**English Lacrosse Association Ltd.**

**Annual General Meeting 2018**

**Proposed Article Amendments**

**24.1** The Board and any Voting Member may nominate individuals to be elected to those positions that are subject to election. Any nomination must be made on the form prescribed from time to time by the Board and signed by the nominee. Any nomination, other than from the Board, must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not later than such date as the Board shall prescribe each year

**To be replaced by:**

**24.1** The Board and any Voting Member may nominate individuals to be elected to those positions that are subject to election and advertised as such by the Association. Any nomination must be made by submission of a CV and accompanying letter of application to the CEO and reviewed by the Nominations Group of the board. The Nominations Group will recommend to the board candidates for interview. On completion of the interview the nominee will then be put forward for election by the membership. Any nomination, other than from the Board, must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each post.

**Articles requiring amendment of Chairman to be replaced with Chair.**

**Index to Articles** 22**.** CHAIRMAN

**11.1** The appointed / elected Chairman shall be chairman of the Board and should be independent of the Company. The Chairman shall preside as chairman at all meetings of the Board at which he shall be present.

**11.2** If at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or he is not willing to preside, the members of the Board present shall choose one of their number to be chairman of the meeting. The person so appointed for the time being is known as the chairman of the meeting.

**12.1** If the numbers of votes for and against a proposal are equal, the chairman of the meeting of the Board has a casting vote. This does not apply if, in accordance with these Articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

**13.5** Subject to Article 13.6, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any director other than himself is to be final and conclusive.

**13.6** If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman of the meeting is not to

be counted as participating in the meeting (or that part of the meeting) for voting or quorum purpose.

**14.2** Any such records, if purporting to be signed, or recorded as agreed, by the chairman of the meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

**16.** Officers 16.1 The Officers shall comprise the Chairman and the Chief Executive Officer (CEO), as appointed.

**17.2.1** the Chairman;

**19.1.8** being the Chairman, when his term of office expires and he is not re-elected;

**22.** Chairman

**22.1** The Chairman shall be one of the independent Board members and shall be appointed by the Board. The appointee shall serve for a period determined by the Board and this will not exceed the appointee’s term of office on the Board. The appointee shall be eligible for re-election in accordance with these Articles and may be appointed for a further period as Chairman of the Board.

**22.2** The Chairman shall be a director by virtue of his office and shall have such rights and privileges as the Board shall from time to time prescribe. The Chairman post may be a remunerated position.

**22.3** The office of Chairman shall be vacated with immediate effect if the person appointed as Chairman ceases to be a director of the Company.

**32.1** 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.

**33.1** The Chairman shall chair general meetings if present and willing to do so. If the Chairman shall be absent, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same:

**33.1.2** if no directors are present, the meeting, must appoint a nominee to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

**33.2** The person chairing a meeting in accordance with this Article is referred to as “the chairman of the meeting”.

**34.2** The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

**35.1** 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.

**35.2** The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

**35.2.2** it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

**35.3** When adjourning a general meeting, the chairman of the meeting must:

**36.4** In the event of an equality of votes either on a show of hands or a poll, the Chairman is entitled to a casting vote in addition to any other vote he may have.

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

**38.2.1** the chairman of the meeting;

**38.3.2** the chairman of the meeting consents to the withdrawal.

**42.1.1** notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and

**42.1.2** the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

**42.2.1** the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

**42.3** With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.

**42.4** If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman’s error does not invalidate the vote on that resolution.

**Articles requiring amendment remove Secretary, (as appropriate) and Chairman to be replaced with Chair**

**19.2** A person serving as Chairman or Secretary who is removed from office as a director for whatever reason shall be deemed to have resigned from his position as Chairman or Secretary (as appropriate) and the vacancy shall be filled in accordance with these Articles.

**25.1** A casual vacancy arising among the offices of Chairman, Chief Executive, Secretary or any other director, shall be filled by the Board and for elected positions this will last until the following annual general meeting.

**Articles requiring amendment of Secretary to be replaced with CEO**

**8.1** Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Secretary to give such notice.

**29.1** A general meeting may be called at any time by the Board or by the Secretary acting on behalf of the Board or may be called on a written request to the Board from at least 5% of the Voting Members.

**29.2** Upon such call or on receipt of a written request made pursuant to Article 29.1, the Secretary must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the general meeting.

**39.1** The Board may decide, in advance of a general meeting, to call a postal ballot in respect of an election, or resolution, which would otherwise be put to the vote at the general meeting. If there is to be a postal ballot, the details of the resolution and voting papers shall be sent at such time as the Board shall prescribe to the Voting Members. Voting papers must be returned to the Secretary in a sealed envelope by such time as the Board shall prescribe and shall be opened and counted by such person or persons as the Board shall decide.

**40.1.4** is delivered to the Secretary in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

**41.1** 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 Secretary by or on behalf of that person.

**41.2** An appointment under a proxy notice may be revoked by delivering to the Secretary a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

**Proposed Bye Law Amendments**

***Bye Law 4. Committee and Group Structure***

*The Board is supported by the following committees:*

*(a) the National Lacrosse Committee;*

*(b) the Performance Committee;*

*(c) the Finance, Audit and Risk Committee;*

*and (d) the Remuneration Committee.*

*The Board is also supported by the following groups:*

*(a) the Research and Initiatives Group;*

*(b) the Commercial Advisory Group;*

*(c) the Performance Management Group.*

*The committee and group structure will be under Board review on an on-going basis. Administration to support the functional committees and groups will be agreed between the Chief Executive and the respective Committee Chairperson or whoever has functional responsibility*

**To be replaced by the following:**

***Bye Law 4. Committee and Group Structure***

*The Board is supported by the following committees:*

*(a) the National Lacrosse Committee;*

*(b) the Performance Committee;*

*(c) the Finance, Audit and Risk Committee;*

*(d) the Remuneration Committee.*

*The Board is also supported by the following groups:*

*(e) the Research and Initiatives Group;*

*(f) the Commercial Advisory Group;*

*(g) the Governance Group.*

*The committee and group structure will be under Board review on an on-going basis. Administration to support the functional committees and groups will be agreed between the Chief Executive and the respective Committee Chairperson or whoever has functional responsibility.*

 ***Bye Law 13. Data Management***

 *The head office staff will be responsible for the registration and compliance with the Data Protection Act 1998 in respect of all matters related to the administration, membership records, individual registrations and general data management of the ELA.*

 **To be replaced by the following:**

 ***Bye Law 13. Data Management***

 *The head office staff will be responsible for the registration and compliance with the General Data Protection Regulation Act May 2018 (GDPR) in respect of all matters related to the administration, membership records, individual registrations and general data management of the ELA.*