

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- OF -

BRITISH SKI & SNOWBOARD LIMITED

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(Adopted by special resolution passed on 2012)

1 Definitions and interpretation

1.1 In these Articles, the following words and expressions have the following meanings:

Academy: means any establishment set up with the purpose of providing training programmes for elite British snowsports athletes as well as providing educational support and which meets such eligibility criteria as reasonably imposed by the Board from time to time, and “**Academies**” shall be construed accordingly;

AGM: means the annual general meeting of Members in accordance with Article 11;

Articles: means these articles, which constitute BSS's constitution;

Athletes Advisory Council: means the athlete advisory council established under Article 7.13;

Athlete Representative: means any athlete representative to the Athlete Advisory Council fulfilling the qualification requirements set out in Article 7.13.4;

bankruptcy: includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy in England and Wales or Northern Ireland;

BOA: means the British Olympic Association (the National Olympic Committee for BSS), which shall include any successor body to the British Olympic Association from time to time;

Board: means the board of directors of BSS;

BSS and company: means British Ski & Snowboard Limited (company number 7237547);

CA 2006: means the Companies Act 2006;

CEO: means the Chief Executive Officer of the company appointed pursuant to Article 7.1;

CFO: means the Chief Financial Officer of the company;

Chairman: means the chairman of the Board appointed in accordance with Article 7.2;

Clear Days: means (in relation to the period of a notice) that 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;

Club: means a club established to promote competitive snowsports whose members are Members but which club may or may not be affiliated to a Home Nation, and which meets such eligibility criteria as reasonably imposed by the Board from time to time;

Companies Acts: means the Companies Acts (as defined in section 2 of CA 2006), in so far as they apply to BSS;

Conflict Situation: a situation in which a director has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the company, including in relation to the exploitation of any property, information or opportunity and regardless of whether the company could take advantage of the property, information or opportunity itself, but excluding a situation which could not reasonably be regarded as likely to give rise to a conflict of interest;

CWO: means the Child Welfare Officer of the company appointed pursuant to Article 7.10;

director: means a voting board member of the company, and includes any person occupying the position of director;

Disability Snowsports UK: the representative body for disabled skiers and snowboarders in Great Britain, which is the current trading name of The Uphill Ski Club of Great Britain (company number 1681335; charity number 287106);

Discipline: a snowsport discipline recognised by and under the jurisdiction of BSS as referred to in Article 8.1;

Discipline Budgets: means the annual budgets prepared by each of the Discipline Committees and presented to the Board for approval in accordance with Article 7.1.3.5;

Discipline Committee: means a committee established to manage a Discipline in accordance with Article 8;

FIS: means the International Ski Federation;

FIS Licence Holder: means the former or current holder a valid FIS Licence in respect of a particular Discipline;

Great Britain: means England, Wales, Scotland, the Channel Islands and Isle of Man;

Home Nations: means England, Scotland, Wales and Northern Ireland (each a “**Home Nation**”);

Home Nation Representative: means the Board member nominated by the Home Nations Committee in accordance with Article 9;

Home Nation Snowsport Bodies: means Snowsport England, Snowsport Scotland and The Ski Council of Wales (trading as Snowsport Wales) in each case together with their respective successors in title;

Member: means a member of BSS in accordance with these Articles and “**Membership**” shall be interpreted accordingly;

Mission: means the mission of BSS as set out in Article 3.3;

Nolan Principles: means the Seven Principles of Public Life established by the Nolan Committee as set out in Schedule 2;

Non-Executive Directors: means the two independent persons elected in accordance with Article 6.5.7;

NGB: means the national governing body as recognised by the BOA;

Objectives: means the objectives of BSS as set out in Article 3.3;

officer: means, unless otherwise indicated, officers of the company as appointed by the Board in accordance with these Articles from time to time;

ordinary resolution: has the meaning given to that term in section 282 of CA 2006;

Organiser: means an applicant for, or a holder of, Membership who is an administrator, a coach, a technical delegate, an event or race organiser, a selector or any other official, who is approved as a bona fide organiser from time to time by the relevant Discipline Committee;

Performance Director: means the BSS performance director to be appointed pursuant to Article 7.11;

Performance Manager: means a performance manager for a particular Discipline or Disciplines to be appointed by the Performance Director;

proxy notice has the meaning given in article 11.13;

Competition Entrant: means an applicant for, or a holder of, Membership who enters a BSS event where endorsement/approval to hold the event has been sought by the Organiser and given by the Board;

Remuneration Committee: means the committee established in accordance with Schedule 1;

Register of Interests: means the register of interests of directors and officers of the Discipline Committees to be maintained by the Ethics Committee in accordance with Schedule 1;

Senior Independent Director: means the senior non-executive director appointed in accordance with Article 7.3;

snowsports: means those sports which are recognised under the statutes of FIS;

special resolution: has the meaning given to that term in section 283 of CA 2006;

Supporter: means an applicant for Membership who is not a FIS Licence Holder, Organiser or Race Entrant;

Team: means a team selected by a Discipline Committee to compete in a BSS-sanctioned or FIS-sanctioned event;

Treasurer: means the treasurer of BSS appointed in accordance with Article 7.4;

United Kingdom: means Great Britain and Northern Ireland, the Channel Islands and British Overseas Territories (as recognised by the British Government) from time to time which do not have their own ski federation as recognised by FIS;

Vision: means the vision of BSS as set out in Article 3.3; and

writing: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 In these Articles (unless the context requires otherwise):

- 1.2.1 words and expressions which are defined in the Companies Acts and which are not otherwise defined in this agreement have the same meanings as are given to them in the Companies Acts;
- 1.2.2 any gender includes a reference to the other genders;
- 1.2.3 any reference to a “person” includes a natural person, partnership, company, body corporate, association, organisation, government, state, foundation and trust (in each case whether or not having separate legal personality);
- 1.2.4 where a snowsport Discipline within the remit of BSS is governed by an international governing body other than FIS, references to FIS shall be deemed to include such other international governing body; and
- 1.2.5 any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2 Corporate entity

- 2.1 The organisation shall have the name British Ski & Snowboard and it shall serve as the NGB for snowsports in the United Kingdom, offering collaboration in delivering its Vision, Mission and Objectives to work with the Home Nation Snowsport Bodies, Academies, Clubs, Disability Snowsports UK and all involved in snowsports. BSS shall seek and at all times seek to retain recognition by the FIS and the BOA as the sole NGB for British snowsports in the United Kingdom.
- 2.2 BSS is incorporated under the laws of England and Wales as a not-for-profit company limited by guarantee.
- 2.3 If upon the winding up or dissolution of BSS there remains, after the satisfaction of all its debt and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members, but shall be given or transferred to some other institution (charitable or otherwise) having a vision, mission and objectives similar to the Vision, Mission and Objectives of BSS and which shall prohibit the distribution of its or their income to its or their members, such institutions to be determined by the members of BSS at or before the time of dissolution.

3 Liability of Members

The liability of each Member is limited to one pound (£1), being the amount that each Member undertakes to contribute to the assets of BSS in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

- 3.1 payment of BSS's debts and liabilities contracted before he ceases to be a Member;
- 3.2 payment of the costs, charges and expenses of winding up; and
- 3.3 adjustment of the rights of the contributories among themselves.

4 Vision, Mission and Objectives

- 4.1 The Vision of BSS is to support British skiers and snowboarders to achieve outstanding results, to promote participation in FIS disciplines and to select, manage and lead British teams to international events. The Objectives of BSS shall be to:
 - 4.1.1 develop and financially support programmes for athletes who have the potential to compete successfully at Continental Cup, World Cup, World Junior Championship, World Championship and Olympic levels in all snowsport disciplines;

- 4.1.2 support and promote an increase in the level of participation in competitive snowsport through engagement and partnership with the Home Nation Snowsport Bodies and Members; and
- 4.1.3 create performance pathways for the most talented British athletes, whereby such athletes can attain their personal best.
- 4.2 The Mission of BSS is to provide strong and open leadership that establishes and supports snowsport excellence in accordance with BSS's Objectives.
- 4.3 The mechanisms through which BSS shall accomplish its Mission and Objectives shall include the following:
 - 4.3.1 serving as 'the voice' for all FIS disciplines in the United Kingdom;
 - 4.3.2 serving as the National Governing Body for the organisation, regulation and advancement of competition and, together with the Home Nation Snowsport Bodies, Clubs and Academies, support participation in all snowsport disciplines in the United Kingdom;
 - 4.3.3 achieving and maintaining long-term financial stability;
 - 4.3.4 ensuring that all Members and staff know and understand the Vision, Mission and Objectives and that the BSS Board operates in a manner which is open and accountable to its Members;
 - 4.3.5 educating, training and supporting all Members to achieve sustained success in all levels of snowsport competition;
 - 4.3.6 assisting and supporting the establishment, administration and promotion of programmes dedicated to the development, coaching and training of athletes in snowsport as a means of healthy recreation, physical fitness and personal growth;
 - 4.3.7 offering assistance in the education and training of Members in the techniques of snowsport competition at national and international levels;
 - 4.3.8 in collaboration with the Home Nations Snowsport Bodies, Clubs and Academies, implementing and overseeing a comprehensive annual programme of competition in snowsport including national championships;
 - 4.3.9 in collaboration with the relevant Discipline Committee, promulgating, implementing and enforcing a comprehensive body of competition rules for each Discipline, in conformity with or supplementary to applicable FIS and BOA rules; and
 - 4.3.10 by working with the Home Nations Snowsport Bodies, Clubs and Academies, fostering and encouraging interest and participation in snowsports by both competitive and recreational athletes.

5 **BOA and FIS compliance**

In compliance with the requirements of the FIS and the BOA, BSS shall:

- 5.1 at all times be autonomous in the governance of its sports in that it shall independently determine and control all matters central to such governance, shall not delegate such determination and control, shall remain free from outside restraint and ensure absolute transparency in relation to any financial, commercial or operational conflict;
- 5.2 keep Membership open to all individuals who are involved in snowsports including, without limitation, athletes, coaches, trainers, managers, officials, supporters or administrators;

- 5.3 provide an equal opportunity to all Members to participate in competition, and with fair notice and opportunity for a hearing before declaring any such individual ineligible to participate;
- 5.4 ensure that its Board, Discipline Committees and any other Committees with governance responsibilities are composed of individuals, who need not necessarily be Members, selected to secure enhanced performance by British athletes; and
- 5.5 provide procedures for the prompt and equitable resolution of grievances of its Members.

6 Board of Directors

- 6.1 BSS shall have a Board which shall lead BSS in the pursuit of the realisation of its Vision and the fulfilment of its Mission and Objectives.
- 6.2 Subject to the Companies Acts and these Articles, the Board shall be responsible for the management of BSS's business, for which purpose it may exercise all the powers of BSS.
- 6.3 Without prejudice to the generality of Article 6.2, the directors may resolve in accordance with Article 6.6 to change BSS's name.
- 6.4 The authority and responsibility of the Board shall include the following:
 - 6.4.1 The Board shall have collective responsibility to ensure that BSS focuses on the best interests of BSS, and not the representation of interest groups;
 - 6.4.2 Collectively, the Board should have competencies to:
 - 6.4.2.1 handle the complexity of decision-taking in all Disciplines;
 - 6.4.2.2 have well-informed debate on BSS issues;
 - 6.4.2.3 have insight into and the ability to influence the stakeholder/political landscape;
 - 6.4.2.4 have insights into cutting-edge high performance support to athletes competing in FIS disciplines;
 - 6.4.2.5 have competence in sports administration including anti-doping and, to the extent possible, in the business disciplines of finance, law, marketing, general management, and human resources; and
 - 6.4.2.6 put in place and implement a process for continuous improvement of the Board as a collective.
 - 6.4.3 The Board shall ensure that the activities of BSS are guided by clear strategic plans, agreed budgets to be approved by the Board for both Board and Discipline Committee purposes, organisational priorities, and programming goals and objectives consistent with the Vision, Mission and Objectives.
 - 6.4.4 The Board shall adopt, and require consistent application of, objectively set and transparent systems, policies and procedures for the operation of BSS communicating effectively with the membership and taking advice at the AGM from the Members to inform strategy, agreeing a risk register and reviewing its progress against agreed targets.
 - 6.4.5 The Board shall develop and maintain effective working arrangements between the paid professional staff and volunteer staff of BSS.

- 6.4.6 The Board shall set the fiscal year of BSS and shall adopt schedules listing all dues, fees and other charges levied against Members and affiliates which the Board deems to be necessary and appropriate.
- 6.4.7 The Board shall be responsible for the governance of all Disciplines and in discharging such responsibility the Board shall give significant weight to the recommendations of the relevant Discipline Committee on any matters specific to a particular Discipline. The Board shall seek to embed the Nolan Principles into the ways of working of the Board, Discipline Committees and any other committees created under these Articles.
- 6.4.8 The Board shall have the authority and the responsibility to consider from time to time the most effective means by which BSS can serve disabled skiers and snowboarders, including whether or not such Members should be represented separately, or by Discipline Committees which act in the interests of both disabled and able-bodied Members together. The Board shall have the authority to implement any such structural changes that it considers in the best interests of disabled Members from time to time.
- 6.4.9 The Board shall have the authority and the responsibility to establish, review, regulate, modify, or disband committees, working groups, or task forces, except that the Board shall not be authorised to disband any committee established expressly under these Articles as a “permanent standing committee”.
- 6.4.10 The Board has a duty to recognise all disciplines recognised by FIS.
- 6.4.11 The Board shall exercise all such other authority consistent with these Articles as may be necessary and appropriate to ensure the proper government and functioning of BSS.
- 6.4.12 The Board may make distributions of the assets or income of BSS consistent with its Vision, Mission and Objectives.
- 6.4.13 The Board shall provide a reasonable opportunity during the AGM for Members to comment upon the actions and policies of the Board and BSS.

6.5 **Board Composition**

The Board shall be comprised of individuals who may or may not be Members in good standing who, except for the elected Chairman of the BSS Athletes Advisory Council, must be over eighteen (18) years of age. Elections for seats on the Board should be open and transparent, based on clear competence criteria. In accordance with Schedule 1, prior to taking office each nominee to the Board must satisfy the Nomination and Corporate Governance Committee that he meets the requirements for appointment to the Board expected by the Nomination and Corporate Governance Committee from time to time. The Board shall be constituted as follows:

Voting members of the Board

- 6.5.1 the chairman of the Alpine, Telemark, Speed and Grass Skiing Discipline Committee, elected by that Discipline Committee in accordance with these Articles;
- 6.5.2 the chairman of the Cross Country, Ski Jumping and Nordic Combined Disciplines Committee, elected by that Discipline Committee in accordance with these Articles;
- 6.5.3 the chairman of the Freestyle Discipline Committee, elected by that Discipline Committee in accordance with these Articles;

- 6.5.4 the chairman (or other senior representative) of the Snowboard Discipline Committee, elected by that Discipline Committee in accordance with these Articles;
- 6.5.5 the chairman (or other nominated representative) of Disability Snowsports UK, elected by that body in such manner of its choosing;
- 6.5.6 the independent Chairman, to be elected by the Board following either an internal and/or external selection process to be determined by the Board;
- 6.5.7 two further independent members of the Board (other than the independent Chairman) who shall serve as Non-Executive Directors, both such persons to be elected by the Board following either an internal and/or external selection process to be determined by the Board, at least one of whom shall have relevant financial expertise and shall be appointed as both Treasurer and head of the Audit Committee;
- 6.5.8 one Home Nation Representative, being a current chair or CEO of a Home Nation Snowsport Body, to be elected by the Home Nations Committee;
- 6.5.9 the elected Chairman of the BSS Athletes Advisory Council;
- 6.5.10 the CEO, following either an internal and/or external selection process to be determined by the Board, for the duration of his employment as CEO and whose employment shall not be subject to any prescribed term limits; and

Non-voting members of the Board:

- 6.5.11 the CFO (if one is appointed) who shall be invited to attend meetings of the Board as appropriate, whose attendance shall at all times be in a non-voting capacity for the duration of his employment as CFO and whose employment shall not be subject to any prescribed term limits.

6.6 Decision making by the Board

- 6.6.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or in writing, taken in accordance with Articles 6.6.4 to 6.6.7) or a unanimous decision taken in accordance with Articles 6.6.2 to 6.6.3.
- 6.6.2 A decision of the directors is taken in accordance with this Article 6.6 when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 6.6.3 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 6.6.4 Any director may propose a directors' written resolution by giving notice in writing of the proposed resolution to each of the other directors.
- 6.6.5 If the company has appointed a company secretary, the company secretary must propose a directors' written resolution if a director so requests by giving notice in writing to each of the other directors (including alternate directors).
- 6.6.6 Notice of a proposed directors' written resolution must indicate:
 - 6.6.6.1 the proposed resolution; and
 - 6.6.6.2 the time by which it is proposed that the directors should adopt it.

- 6.6.7 Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with these Articles.
- 6.6.8 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 6.6.9 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.
- 6.7 Calling a Board meeting**
- 6.7.1 Any director may call a Board meeting by giving twenty one (21) days' prior written notice in writing of the meeting to the other Board members or by authorising the company secretary (if any) to give such notice.
- 6.7.2 Notice of any Board meeting must indicate:
- 6.7.2.1 its proposed date and time;
 - 6.7.2.2 where it is to take place; and
 - 6.7.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 6.7.3 Notice of a Board meeting must be given to each Board member, but need not be in writing.
- 6.8** The Board shall meet as a body at least four times during each fiscal year, in accordance with the following provisions:
- 6.8.1 an annual spring/summer meeting of the Board shall be held in conjunction with the AGM;
 - 6.8.2 all regular meeting dates will be established at the prior Board meeting with written notice of each meeting to be given at least twenty one (21) days in advance.
- 6.9 Quorum for directors' meetings**
- 6.9.1 At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
 - 6.9.2 The quorum for a Board meeting may be fixed from time to time by a decision of the directors, but it must never be less than three (3), and unless otherwise fixed shall be four (4) directors.
- 6.10 Electronic Communications**
- Any member of the Board or any Discipline Committee not physically present at a meeting may participate in such meeting by the use of any telecommunications system or electronic media which enables him to engage in two-way communication with all of the other directors taking part in the meeting, and shall be deemed present in case of such participation.
- 6.11 Casting vote**
- 6.11.1 If the numbers of votes for and against a proposal are equal, the Chairman has a casting vote.

- 6.11.2 This casting vote shall not apply if, in accordance with the Articles, the Chairman is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 6.12 **Records of decisions to be kept**
- The directors must ensure that the company keeps a record, in writing, for at least ten (10) years from the date of the decision recorded, of every decision taken by the directors. Minutes of all meetings will be distributed to all directors, and be made available upon request to all Members within thirty (30) days of each meeting;
- 6.13 **Directors' discretion to make further rules**
- Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.
- 6.14 **Methods of appointing Board members**
- Any person who is willing to act as a Board member, and is permitted by law to do so, may be appointed to be a Board member:
- 6.14.1 by ordinary resolution, or
- 6.14.2 by a decision of the directors.
- 6.15 **Remuneration of the Board**
- Upon recommendation from the Remuneration Committee and subject to any such amounts being clearly identified in the annual accounts, the Board may from time to time adopt a policy regarding salaries and/or per diem attendance rates for members of the Board.
- 6.16 **Term of Office**
- Except as provided otherwise herein, each member of the Board shall serve a regular four-year term. Save in exceptional circumstances and in relation to the Senior Independent Director, board members shall be restricted to only holding two (2) four (4) year terms of office. Board terms shall be subject to the following provisions:
- 6.16.1 the seats of the Non-Executive Directors shall be considered for reappointment or a new appointment at least once every four (4) years;
- 6.16.2 the seat of the Home Nation Representative shall be considered for reappointment or a new appointment at least once every four (4) years;
- 6.16.3 the Board shall provide for staggering of terms on the Board by, from time to time, by extending or shortening terms by up to one (1) year. Notwithstanding anything in these Articles to the contrary, any action to shorten or extend Board terms to provide for staggering of terms shall require Board approval.
- 6.17 **Removal of directors**
- 6.17.1 Any director may be removed for cause by the Board by the affirmative vote of two-thirds (2/3) of all other directors of the Board, after due notice to an opportunity to respond by the respective director. Cause may include, but not be limited to, unexcused absence from two (2) consecutive meetings of the Board.
- 6.17.2 The appointment of any independent director (including the independent Chairman) pursuant to Articles 6.5.6 or 6.5.7 shall be subject to ratification by Members by ordinary resolution at the AGM immediately following such director's appointment. In the event that the appointment is not so ratified by

Members at the AGM immediately following the independent director's appointment, the appointment shall be terminated with immediate effect.

6.18 Termination of Board member's appointment

A person ceases to be a member of the Board as soon as:

- 6.18.1 that person ceases to be a director by virtue of any provision of CA 2006 or is prohibited from being a director by law;
- 6.18.2 a bankruptcy order is made against that person;
- 6.18.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 6.18.4 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three (3) months;
- 6.18.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- 6.18.6 notification is received by BSS from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

6.19 Board's Power to Delegate

- 6.19.1 The Board may delegate any of its powers to any committee consisting of one or more directors. Any committee may also include independent individuals who are not directors. At a minimum the Board will establish the Discipline Committees as set out in Article 8 and the other committees set out in part 1 of Schedule 1. A non-exhaustive list of each committee's terms of reference is set out in part 2 of Schedule 1.
- 6.19.2 The Board may also delegate to the CEO, or any director holding any other executive office, or any member of the professional staff, such of its powers as it considers desirable to be exercised by him.
- 6.19.3 Any delegation under this Article shall be subject to Article 5.1 and may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. The proceedings of all committees shall be governed by the Articles regulating the proceedings of the Board so far as they are applicable.

7 Appointments and Elected Positions

7.1 Chief Executive Officer

- 7.1.1 The Board shall provide for the management and day-to-day running of BSS by an effective Chief Executive Officer ("**CEO**") who shall be responsible for the management and operation of BSS in accordance with the general policy directives of the Board.
- 7.1.2 The performance of the CEO shall be regularly evaluated by the Board based upon well-defined criteria. The Board shall have full authority to hire, contract with, conduct periodic performance evaluations of, and replace the CEO in its discretion.

7.1.3 The CEO shall be accountable to the Board for the day-to-day running of BSS. Specifically the CEO shall:

7.1.3.1 operate and manage BSS in a manner which is fiscally and legally sound;

7.1.3.2 prepare proposals for the Board on, inter alia, strategic direction, policy and Discipline Committee budgets for its consideration and approval;

7.1.3.3 be accountable for operating a structured approach to engaging with the membership through the Discipline Committees;

7.1.3.4 run a biennial Member survey with the Discipline Committees to take formal, structured feedback;

7.1.3.5 report on the Discipline Committees' activities and working groups to the Board in conjunction with the Discipline Committees' respective chairmen, be responsible for writing or approving job descriptions, employing staff, fixing terms of service and compensation, presenting all budgets to the Board, including Discipline Budgets and periodically reviewing the performance of the paid professional staff of BSS; and

7.1.3.6 be responsible for developing and maintaining an effective partnership between the paid professional staff and the volunteers acting through the Discipline Committees.

7.2 **Chairman**

7.2.1 The Board shall agree upon an internal or external process to recruit an independent Chairman.

7.2.2 The Chairman shall be the highest elected position in BSS. The responsibilities of the Chairman shall be to preside at all meetings of the Board. The Chairman shall be a full voting member of the Board, and have the right to attend the meetings of all committees. The term of the office of the Chairman shall be four (4) years, which shall commence at the first Annual General Meeting following the most recent Olympic Winter Games. The Chairman is eligible to serve successive terms subject to Article 6.14. However, election of an individual to the office of Chairman shall not extend the ability of that individual to serve on the Board in aggregate for longer than is permitted pursuant to Article 6.16. Any member of the Board may nominate any other Board member for direct election to the office of Chairman. At the time he takes office, the Chairman shall vacate his former seat on the Board and shall occupy only the seat of the Chairman. His former seat shall be deemed vacated and shall be filled in accordance with the procedures set forth in these Articles.

7.3 **Senior Independent Director**

The Board may appoint one of the Non-Executive Directors appointed in accordance with Article 6.5.7 to fulfil the role of a Senior Independent Director. The Senior Independent Director appointment will be for a four (4) year term. The Senior Independent Director may serve for a maximum of three (3) four (4) year terms, although any time served as a Non-Executive Director will count towards the maximum twelve (12) years of service permitted.

7.4 Treasurer

7.4.1 The Board shall elect from among the directors a Treasurer who shall be a registered member of a professional accounting body. The Treasurer should be a Non-Executive Director unless no Non-Executive Director is a registered member of a professional accounting body as required by this Article, in which case the Treasurer may be any director who meets this requirement.

7.4.2 The Treasurer shall ensure that all treasury functions of BSS are handled professionally and competently, and will work with the CFO (where one is appointed), the CEO and the accounting firm selected by BSS toward such end. The Treasurer and other relevant officer will present financial results to all meetings of the Board, as well as at the AGM. The Treasurer shall at all times be properly qualified for the role. The Treasurer shall be elected immediately following the selection of the Senior Independent Director, and he shall serve a four (4) year term unless his seat on the Board expires during such term and he is not re-elected or re-appointed to such seat albeit that he shall be empowered from the time of his election until his successor is duly elected. Any member of the Board may nominate any other member of the Board for the office of Treasurer subject to the provisions of Article 7.4.1.

7.5 President

The President shall hold office and shall have such rights and privileges as the Board shall from time to time prescribe. The President may be invited by the Board to attend meetings of the Board from time to time and he shall be entitled to do so but without any right to vote.

7.6 Patron

The Patron shall hold office and shall have such rights and privileges as the Board shall from time to time prescribe.

7.7 Vice-Patrons

The Vice-Patrons will hold office and have such rights and privileges as the Board shall from time to time prescribe.

7.8 Representatives to FIS

The Board shall, in coordination with the CEO, appoint or nominate the President, or a member of the Board, to serve as the BSS representative to, and to provide guidance and oversight of relations with FIS and its committees.

7.9 Representative to the BOA

The Board shall, in coordination with the CEO, appoint or nominate at least one BSS representative to the BOA. Generally, the Board shall make such appointments prior to each quadrennial of BSS, but the Board may also do so during an Olympic quadrennial. The seat of the representative to the BOA shall be considered for reappointment or a new appointment at least once every four (4) years. It is anticipated that the BSS representative to the BOA shall be the Chairman or CEO of BSS unless otherwise determined by the Board.

7.10 Child Welfare Officer

The Board shall be responsible for the appointment of a CWO who will report directly to the Board. The CWO and the Board will be jointly responsible for the development of policies and procedures according to current best practice in relation to safeguarding children and vulnerable adults. The CWO will not be subject to a defined term of office. The CWO shall have the right to attend any meeting of the Board as well as any Discipline Committee (in

each case in a non-voting capacity) at his/her discretion on application to the chairman of such committee.

7.11 Performance Director

The Board shall, following consultation with the Athletes Advisory Council and the Discipline Committees, appoint at least one (1) Performance Director who will report directly to the Board. The Performance Director(s) and the Board will be jointly responsible for the creation of an infrastructure which will enable BSS athletes to access resources and support to be able to compete at the highest level.

7.12 Company Secretary

7.12.1 A Company Secretary will be appointed by the Board for such term, and at such remuneration, and upon such conditions as the Board may think fit, to ensure the timely dissemination of notices and information to the Board and Discipline Committees, to ensure that directors are properly advised as to their legal duties, to comply with all legal requirements of Companies Act and to manage the Register of Interests. It is anticipated that the CEO shall act as Company Secretary unless otherwise determined by the Board.

7.12.2 The board may from time to time remove the Company Secretary appointed and, if the Board so decides, appoint a replacement.

7.13 Athletes Advisory Council

7.13.1 BSS shall have an Athletes Advisory Council which shall advise the Board on all aspects of its work. The Athletes Advisory Council shall be made up by Athlete Representatives whose eligibility shall be consistent with those requirements set forth in these Articles.

7.13.2 The BSS Athletes Advisory Council shall comprise:

7.13.2.1 one (1) Member representing the Alpine Discipline;

7.13.2.2 one (1) Member representing the Cross Country, Ski Jumping and Nordic Combined Disciplines Committee;

7.13.2.3 one (1) Member representing the Freestyle Discipline Committee;

7.13.2.4 one (1) Member representing the Snowboard Discipline Committee;

7.13.2.5 one (1) Member representing the Telemark, Speed and Grass skiing Disciplines;

7.13.2.6 one (1) Member who is elected by the membership of Disability Snowsports UK in such manner of its choosing; and

7.13.2.7 up to three (3) Members appointed at the discretion of the Board, such Members having Olympic and/or Paralympic experience.

7.13.3 The Athletes Advisory Council shall elect a Chairman from within its members who shall sit on the Board.

7.13.4 At the time of election, all BSS Athlete Representatives shall have demonstrated their qualifications as athletes by having:

- 7.13.4.1 within the ten (10) years preceding election, represented Team GB in the Olympic Games, a World Cup, a World Junior Championship, a World Championship or Continental Cup event recognised by FIS for which a competitive selection process was administered by BSS (or, where applicable, its predecessor); or
- 7.13.4.2 within ten (10) years preceding election, represented Team GB in the Paralympic Games, or an International Paralympic Committee-recognised World Championship in events on the Paralympic Games programme.
- 7.13.5 The Athlete Representatives serving on the BSS Athletes Advisory Council shall be selected by a majority vote of the eligible athletes in accordance with Article 7.13.4 who are Members who earned their eligibility competing in the same Discipline, or as otherwise provided by the Athletes Advisory Council. The Company Secretary shall assist the Athletes Advisory Council in this election process by, among other things, distributing nomination notices and election materials, providing assistance in vote counting, and otherwise assisting with issues associated with the voting process.
- 7.13.6 Athlete Representatives shall serve a regular four (4) year term. In the event of the seat of any eligible Athlete Representative being vacated prior to the expiration of the regular term for such seat, such seat shall be filled with a replacement from the appropriate Discipline in accordance with such procedures as are established from time to time by the Athletes Advisory Council and shall serve for the duration of the vacated term.

8 Discipline Committees

- 8.1 BSS shall have four Discipline Committees that shall align with one (1) or a number of the FIS disciplines as follows:
 - 8.1.1 Alpine, Telemark, Speed and Grass Skiing;
 - 8.1.2 Cross Country, Ski Jumping and Nordic Combined;
 - 8.1.3 Freestyle; and
 - 8.1.4 Snowboard.
- 8.2 The Board will provide for the establishment of the Discipline Committees set out in Article 8.1. Each Discipline Committee shall be constituted of:
 - 8.2.1 the following representatives elected pursuant to Articles 8.4 and 8.5:
 - 8.2.1.1 a chairman, who will be nominated as Board director for that Discipline in accordance with Article 6.5;
 - 8.2.1.2 a vice chairman; and
 - 8.2.1.3 two (2) Athlete Representatives, who shall at all times constitute at least 20% of the total voting representation on the relevant Discipline Committee;
 - 8.2.2 the following further voting representatives:
 - 8.2.2.1 three (3) Home Nation representatives; each representing a different Home Nation, to be nominated by the Home Nations, and the selection of which shall be decided by the Home Nations Committee;

- 8.2.2.2 a representative for any under-represented sub-disciplines within the Disciplines identified in Article 8.1, such sub-disciplines to be identified by the chairman of the Committee;
 - 8.2.2.3 the CEO; and
 - 8.2.2.4 the Performance Director;
- 8.2.3 after consultation with the voting members of the Discipline Committee, the following non-voting representatives to be selected by the Discipline Committee who will be invited to attend meetings:
 - 8.2.3.1 a Performance Manager;
 - 8.2.3.2 a competition expert (judge or technical delegate nominated by the relevant technical forum for that Discipline where such forum exists);
 - 8.2.3.3 a coach in the relevant Discipline; and
 - 8.2.3.4 a FIS representative for that Discipline.
- 8.3 Each Discipline Committee will have the right to seek the appointment, through an internal process, of no more than two (2) non-executive committee members and will have the power to set up selection sub-committees.
- 8.4 The chairman and vice chairman of the Discipline Committees will be elected by all those eligible to vote within each Discipline to include:
 - 8.4.1 FIS Licence Holders in the relevant Disciplines;
 - 8.4.2 Race Entrants in the relevant Discipline;
 - 8.4.3 Clubs (subject to article 10.3.2); and
 - 8.4.4 Organisers.
- 8.5 The Athlete Representatives of the Discipline Committees will be elected by the current FIS Licence Holders in the relevant Disciplines.
- 8.6 Representatives shall serve regular four (4) year terms, save that the CEO and Performance Director shall be standing representatives on each Discipline Committee for so long as they hold such office of the company. In the event of a seat representing a Discipline Committee being vacated prior to the expiration of the regular term for such seat, the relevant Discipline Committee shall nominate a replacement to serve for the outstanding duration of term.
- 8.7 The Discipline Committee structure shall not be established arbitrarily or in such a way as to excessively concentrate representation or authority in any particular geographic subdivision. If any member of a Discipline Committee has, or believes that he has any commercial conflict of interest, he must declare it in writing and that conflict shall be noted in the Register of Interests. Any failure to declare such a conflict shall be referred to the Judicial Committee.
- 8.8 Subject to any restrictions stated expressly in, or necessarily implied by, these Articles, and to approval by the Board, each Discipline Committee shall be entitled to establish its own operational policies and procedures enabling it to conduct its affairs in any manner approved by a majority of its members, including for example a Discipline-specific judicial committee.

- 8.9 The Board (or designated committee) shall work with each Discipline Committee to develop plans, strategies and policies for submission to the CEO for the development and operation of their respective Disciplines at national and international level and to assist BSS in the operation of its programmes within the respective Disciplines. Each Discipline Committee shall be a permanent standing committee so long as its respective Discipline (or where applicable at least one of its respective Disciplines) remains subject to the jurisdiction of BSS.
- 8.10 Set out in part 2 of Schedule 1 are areas of competence that the BSS expects each Discipline Committee to control in relation to that Discipline.
- 8.11 Each Discipline Committee shall be entitled to appoint patrons for that Discipline having such rights and entitlements commensurate to such position as the Discipline Committee shall from time to time prescribe.
- 8.12 **Discipline Committee Meetings**
- 8.12.1 Any action required or permitted to be taken at a meeting of a Discipline Committee may be taken without a meeting if, prior or subsequent to the action, the consent or consents in writing setting forth the action so taken shall be unanimously agreed to by all the members of the committee, as the case may be, and filed with the Chairman.
- 8.12.2 All meetings of each Discipline Committee shall be governed by the following provisions and any procedure adopted by the Discipline Committee which does not conflict with these provisions:
- 8.12.2.1 each Discipline Committee shall meet so often as is necessary to carry out its business but, as a minimum, shall meet twice per annum;
- 8.12.2.2 all meeting dates shall be established at the prior Discipline Committee meetings, with written notice of each meeting to be given at least twenty one (21) days prior to each meeting;
- 8.12.2.3 four (4) members must be present for a meeting to be quorate. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum; and
- 8.12.2.4 the Discipline Committees may establish additional meeting schedules, and procedures for calling extraordinary meetings, so long as such schedules and procedures do not conflict with these Articles.
- 8.12.3 Any member of any Discipline Committee not physically present at a meeting may participate in such meeting by the use of any telecommunications system or electronic media which enables him to engage in two-way communication with all of the other directors taking part in the meeting, and shall be deemed present in case of such participation.
- 9 **Home Nations Committee**
- 9.1 Each Home Nation recognised by BSS shall be entitled for their properly constituted board to appoint either their Chief Executive Officer or their chairman to the Home Nations Committee.
- 9.2 Each Home Nation recognised by BSS may also have their board put forward up to two (2) candidates for election to the Home Nations Committee.

- 9.3 The Clubs who are affiliated to a Home Nation will then be able to cast votes to elect up to four additional members of the Home Nations Committee. The total number of votes that each such Club has will depend upon the number of Race Entrant or FIS Licence Holders that belong to that Club (as determined in accordance with Article 10.3.2). The Club can choose to cast their votes in whichever fashion they see fit. The four (4) candidates who receive the most votes will then be elected to the Committee. The candidate who receives the most votes will be the chairman of the Home Nations Committee and in the event of a tie, such nomination shall be made at the discretion of the Committee.
- 9.4 Each member of the Home Nations Committee shall serve for a term of four (4) years, and may be re-elected for one further period only.
- 9.5 The Home Nations Committee shall act as a nominations committee to elect the Home Nation Representative to the Board and representatives for the various BSS Discipline Committees created under these Articles.
- 9.6 The quorum for a meeting of the Home Nations Committee shall be three (3) and in the event of deadlock the chairman shall have a casting vote.

10 Members

10.1 Becoming or ceasing to be a Member

- 10.1.1 BSS may have multiple classes of Members including non-voting membership classes for individuals wishing to support BSS but not wishing, nor eligible, to gain the rights and benefits of a voting Member of each Discipline. In addition to different classes, the Board may also provide for different types of Memberships, such as individual, family, Club and young person and may prescribe such eligibility criteria applicable to the different classes and/or types of Membership and it may reasonably determine.
- 10.1.2 In any matter submitted to vote of the general Membership of BSS by resolution of the Board, each Member (except those in the class of non-voting Members) shall have one (1) vote in relation to the Discipline to which that Member is affiliated.
- 10.1.3 In elections to fill Discipline Committee seats, each Member (except for Clubs which shall have such voting rights as are set out in Article 10.3.2) who holds a membership in the relevant Discipline shall be entitled to cast one (1) vote for each seat up for election, unless the Discipline Committee has adopted procedures to the contrary which have been approved by the Board in its discretion.
- 10.1.4 Subject to Article 10.3.2, only Members who have attained the age of 16 will be permitted to vote.
- 10.1.5 The Board may admit Members to BSS from time to time in accordance with these Articles.
- 10.1.6 The provisions of section 113 of the Companies Act 2006 shall be observed by BSS and every Member shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
- 10.1.7 The Board may from time to time make, vary and revoke rules relating to the levels of subscriptions or membership fees to be paid by the different categories of Member.
- 10.1.8 All members shall have the right to vote on BSS matters at the Annual General Meeting.

- 10.1.9 Relevant subscription fees shall be as determined by the Board from time to time.
- 10.2 Applications for membership**
- 10.2.1 No person shall become a Member of BSS unless:
- 10.2.1.1 that person has completed an application for Membership in a form approved by the directors, and
- 10.2.1.2 the directors have approved the application.
- 10.3 Member affiliation to a Discipline**
- 10.3.1 Every Member must at all times be affiliated to one (1) Discipline only, which shall be that in respect of which such Member undertakes the greatest level of activity or otherwise at such Member's election.
- 10.3.2 Every Club shall be treated as, and have a right to vote as a Member in relation to a particular Discipline Committee matter provided that that Club has more than ten (10) Members of that Club who are affiliated to that particular Discipline Committee, in which case that Club shall have the right to cast one (1) vote. Each Club shall be entitled to one further vote for each additional ten (10) Members of that Club who are also affiliated to that particular Discipline Committee, up to a maximum number of twenty (20) votes for that Club across all of the Discipline Committees. For the avoidance of doubt, the vote of a Member who is under the age of 16 may count towards such Club votes.
- 10.4 Termination of membership**
- 10.4.1 A Member may withdraw from Membership of the company by giving seven (7) days' notice to the company in writing.
- 10.4.2 Membership is not transferable.
- 10.4.3 A person's Membership terminates when that person dies.
- 11 General Meetings**
- 11.1 Annual General Meeting**
- The company shall hold an AGM in spring/summer each year.
- 11.2 Convening General Meetings**
- The directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Companies Acts, shall forthwith proceed to convene a general meeting in accordance with the Companies Acts.
- 11.3 Notice of General Meetings**
- 11.3.1 General meetings shall be called by at least fourteen (14) Clear Days' notice.
- 11.3.2 The notice shall specify the time, date and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it.
- 11.3.3 Subject to the provisions of these Articles and to any restrictions imposed on members, the notice shall be given to all Members and to the Board and the auditors for the time being of the company.

- 11.3.4 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 11.4 Resolutions requiring special notice**
- 11.4.1 Subject always to Article 20, if CA 2006 requires special notice to be given of a resolution, then the resolution will not be effective unless notice of the intention to propose it has been given to the company at least twenty-eight (28) Clear Days before the general meeting at which it is to be proposed.
- 11.4.2 Where practicable, the company must give the Members notice of the resolution in the same manner and at the same time as it gives notice of the general meeting at which it is to be proposed. Where that is not practicable, BSS must give the Members at least fourteen (14) Clear Days' notice before the relevant general meeting by advertisement in a newspaper with an appropriate circulation.
- 11.5 Attendance and speaking at general meetings**
- 11.5.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 11.5.2 A person is able to exercise the right to vote at a general meeting when:
- 11.5.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 11.5.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed.
- 11.5.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 11.6 Quorum for general meetings**
- 11.6.1 Twenty (20) Members entitled to vote upon the business to be transacted shall be a quorum. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 11.7 Adjournment**
- 11.7.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the meeting must adjourn it.
- 11.7.2 When adjourning a general meeting, the Chairman of the meeting must either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors.
- 11.7.3 If the continuation of an adjourned meeting is to take place more than fourteen (14) days after it was adjourned, the company must give at least seven (7) clear days' notice of it:
- 11.7.3.1 to the same persons to whom notice of the company's general meetings is required to be given, and

- 11.7.3.2 containing the same information which such notice is required to contain.

11.8 **Chairing general meetings**

The Chairman shall chair general meetings if present. If the Chairman is not present within ten (10) minutes of the time at which a meeting was due to start any other director may be appointed to chair the meeting.

11.9 **Attendance and speaking by directors and non-members**

11.9.1 directors may attend and speak at general meetings, whether or not they are Members.

11.9.2 The chairman of the meeting may permit other persons who are not Members of the company to attend and speak at a general meeting.

11.10 **Voting at general meetings**

11.10.1 A resolution put to the vote of a general meeting shall be decided on a show of hands unless a poll is duly demanded in accordance with these Articles. Subject to any rights or restrictions to which Members are subject, on a show of hands, every Member who (being an individual) is present in person or (being a Club representative) is present by a duly authorized representative (unless the representative is himself a Member in which case he shall have the aggregate of his Member and Club votes as appropriate for each vote) shall have one vote. A proxy shall not be entitled to vote on a show of hands.

11.10.2 No Member shall vote at any general meeting, either in person or by proxy, unless all monies presently payable by him to BSS have been paid.

11.10.3 Unless a poll is duly demanded, a declaration by the chairman of the meeting that a resolution has been carried 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 or against the resolution.

11.11 **Errors and disputes**

11.11.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

11.11.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

11.12 **Poll votes**

11.12.1 A poll on a resolution may be demanded:

11.12.1.1 in advance of the general meeting where it is to be put to the vote, or

11.12.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

11.12.2 A poll may be demanded by:

11.12.2.1 the chairman of the meeting;

- 11.12.2.2 the directors; or
- 11.12.2.3 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 11.12.3 A demand for a poll may be withdrawn if
 - 11.12.3.1 the poll has not yet been taken, and
 - 11.12.3.2 the chairman of the meeting consents to the withdrawal.
- 11.12.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

11.13 Content of proxy notices

- 11.13.1 Subject to the provisions of these Articles, a Member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a general meeting.
- 11.13.2 Proxies may only validly be appointed by a notice in writing (a “proxy notice”), which:
 - 11.13.2.1 states the name and address of the Member appointing the proxy;
 - 11.13.2.2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
 - 11.13.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 11.13.2.4 is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 11.13.3 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 11.13.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one (1) or more resolutions.
- 11.13.5 Unless a proxy notice indicates otherwise, it must be treated as:
 - 11.13.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 11.13.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

11.14 Delivery of proxy notices

- 11.14.1 Any notice of a general meeting must specify the address at which the company or its agents will receive proxy notices relating to that meeting delivered in hard copy or electronic form.

- 11.14.2 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- 11.14.3 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 11.14.4 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 11.14.5 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

11.15 **Written Resolutions**

A resolution of the Members may be passed as a written resolution in accordance with chapter 2 of part 13 of CA 2006.

12 **Conflicts of interest and ethical practices**

- 12.1 Provided that he has disclosed to the Board the nature and extent of any material interest held by him, notwithstanding his office, a director:

- 12.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with the BSS or in which the BSS is otherwise interested;
- 12.1.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the BSS or in which the BSS is otherwise interested; and
- 12.1.3 subject to the provisions of CA 2006, shall not, by reason of his office, be accountable to the BSS for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit,

provided always that he has declared such interest in advance and registered the same in the Register of Interests. Any failure to register such interest shall be referred to the Judicial Committee.

- 12.2 Save as otherwise provided by the Companies Acts and these Articles, a director shall not vote at a meeting of the Board or of a sub-committee of the Board on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of BSS. The Board shall adopt a written code of conduct and ethical practice for BSS which shall include the requirement that each officer and member of the Board and of each Discipline Committee annually agree in writing to abide by such code. The code may be amended from time to time by the Board on the advice of the Ethics Committee as it may deem advisable.

- 12.3 The code of conduct and ethical practice identified above shall be administered by the Ethics Committee, and shall include at least the following restrictions:

- 12.3.1 any officer of BSS, or Member of the Board, or of any Discipline Committee, who has a financial or commercial interest in any contract or transaction or activity involving BSS shall have no vote with respect to approval of such contract or transaction or activity; and

- 12.3.2 subject to Article 6.15, no director of BSS, Member of the Discipline Committee or other BSS Member, shall receive any form of compensation or reimbursement of travel expenses from BSS unless specifically authorised by the Board, except that the CEO and eligible Athlete Representatives may be reimbursed for travel expenses.

12.4 Authorisation of directors' conflicts of interest

If a Conflict Situation arises, the directors may authorise it for the purposes of s.175(4)(b) of CA 2006 by a resolution of the directors made in accordance with that section and these Articles. At the time of the authorisation, or at any time afterwards, the directors may impose any limitations or conditions or grant the authority subject to such terms which (in each case) they consider appropriate and reasonable in all the circumstances. Any authorisation may be revoked or varied at any time in the discretion of the directors.

13 Indemnification

- 13.1 Subject always to the provisions of CA 2006, a director of BSS may be indemnified out of BSS's assets against:

- 13.1.1 any liability incurred by that person in connection with any negligence, default, breach of duty or breach of trust in relation to BSS;
- 13.1.2 any liability incurred by that person in connection with the activities of BSS in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the CA 2006) (if appropriate); and
- 13.1.3 any other liability incurred by that person as an officer of BSS.

- 13.2 This Article 13 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

14 Means of communication to be used

- 14.1 Subject to the Articles, anything sent or supplied by or to BSS under the Articles may be sent or supplied in any way in which of CA 2006 provides for documents or information which are authorised or required by any provision of CA 2006 to be sent or supplied by or to BSS.

- 14.2 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

- 14.2.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, forty-eight (48) hours after it was posted;
- 14.2.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 14.2.3 if properly addressed and sent or supplied by electronic means forty-eight (48) hours after the document or information was sent or supplied, and
- 14.2.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this Article 14.2, no account shall be taken of any part of a day that is not a working day.

- 14.3 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by of CA 2006.

- 14.4 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 14.5 A director may agree with BSS that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than forty-eight (48) hours.
- 14.6 In the case of joint members, all notices or documents shall be given to the joint member whose name stands first in the register in respect of the joint holding. Notice so given shall be sufficient notice to all of the joint members. Where there are joint members, anything which needs to be agreed or specified in relation to any notice, document or other information to be sent or supplied to them can be agreed or specified by any one of the joint members. The agreement or specification of the joint member whose name stands first in the register will be accepted to the exclusion of the agreement or specification of any other joint member(s) whose name(s) stand later in the register.

15 Company seals

- 15.1 Any common seal may only be used by the authority of the directors.
- 15.2 The directors may decide by what means and in what form any common seal is to be used.
- 15.3 Unless otherwise decided by the directors, if BSS has a common seal and it is affixed to a document, the document must also be signed by either at least two authorised persons or at least one authorised person in the presence of a witness who attests the signature.
- 15.4 For the purposes of this Article, an authorised person is:
- 15.4.1 any director of BSS;
 - 15.4.2 the Company Secretary (if any); or
 - 15.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

16 No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of BSS, no person is entitled to inspect any of BSS's accounting or other records or documents merely by virtue of being a Member.

17 Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by BSS or any of its subsidiaries other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of BSS or that subsidiary.

18 Insurance

- 18.1 The directors may decide to purchase and maintain insurance, at the expense of BSS, for the benefit of any director or former director and/or director or former director of any associated company of BSS in respect of any relevant loss.
- 18.2 In this Article 18:
- 18.2.1 a "relevant loss" means any loss or liability which has been or may be incurred by a director or former director and/or director or former director of any associated company of BSS in connection with that person's duties or powers

in relation to BSS, any associated company or any pension fund or employees' share scheme of BSS or associated company, and

- 18.2.2 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

19 Bye-laws and Regulations

- 19.1 The Board shall be empowered to enact bye-laws for the purpose of regulating any matters not mentioned in these Articles which are consistent with these Articles. The Board shall be empowered to alter, suspend or rescind any of the bye-laws from time to time as they think fit provided always that such action is in accordance with the spirit as well as the letter of these Articles.
- 19.2 Any bye-laws in force for the time being shall be binding upon every Member.
- 19.3 Notice of any new, altered, suspended or rescinded bye-laws shall be given to each Member and shall be ratified by the Members at the subsequent AGM.
- 19.4 Both the Board and the Members shall at all times act in accordance with the requirements of FIS and the BOA, as well as their bye-laws, guidelines and mission statements the provisions of which, so far as they do not conflict with these Articles, shall be deemed to be incorporated in these Articles.

20 Amendments to the Articles

- 20.1 The company may amend this constitution by special resolution at an AGM. Any proposal to alter this constitution must be sent the Board by no later than forty (40) days prior to the scheduled date for the AGM.
- 20.2 Where the company amends its constitution it must send to Companies House a copy of the new constitution as amended and a copy of the resolution passing the new constitution not later than fifteen (15) days after the resolution is passed.

SCHEDULE 1

PART 1

COMMITTEES

1 Executive Committee

The Board shall form, from among its members, an Executive Committee which shall be empowered to act upon all matters requiring Board attention between meetings of the full Board. The Executive Committee shall have authority to act for the Board only in meetings in which all voting Executive Committee members are participating (either personally or via teleconference), and during such times the Executive Committee shall possess the same powers, authority and responsibilities as the Board. The Executive Committee shall be a permanent standing committee, and shall discharge its responsibilities in accordance with the following provisions:

- 1.1 the Executive Committee shall consist of five (5) voting members, including the Chairman and two (2) Discipline Committee representatives designated by the Chairman. The Chairman shall chair the committee. The CEO shall attend all Executive Committee meetings in a non-voting *ex-officio* capacity.
- 1.2 all actions taken by the Executive Committee must be ratified by the Board at its next meeting where a quorum is present, and if not so ratified, fail and measures taken in support of the action should be reversed to the extent reasonably possible. Ratification may be made through the use of mailed consents.

2 Nomination and Corporate Governance Committee

The Board shall form, from among its members, a Nomination and Corporate Governance Committee.

- 2.1 The Nomination and Corporate Governance Committee shall be comprised of five (5) members of the Board, representing a cross-section of backgrounds, selected by the Chairman, and shall include at least one eligible Athlete Representative, selected by the Athletes Advisory Council.
- 2.2 The Nomination and Corporate Governance Committee shall consider the representations made by each nominee to the Board pursuant to Article 6.5 to establish that he meets the requirements for appointment to the Board expected by the Nomination and Corporate Governance Committee. Such standards as expected by the Nomination and Corporate Governance Committee shall include the ability to provide effective representation and leadership on the Board, maintaining as a principal focus the well-being of BSS generally rather than any particular interest or issue; and possessing the requisite understanding of his particular Discipline, competitive snowsports generally, corporate operations or other matters as may be necessary to provide effective representation on the Board as specified by the Nomination and Corporate Governance Committee from time to time.
- 2.3 The Nomination and Corporate Governance Committee may also be used to assist the Board in appointing any committees created by the Board of which the Board is required to fill under these Articles and will periodically review the governance of BSS with the intent to bring forward recommendations for the consideration of the Board.
- 2.4 For each nomination it considers, the Nomination and Corporate Governance Committee shall forward to the full Board its findings as to whether or not the nominee meets the standards expected by the Nomination and Corporate Governance Committee, along with any appropriate explanation for its findings. The Board shall not be bound by findings of the Committee but should accept a nomination absent reasonable grounds for rejecting the

nomination. Where the Board does reject a nomination, a further nominee should be put forward in accordance with the Articles as soon as possible.

- 2.5 The Nomination and Corporate Governance Committee shall be a permanent standing committee.

3 Ethics Committee

There shall be an Ethics Committee appointed by the Board comprised of knowledgeable members of BSS (who may, but need not, be members of the Board) who shall serve for fixed terms. The Ethics Committee shall be responsible for the administration of the written code of conduct and ethical practices promulgated by the Board and subject to the requirements of Article 12. The Ethics Committee shall be a permanent standing committee and shall be responsible for the register of interests both at Board level and Discipline Committee level.

4 Remuneration Committee

The Board shall establish a remuneration committee which should make available its terms of reference, explaining its role and the authority delegated to it by the Board. There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors and senior employees.

5 Audit Committee

There shall be an Audit Committee appointed by the Board. The Audit Committee shall maintain and keep under review policies and procedures consistent with these Articles. The Audit Committee shall be a permanent standing committee. Nominations for appointment to the Audit Committee shall be provided to the Board by the Nomination and Corporate Governance Committee.

6 Medical Committee

There shall be a Medical Committee appointed by the Board. The Medical Committee shall maintain and keep under review policies and procedures consistent with these Articles. The Medical Committee shall be a permanent standing committee. Nominations for appointment to the Medical Committee shall be provided to the Board by the Nomination and Corporate Governance Committee.

7 Performance and Coaching Committee

There shall be a Performance and Coaching Committee appointed by the Board, on which the Performance Director shall always serve, but not as chairman. The Performance and Coaching Committee shall maintain and keep under review policies and procedures consistent with these Articles and will maintain and promote the highest level of coaching expertise and excellence throughout snowsports. The Performance and Coaching Committee shall be a permanent standing committee. Nominations for appointment to the Performance and coaching Committee shall be provided to the Board by the Nomination and Corporate Governance Committee.

8 Judicial Committee

There shall be a Judicial Committee appointed by the Board. The Judicial Committee shall maintain and keep under review policies and procedures consistent with these Articles and act as the committee to which any breaches of these Articles, matters relating to misconduct by Members, appeals and matters relevant to the company's adherence to BOA and FIS codes of conduct (including the World Anti-Doping Agency Code) are referred for deliberation and, where appropriate, sanction. The Judicial Committee shall be a permanent standing committee. Nominations for appointment to the Judicial Committee shall be provided to the Board by the Nomination and Corporate Governance Committee.

**SCHEDULE 1
PART 2**

NON-EXHAUSTIVE LIST OF EACH DISCIPLINE COMMITTEE'S TERMS OF REFERENCE

- 1 Each Discipline Committee is expected by the Board to manage as well as provide advice to the board for that Discipline in relation to the following (non-exhaustive list of) matters:
 - 1.1 **Fund-raising**
 - 1.1.1 Planning commercial as well as private fund-raising activities;
 - 1.1.2 Advising on the availability of National Lottery or other sources of Government funding;
 - 1.1.3 Suggesting suitable patrons for the Discipline or the company; and
 - 1.1.4 Encouraging the widest possible Membership for that Discipline.
 - 1.2 **Team Selection**

Defining and recommending to the Board having regard to the long term development and success of the team:

 - 1.2.1 the appropriate criteria for nomination to and membership of a selection panel for the selection of athletes who are members of that Discipline to represent the company in national and international races;
 - 1.2.2 the appropriate criteria as the basis on which the selection panel will select athletes who are members of that Discipline to represent Great Britain and Northern Ireland; and
 - 1.2.3 an appropriate number of athletes who meet the above-mentioned selection criteria to form a team to attend relevant representative events for that Discipline, having regard to optimising available resources as well as the future development of athletes.
 - 1.3 **Coaching Recruitment**
 - 1.3.1 Advising the Board on prospective nominations for the role of Performance Director; and
 - 1.3.2 Recommending candidates to act as coaches for the Discipline.
 - 1.4 **Team Management**
 - 1.4.1 Providing advice to the Board in relation to a programme for the management of the representative team for that Discipline;
 - 1.4.2 Creating policies for that Discipline;
 - 1.4.3 Advising on and providing to the Board a draft annual budget for that Discipline;
 - 1.4.4 Being responsible for the fixing of performance targets for representative members of the Discipline team(s);
 - 1.4.5 Providing state-of-the-art support services to athletes in the Discipline; and

- 1.4.6 Monitoring the progress and performance of the athletes in the Discipline, against (amongst other things) the performance targets set for those athletes.

1.5 **Policy**

Advising the Board on all matters to do with:

- 1.5.1 the establishment and maintenance of team discipline; and
- 1.5.2 the activities of volunteers within the Discipline.

1.6 **Technical Delegate Forum**

Recommending to the Board candidates for nomination to the Technical Delegate forum and other suitable potential members of such forum where one exists, whose role will be, amongst other matters, to be a source of support and advice for the Discipline Committee, the athletes and all members of the Discipline on relevant technical and performance matters.

1.7 **FIS Committee representation**

Recommending to the Board candidates for nomination to FIS Committees relevant to the FIS Disciplines with which the relevant BSS Discipline Committee is aligned. Where the Board reasonably considers the candidates recommended by the Discipline Committee to be unsuitable for the position, the Discipline Committee shall propose alternative candidates.

1.8 **Competition Rules**

Developing (and revising as appropriate) for BSS approval a comprehensive body of competition rules for each Discipline falling within its remit, including rules of athlete eligibility, in conformity with or supplementary to applicable FIS and BOA rules.

SCHEDULE 2

Seven Principles of Public Life

- 1 **Selflessness**
Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
- 2 **Integrity**
Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- 3 **Objectivity**
In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- 4 **Accountability**
Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- 5 **Openness**
Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- 6 **Honesty**
Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- 7 **Leadership**
Holders of public office should promote and support these principles by leadership and example.