

**SPECIAL AND ORDINARY RESOLUTIONS AGREED AT AN EGM OF THE BTC LTD
BOARD OF DIRECTORS HELD ON 11th MAY 2016**

Special Resolutions to amend the Articles

Special Resolution 1

It is hereby resolved by way of special resolution that the Articles of Association of British Taekwondo Council Ltd are altered by:

Deleting the current Article 20 and its heading and inserting the following:

“Number and composition of directors

20.1 The number of Non-Executive directors shall be no less than three and shall be subject to a maximum of twelve.

20.2 Three Executive directors to be appointed as described in Article 21.1.4.”

Special Resolution 2

It is hereby resolved by way of special resolution that the Articles of Association of British Taekwondo Council Ltd are altered by:

Inserting a new Article 21.1 after the proposed new Article 20:

“21.1. The board of directors shall be:

21.1.1 the Chair of the Management Council;

21.1.2 up to seven directors who have been elected in accordance with the Rules and Regulations of the Constitution; and

21.1.3 up to four other persons selected through open recruitment and independent of any Member Organisation of the Council, one of which will be appointed as Non-Executive Chair of the Board of British Taekwondo Council Ltd (see Article 22)

21.1.4 three Executive Directors to be appointed by Board members as described in 21.1.1, 21.1.2 and 21.1.3 (see Article 23)”

Special Resolution 3

It is hereby resolved by way of special resolution that the Articles of Association of British Taekwondo Council Ltd are altered by:

Adding a new Article 22 and Article 23 after Article 21:

“Directors’ terms of office

- 22 *(Article 21.1.3) Each Non-Executive director/Chair shall serve a four-year term from the annual general meeting or meeting of directors at which they were appointed, expiring at the conclusion of an annual general meeting but shall be eligible for re-election and/or re-appointment for one further term of four years [or such shorter term so as not to cause the relevant director to serve beyond their eighth consecutive annual general meeting]. Two terms is a guideline, however further terms can be awarded if deemed appropriate for the goodwill of the organisation. The appointment of directors (Article 21.1.2) and Chair of Management Council (Article 21.1.1) shall be conducted in accordance with the Rules and Regulations of the Constitution.*
- 23 *Executive directors (Article 21.1.4) will have an employment contract with BTC Ltd. These contracts will be of no fixed term to ensure business continuity. Executive directors will have no voting capacity nor included within the 12 voting Board members.”*

Special Resolution 4

It is hereby resolved by way of special resolution that the Articles of Association of British Taekwondo Council Ltd are altered by:

Adding a new Article after the existing currently numbered Article 52:

“53. Rules

53.1 Only the Voting Members in general meeting may from time to time make, vary and revoke Rules:

53.1.1 Articles

The creation, variation and revocation of the Articles requires a Special Resolution as required by the 2006 Act and will only be passed if three quarters or more of the votes cast by Voting Members at an annual general meeting are in favour;

53.1.2 Rules

The creation, variation and revocation of the Rules will only be passed if two thirds or more of the votes cast by Voting Members at a general meeting are in favour.

53.1.3 Rules made pursuant to Article 53.1 must be compliant with the Companies Acts and these Articles in order to be valid.”

Special Resolution 5

It is hereby resolved by way of special resolution that the Articles of Association of British Taekwondo Council Ltd are altered by:

Adding the following wording to the list of defined terms:

*“**Board** means the board of directors of the Company established from time to time in accordance with Article 21.1, the members of which are the directors of the Company for the purposes of the Companies Acts;*

***Rules** means the document called "British Taekwondo Council Constitution and Rules" which was adopted on 11 December 2014 as amended from time to time;*

***Management Council** means the management council as described in the Rules as defined by Article 53.1;*

***Voting Members** means the members of the Company who, under these Articles and the Rules are entitled to receive notice of, attend and vote at general meetings of the Company for the purposes of the Companies Acts.”*

Ordinary Resolution 1 (Constitution)

It is hereby resolved by way of an ordinary resolution that Constitution and Rules of British Taekwondo Council Ltd, adopted on 11 December 2014 (defined as the Rules in the proposed amended Articles) are amended by:

Adding the following wording to Section 7 of the Constitution and Rules (Annual General Meeting):

- d. The business of the Annual General Meeting shall include:
 - i. The submission and adoption of audited accounts for the last financial year.
 - ii. The submission and adoption of an Annual Report.
 - iii. Election of officers / Board See paragraph 7d.v. below.
 - iv. Nominations for election of Officers must be made in writing, to the Secretary General, or a nominated person, with such nominations to be received at least twenty-one days prior to the date of the Meeting so as to be included in the agenda for the Annual General Meeting.
 - v. Officers shall, subject to their removal from office by the Management Council as herein provided, serve for the period covered by three annual general meetings from the first annual general meeting following the date of their

election to their posts. They must resign, and shall be deemed to have resigned at the fourth annual general meeting following the annual general meeting at which they were appointed but may be nominated for re-election.

vi. Directors – Access / Dismissal to BTC Ltd Board

Member Organisations can nominate a person to the Board of Directors on completion of:-

- 1000 members registered continually for a five year period
- Active representation to the Council for five years (Aligned with Membership) the nominee to be the member organisations representative to Council meetings for a period of no less than three years.
- The nominated Member Organisation Director will remain in position whilst being supported by his/her Organisation, Or in that He/ She may resign, The Organisation they represent become non-members of the BTC or fall below director criteria.
- Non-Executive Directors (NEDs) will elect Executive Directors and Independent Non-Executive Directors to act on and deliver BTC Business on a day to day basis.
- *“In nominating people to become Directors of the Board of management of the Company due regard shall be taken of the Board’s most recent assessment of the skills that are required for the Board, and any particular gaps that need to be addressed.*
- *The Board of management shall have the right to decline a nomination if there are identified skills requirements which the nominated representative does not fulfil.”*