**SCOTTISH SQUASH LIMITED**

**ADOPTION OF NEW ARTICLES**

**SUMMARY OF MAIN CHANGES**

Under Resolution 30, the Company is proposing to amend its articles of association. Many of these changes have been prompted by the sportscotland SGB Governance Framework (available via the following link: <https://sportscotland.org.uk/media/1750/sgbframework14ppweb.pdf>) but we have also consulted the non-binding UK Sport / Sport England Code of Governance for Sport (available via the following link: <http://www.uksport.gov.uk/resources/governance-code>) and the Sport & Recreation Alliance Voluntary Code of Good Governance (available via the following link: <http://www.sportandrecreation.org.uk/governance/voluntary-code-of-good-governance>). The SSRL proposed changes also reflect recent changes within WSF / ESF articles following guidelines issued from IOC.

A list of the material changes is set out below:

1. In accordance with the sportscotland SGB Governance Framework, restricting numbers on the board to no more than twelve and introducing the option for a third non-executive director (which will allow us to have the recommended 25% independence on the board). In line with the vast majority of other sports governing bodies in the UK, the Chief Executive Officer will become a member of the board. The make-up of the board will be as follows:
   1. President
   2. CEO
   3. Vice-President & Regional Director
   4. Vice-President & Regional Director
   5. Vice-President & Regional Director
   6. Regional Director
   7. Regional Director
   8. Regional Director
   9. Financial Director
   10. Non-Executive Director (Performance)
   11. Non-Executive Director (Legal)
   12. Non-Executive Director (TBA)
2. In line with the sportscotland SGB Governance Framework, introducing term limits for all board members (ten years) and also the tenure of the President (two x four year terms) and Vice Presidents (two x three year terms).  Articles 99-101 set out a proposal for the tenures of the current members of the board which includes an alignment of the tenure of the President with the four year cycle of the Commonwealth Games.

1. Ratifying the WSF recommendation to change the name of the sport of "racketball" to "Squash 57".  This has led to a change in the company name from “Scottish Squash and Racketball Limited” to “Scottish Squash Limited”.
2. Changing the financial year from “1 May to 30 April” to “1 April to 31 March”.
3. The period for the gathering of subscription fees shall be the “squash season” year (1 September – 31 August).
4. Incorporating some of the provisions of the old Memorandum of Association into the new Articles of Association and adding additional principles and objects of the Company (in addition to those in the old Memorandum of Association). It is proposed that sections (I) & (II) be deleted and sections (III) – (VII) be transferred to Articles 6 and 90-92 of the new Articles of Association.
5. The deadline for submitting nominations has been reduced from 45 days (before the Annual General Meeting) to 30 days.
6. Introducing a new category of member called an individual recreational member (which allows us, if they agree to be affiliated, to cover individuals who play squash outwith clubs, e.g. in leisure centres).
7. Rejigging the order of the articles to reflect how modern articles are ordinarily set out.
8. Introducing the power for the President to suspend a member of the board pending any vote to remove the individual from the board.

A copy of the Company’s existing articles of association and the proposed new articles of association will be available on request.