

THE COMPANIES ACT 1985  
SPECIAL RESOLUTION  
OF  
THE BRITISH OLYMPIC ASSOCIATION

At an Extraordinary General Meeting of the Company duly convened and held at the Café Royal, Regent's Street, London W1 on 9<sup>th</sup> June 1999 at 10.30am, the following Resolution was passed as a Special Resolution.

That the Company's present Articles of Association be amended as follows:-

1. That Article 5 be amended to include the following:

"5(vi) The Co-opted Individuals elected in accordance with Article 16C".

2. That in Article 16A(a):-

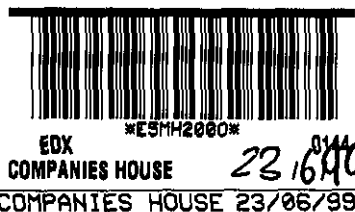
the words "The Vice-Chairman" and "The Honorary Treasurer" be deleted and replaced by the words "Two Vice-Chairmen".

3. That Article 16A be amended to include the following:

"16A(c) If, in the reasonable opinion of the NOC, the Chairman is permanently incapacitated for whatever reason, the General Purposes Committee shall appoint an alternate chairman to act with the same rights and be under the same obligations as the Chairman whose place he has been authorised to take. Such alternate chairman shall hold office until the declaration of the election of his successor at the conclusion of the next Election Meeting (or at an earlier meeting if the alternate chairman shall have previously resigned or been removed by resolution of the NOC or at a later meeting if a successor is not elected at the Election Meeting)".

4. That Article 16A be further amended to include the following:

"16A(d) The NOC shall ensure that at all times one of the Vice-Chairmen of the Association is appointed to oversee the Association's finances and/or perform such other duties in relation to the Association's finances as the NOC reasonably sees fit. The Vice-Chairman so appointed shall oversee the Association's finances and/or perform such other duties as the NOC reasonably sees fit".



6. That the following paragraph be added after Article 16B:-

**“16C Co-Opted Individuals**

- (a) The NOC may, pursuant to and in accordance with a recommendation of the General Purposes Committee, elect no more than four individuals in every Olympiad to serve as Voting Members (“Co-opted Individuals”).
- (b) The Co-opted Individuals so elected shall serve until the conclusion of the next Election Meeting of the NOC but in the event of death, incapacity or retirement the NOC may elect an alternate Co-opted Individual to act with the same rights and be under the same obligations as the Co-opted Individual whose place he has been appointed to take.
- (c) A person shall not be eligible for election as a Co-opted Individual unless the NOC in its absolute discretion sees fit”.

7. That in Article 30:-

After the words “....Competitors Representatives” in line four be added the word “or Co-opted Individuals”.

8. That in Article 31(a):-

In line two the word “four” be deleted and replaced by the word “three”.

9. That in Article 31(c):-

In line 2 and line 6 the word “Vice-Chairman” be deleted and replaced by the words “either of the Vice-Chairmen”.

10. That in Article 31(d):-

- (a) In line 6 the words “the Vice-Chairman” be deleted and replaced by the words “either of the Vice-Chairmen”.
- (b) In line 7 the word “neither” be deleted and replaced by the word “none”.

.....  
CHAIRMAN

**No. 1576093**

## THE COMPANIES ACTS 1948 TO 1980

**Company Limited by guarantee and not having a Share Capital**

[illegible]

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
THE BRITISH OLYMPIC ASSOCIATION

[illegible]

Incorporated the 23rd day of July 1981.

Amended by Special Resolutions passed  
9th March 1983, 7th December 1983,  
12th March 1984, 19th March 1985,  
16th December 1985 and 10th March 1993.

**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

**NO. 1576093**

I hereby certify that THE BRITISH OLYMPIC ASSOCIATION is this day incorporated under the Companies Acts 1948 to 1980 as a private company and that the Company is limited.

Given under my hand at Cardiff the 23RD JULY 1981.

**E. A. WILSON**

**Assistant Registrar of Companies**

Month

Calendar Month

In Writing

Written, or produced in any visible substitute for writing, or partly one and partly another

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations. And unless the context otherwise requires, words or expressions contained in these presents shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these presents become binding on the Association.

2. The Association is established for the purposes expressed in the Memorandum of the Association.
3. The provisions of Section 110 of the Act shall be observed by the Association and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

#### VOTING MEMBERSHIP

4. For the purposes of registration the number of Voting Members is unlimited.
5. (a) Voting Membership shall comprise:
  - (i) The President
  - (ii) The I.O.C. British Members
  - (iii) The Officers of the Association elected in accordance with Article 16A hereof
  - (iv) The Olympic Governing Bodies accepted into membership in accordance with Article 6(a) hereof, and which are in good standing in respect of such membership
  - (v) The Competitors' Representatives elected in accordance with Article 16B
  - (vi) The Co-opted Individuals elected in accordance with Article 16C
- (b) The Voting Members shall collectively comprise the N.O.C.
6. (a) Any Olympic Governing Body may make application to become a Voting Member. Any such application shall be held in writing and in such form as the General Purposes Committee may from time to time prescribe or approve. Such application shall be accompanied by a copy of the Applicant's Rules and such other documents and particulars as the Association shall require. Voting Membership shall be limited to one Olympic Governing Body for each Olympic Sport and subject thereto and subject to the provisions of Rule 24D

- (iii) in the event of any conflict or inconsistency between any Rules adopted by a Branch and these presents, these presents shall prevail

13. All surplus monies and other property which may be held by a Branch from time to time shall be the property of the Association.

#### THE PRESIDENT

14. The President of the Association so long as he holds office shall be a Voting Member and shall be elected by the NOC at the same time and in the same manner and to serve for the same period of time as the Officers of the Association. A retiring President shall be eligible for re-election.

#### THE VICE-PRESIDENTS

15. The NOC may appoint any person to be a Vice-President of the Association at any time. A Vice-President, whether elected at an Election Meeting (as defined in Article 16 hereof) or at any other Meeting of the NOC shall hold office until the Election Meeting to be held next following his election. A Vice-President shall be eligible for re-election. A Vice-President shall be an Honorary Member of the Association so long as he holds office.

#### THE OFFICERS

- 16a. (a) The Officers of the Association shall be

The Chairman  
Two Vice-Chairmen

- (b) The Officers shall be elected once in every Olympiad by the NOC as soon as is reasonably possible after the celebration of the Olympic (Summer) Games, at the first meeting of the NOC to be held after such celebration, and if it is not practicable for the Officers to be elected at that meeting, then they shall be elected at the second meeting to be held after such celebration (such first or second meeting is in these Articles referred to as "an Election Meeting"). No person shall, without the approval of the "Chairman of the meeting", be proposed for election as an Officer other than a retiring Officer who offers himself for re-election, unless written notice of the intention to propose him by the member of the NOC who intends so to do shall have been received by the General Secretary of the Association not less than one month before the meeting. An Officer shall hold office until the declaration of the election of his successor at the conclusion of the Election Meeting to be held after the celebration of the Olympic (Summer) Games next following his election, or at an earlier meeting if the Officer shall have previously resigned or been removed by resolution of the NOC, or at a later meeting if a successor is not elected at the Election Meeting. A retiring Officer shall be eligible for re-

election. The election procedure shall be subject to any Bye laws made by the NOC under Articles 48-49.

- (c) If, in the reasonable opinion of the NOC, the Chairman is permanently incapacitated for whatever reason, the General Purposes Committee shall appoint an alternate chairman to act with the same rights and be under the same obligations as the Chairman whose place he has been authorised to take. Such alternate chairman shall hold office until the declaration of the election of his successor at the conclusion of the next Election Meeting (or at an earlier meeting if the alternate chairman shall have previously resigned or been removed by resolution of the NOC or at a later meeting if a successor is not elected at the Election Meeting).
- (d) The NOC shall ensure that at all times one of the Vice-Chairmen of the Association is appointed to oversee the Association's finances and/or perform such other duties in relation to the Association's finances as the NOC reasonably sees fit. The Vice-Chairman so appointed shall oversee the Association's finances and/or perform such other duties as the NOC reasonably sees fit.

#### COMPETITORS' REPRESENTATIVES

- 16b. (a) Two Competitors' Representatives shall be elected once in every Olympiad by the Athletes' Commission.
- (b) The two Competitors' Representatives so elected shall serve until the conclusion of the next Election Meeting of the NOC but in the event of death, incapacity or retirement the Athletes' Commission shall elect a substitute to serve the balance of the term of the Competitors' Representative originally elected.
- (c) A person shall not be eligible for election as a Competitors' Representative unless he has competed for Great Britain in the most recent Olympic Games or shall be a senior squad member in training for the next Olympic Games.
- (d) The result of each election by the Athletes' Commission shall be notified in writing by the Chairman of the Athletes' Commission forthwith to the General Secretary.

#### CO-OPTED INDIVIDUALS

- 16c. (a) The NOC may, pursuant to and in accordance with a recommendation of the General Purposes Committee, elect no more than four individuals in every Olympiad to serve as Voting Members ("Co-opted Individuals").

- (b) The Co-opted Individuals so elected shall serve until the conclusion of the next Election Meeting of the NOC but in the event of death, incapacity or retirement the NOC may elect an alternate Co-opted Individual to act with the same rights and be under the same obligations as the Co-opted Individual whose place he has been appointed to take.
- (c) A person shall not be eligible for election as a Co-opted Individual unless the NOC in its absolute discretion sees fit.

#### THE HONORARY ADVISERS

- 17. An Honorary Legal Adviser and an Honorary Medical Adviser shall, from time to time, be appointed by the NOC for such a period and upon such terms as it thinks fit. Such Advisers shall be invited to attend meetings of the NOC but shall not be Voting Members.
- 18. The first President, Vice-Presidents, Chairman, Vice-Chairman, Honorary Treasurer, Honorary Legal Adviser and Honorary Medical Adviser of the Association shall be the persons who at the incorporation of the Association hold these offices in the unincorporated body known as the British Olympic Association.

#### THE GENERAL PURPOSES COMMITTEE AND OTHER SUB-COMMITTEES

- 19a. The NOC shall appoint a standing sub-committee, namely the General Purposes committee which shall consist of:

The IOC British Members, the Officer, the Chairman of the Education Committee of the Association and six of the Representatives of Olympic Governing Bodies appointed in accordance with Article 6(c) hereof not less than one of whom shall be elected by the NOC from among the Representatives of Olympic Governing Bodies of sports included in the official programme of the Olympic (Summer) Games and not less than one of whom shall be elected by NOC from among the Representatives of Olympic Governing Bodies of sports included in the official programme of the Winter (Olympic) Games. A retiring Representative member shall be eligible for re-election. The General Purposes Committee may invite the Honorary Legal Adviser and the Honorary Medical Adviser to attend meetings of the General Purposes Committee (without vote).

- 19b. The Representatives appointed as above to serve on the General Purposes Committee shall be elected bi-annually in the second and fourth years of an Olympiad at the meetings of the NOC to be determined by the GP Committee. The Representatives of Olympic Governing Bodies who are elected to be members of the General Purposes Committee shall serve from the conclusion of the meeting at which they are elected until the conclusion of the meeting of the NOC at which the next election of Representatives of Olympic Governing Bodies to the General Purposes Committee shall be held.



26. The Chairman and in his absence the Vice Chairman shall be preside as Chairman of meetings of the General Purposes Committee.

#### COMPETITORS' COUNCIL

27. a) The NOC may authorise the establishment of a Competitors' Council which shall be comprised and shall have such powers as the GP Competitors representatives in accordance with Article 16b.
- b) Competitors' Council shall be entitled to elect two of its members to voting membership of the NOC as Competitors' Representatives in accordance with Article 16b.

#### THE EXECUTIVE STAFF

28. The NOC shall appoint a General Secretary and such other senior staff as from time to time it shall consider necessary for the efficient conduct of the affairs of the Association at such remuneration and upon such conditions as it may think fit.

#### THE SEAL

29. The General Purposes Committee shall provide for the safe custody of the Seal of the Association, which shall only be used by the authority of the NOC or the General Purposes Committee, or by the authority of any other Standing Committee or sub-Committee which may be authorised by the NOC in that behalf and every instrument to which the Seal shall be affixed shall be signed by a member of the NOC and shall be countersigned by the General Secretary or by a second member of the NOC.

#### PROCEEDINGS OF THE NOC

30. The NOC may act notwithstanding a vacancy in its body. The NOC may also fill a casual vacancy in the office of President or among the Officers of Competitors Representatives or Co-opted Individuals. A person appointed to fill such a casual vacancy shall serve for the remainder of the term of office for which the President or Officer whose vacancy he fills was elected to serve.
31. (a) The NOC shall meet together not less than three times in every calendar year, unless the NOC by Resolution shall otherwise direct, for the despatch of business, and adjourn and otherwise regulate its meetings as it thinks fit, subject to these presents. The General Secretary of the Association shall convene a meeting of the NOC at any time if so directed by the President or the Chairman or upon the requisition of any five other members of the NOC.
- (b) Subject to Article 6(b) hereof questions arising at any meeting shall be decided by a majority of valid votes cast and for the avoidance of doubt abstentions, blank or spoilt votes shall not be counted as valid votes.

- (c) At least one month's notice of any meeting of the NOC shall be given, unless the Chairman or either of the Vice-Chairmen shall certify that the urgency of the business to be transacted makes it desirable that the meeting be convened on shorter notice. In such case the Chairman or either of the Vice-Chairmen as the case may be shall fix the period of notice to be given of such meeting. The notice of meeting shall specify the time and place of the meeting and the general nature of business which is to be transacted.
- (d) No business shall be transacted at any meeting of the NOC unless a quorum is present when the Meeting proceeds to business. A quorum at a meeting of the NOC shall be twelve members thereof personally present or represented. The Chairman, or failing him either of the Vice-Chairmen shall preside at any meeting of the NOC and if none of them be present and willing to act within fifteen minutes after the time appointed for holding the Meeting the members of the NOC present shall elect one of their number to be Chairman of the Meeting.
- (e) If within half an hour from the time appointed for the meeting a quorum is not present the Meeting, if convened upon the requisition of the members of the NOC other than the President or the Chairman shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and to such other time and place as the General Purposes Committee may, by not less than four days notice to the members of the NOC, prescribe and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting six members of the NOC present shall constitute the quorum and in default the meeting shall stand adjourned for not less than a further seven nor more than a further thirty days and the General Secretary shall notify all Members of the NOC by recorded delivery of the time and place of the further adjourned meeting and at such meeting the Members present shall be a quorum.
- (f) The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting except that seven clear days notice shall be sufficient. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (g) At any meeting of the NOC a Resolution put the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by one tenth of the members present and, unless a secret ballot be so demanded, a declaration by the Chairman of the meeting that 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 Minute Book of the Association shall be conclusive evidence of the fact without proof of the

**No. 1576093**

## THE COMPANIES ACTS 1948 TO 1980

**Company Limited by guarantee and not having a Share Capital**

# MEMORANDUM

AND

## ARTICLES OF ASSOCIATION

OF

# THE BRITISH OLYMPIC ASSOCIATION

[illegible]

Incorporated the 23rd day of July 1981.

Amended by Special Resolutions passed  
9th March 1983, 7th December 1983,  
12th March 1984, 19th March 1985,  
16th December 1985 and 10th March 1993.

**CERTIFICATE OF INCORPORATION**  
**OF A PRIVATE LIMITED COMPANY**  
**NO. 1576093**

I hereby certify that THE BRITISH OLYMPIC ASSOCIATION is this day incorporated under the Companies Acts 1948 to 1980 as a private company and that the Company is limited.

Given under my hand at Cardiff the 23RD JULY 1981.

**E. A. WILSON**  
**Assistant Registrar of Companies**

Month

Calendar Month

In Writing

Written, or produced in any visible substitute for writing, or partly one and partly another

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations. And unless the context otherwise requires, words or expressions contained in these presents shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these presents become binding on the Association.

2. The Association is established for the purposes expressed in the Memorandum of the Association.
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#### VOTING MEMBERSHIP

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  - (v) The Competitors' Representatives elected in accordance with Article 16B
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- (iii) in the event of any conflict or inconsistency between any Rules adopted by a Branch and these presents, these presents shall prevail

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#### THE PRESIDENT

14. The President of the Association so long as he holds office shall be a Voting Member and shall be elected by the NOC at the same time and in the same manner and to serve for the same period of time as the Officers of the Association. A retiring President shall be eligible for re-election.

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#### THE OFFICERS

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The Chairman  
Two Vice-Chairmen

- (b) The Officers shall be elected once in every Olympiad by the NOC as soon as is reasonably possible after the celebration of the Olympic (Summer) Games, at the first meeting of the NOC to be held after such celebration, and if it is not practicable for the Officers to be elected at that meeting, then they shall be elected at the second meeting to be held after such celebration (such first or second meeting is in these Articles referred to as "an Election Meeting"). No person shall, without the approval of the "Chairman of the meeting", be proposed for election as an Officer other than a retiring Officer who offers himself for re-election, unless written notice of the intention to propose him by the member of the NOC who intends so to do shall have been received by the General Secretary of the Association not less than one month before the meeting. An Officer shall hold office until the declaration of the election of his successor at the conclusion of the Election Meeting to be held after the celebration of the Olympic (Summer) Games next following his election, or at an earlier meeting if the Officer shall have previously resigned or been removed by resolution of the NOC, or at a later meeting if a successor is not elected at the Election Meeting. A retiring Officer shall be eligible for re-

election. The election procedure shall be subject to any Bye laws made by the NOC under Articles 48-49.

- (c) If, in the reasonable opinion of the NOC, the Chairman is permanently incapacitated for whatever reason, the General Purposes Committee shall appoint an alternate chairman to act with the same rights and be under the same obligations as the Chairman whose place he has been authorised to take. Such alternate chairman shall hold office until the declaration of the election of his successor at the conclusion of the next Election Meeting (or at an earlier meeting if the alternate chairman shall have previously resigned or been removed by resolution of the NOC or at a later meeting if a successor is not elected at the Election Meeting).
- (d) The NOC shall ensure that at all times one of the Vice-Chairmen of the Association is appointed to oversee the Association's finances and/or perform such other duties in relation to the Association's finances as the NOC reasonably sees fit. The Vice-Chairman so appointed shall oversee the Association's finances and/or perform such other duties as the NOC reasonably sees fit.

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- 16b. (a) Two Competitors' Representatives shall be elected once in every Olympiad by the Athletes' Commission.
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- (c) A person shall not be eligible for election as a Competitors' Representative unless he has competed for Great Britain in the most recent Olympic Games or shall be a senior squad member in training for the next Olympic Games.
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- (b) The Co-opted Individuals so elected shall serve until the conclusion of the next Election Meeting of the NOC but in the event of death, incapacity or retirement the NOC may elect an alternate Co-opted Individual to act with the same rights and be under the same obligations as the Co-opted Individual whose place he has been appointed to take.
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#### THE HONORARY ADVISERS

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- 19b. The Representatives appointed as above to serve on the General Purposes Committee shall be elected bi-annually in the second and fourth years of an Olympiad at the meetings of the NOC to be determined by the GP Committee. The Representatives of Olympic Governing Bodies who are elected to be members of the General Purposes Committee shall serve from the conclusion of the meeting at which they are elected until the conclusion of the meeting of the NOC at which the next election of Representatives of Olympic Governing Bodies to the General Purposes Committee shall be held.



26. The Chairman and in his absence the Vice Chairman shall be preside as Chairman of meetings of the General Purposes Committee.

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27. a) The NOC may authorise the establishment of a Competitors' Council which shall be comprised and shall have such powers as the GP Competitors representatives in accordance with Article 16b.
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28. The NOC shall appoint a General Secretary and such other senior staff as from time to time it shall consider necessary for the efficient conduct of the affairs of the Association at such remuneration and upon such conditions as it may think fit.

#### THE SEAL

29. The General Purposes Committee shall provide for the safe custody of the Seal of the Association, which shall only be used by the authority of the NOC or the General Purposes Committee, or by the authority of any other Standing Committee or sub-Committee which may be authorised by the NOC in that behalf and every instrument to which the Seal shall be affixed shall be signed by a member of the NOC and shall be countersigned by the General Secretary or by a second member of the NOC.

#### PROCEEDINGS OF THE NOC

30. The NOC may act notwithstanding a vacancy in its body. The NOC may also fill a casual vacancy in the office of President or among the Officers of Competitors Representatives or Co-opted Individuals. A person appointed to fill such a causal vacancy shall serve for the remainder of the term of office for which the President or Officer whose vacancy he fills was elected to serve.
31. (a) The NOC shall meet together not less than three times in every calendar year, unless the NOC by Resolution shall otherwise direct, for the despatch of business, and adjourn and otherwise regulate its meetings as it thinks fit, subject to these presents. The General Secretary of the Association shall convene a meeting of the NOC at any time if so directed by the President or the Chairman or upon the requisition of any five other members of the NOC.
- (b) Subject to Article 6(b) hereof questions arising at any meeting shall be decided by a majority of valid votes cast and for the avoidance of doubt abstentions, blank or spoilt votes shall not be counted as valid votes.

- (c) At least one month's notice of any meeting of the NOC shall be given, unless the Chairman or either of the Vice-Chairmen shall certify that the urgency of the business to be transacted makes it desirable that the meeting be convened on shorter notice. In such case the Chairman or either of the Vice-Chairmen as the case may be shall fix the period of notice to be given of such meeting. The notice of meeting shall specify the time and place of the meeting and the general nature of business which is to be transacted.
- (d) No business shall be transacted at any meeting of the NOC unless a quorum is present when the Meeting proceeds to business. A quorum at a meeting of the NOC shall be twelve members thereof personally present or represented. The Chairman, or failing him either of the Vice-Chairmen shall preside at any meeting of the NOC and if none of them be present and willing to act within fifteen minutes after the time appointed for holding the Meeting the members of the NOC present shall elect one of their number to be Chairman of the Meeting.
- (e) If within half an hour from the time appointed for the meeting a quorum is not present the Meeting, if convened upon the requisition of the members of the NOC other than the President or the Chairman shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and to such other time and place as the General Purposes Committee may, by not less than four days notice to the members of the NOC, prescribe and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting six members of the NOC present shall constitute the quorum and in default the meeting shall stand adjourned for not less than a further seven nor more than a further thirty days and the General Secretary shall notify all Members of the NOC by recorded delivery of the time and place of the further adjourned meeting and at such meeting the Members present shall be a quorum.
- (f) The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting except that seven clear days notice shall be sufficient. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (g) At any meeting of the NOC a Resolution put the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by one tenth of the members present and, unless a secret ballot be so demanded, a declaration by the Chairman of the meeting that 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 Minute Book of the Association shall be conclusive evidence of the fact without proof of the