or information shall be deemed to have been effected immediately upon such Member (or its authorised representative) acknowledging actual receipt.

113. Without prejudice to Article 112, if any document or information has been sent or supplied by electronic means to any person at its address specified for the purpose and the sender becomes aware of a failure in delivery (and subsequent attempts to send or supply such documents or information by electronic means also result in a failure in delivery) the sender shall either:

113.1 Send or supply a hard copy of such document to the recipient; or

113.2 (where applicable) give notice to the recipient in hard copy form of the availability of the documents or information on a website in accordance with the Companies Acts.”

114. A Member present or represented in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

Indemnity

115. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.
116. The Board shall have power to resolve pursuant to Clause (4)(q) of the Memorandum to effect indemnity insurance notwithstanding their interest in such policy.

Winding-Up

117. The provisions of Clauses (10) and (11) of the Memorandum relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.