

**Summary explanation of amendments to Articles of Association of
the English Volleyball Association Limited proposed at the 2023 AGM**

It is important that Volleyball England operate in accordance with the [Sport England Code for Sports Governance](#). The Code for Sports Governance (the “Code”) sets out the levels of transparency, diversity and inclusion, accountability and integrity that Sport England (as one of our funders) requires of us. The Code was originally launched in 2016 and underwent a review in 2020 with a revised version being published following that review.

Volleyball England ensures its compliance with the Code through a variety of mechanisms including its constitutional documents (such as the Articles of Association and its Framework Document) as well as its operational practices and procedures. We last reviewed and updated our Articles of Association in 2017 (as a result of the launch of the original Code). Therefore, we have taken the opportunity to review these again at this stage to reflect the revised Code and to ensure that they are updated to reflect learnings and best practice that have developed over the last 5 years.

The changes we are proposing to the Articles fall into four broad categories which are:

- **Expansion of concept of Affiliated Individuals** – to recognise those registered on VolleyZone in roles such as Club Administrator; HEVOs; Parents and Volunteers as formal members of Volleyball England;
- **Permit General Meetings to take place in a virtual or hybrid format** – to recognise learnings from Covid-19 and the increasing digital world in which we operate;
- **Changes to the Board – Composition; Recruitment and Term Limits** – to ensure code compliance, add better operational protections to ensure that the Board has the right mix of people on it to ensure success and development of the sport and clarify processes for recruitment of directors;
- **Tidy up changes** – to ensure the Articles reflect operational practices and the modern World.

These are summarised in more detail below together with the reasons for the change to assist members in considering the changes. The text of the actual changes are set out in Annex 1 to the AGM Notice for members to review.

The Board has reviewed the changes and is recommending these changes to the membership at this year’s AGM in order to ensure the continued good governance of the sport in England and to ensure we remain compliant with the Code. We have been supported in developing the amendments to the Articles by an independent solicitor and the proposed changes have been approved by Sport England as ensuring we remain compliant with the Code.

No	Category of Change and key amendments	Reasons for Change
1.	Expansion of concept of Affiliated Individuals	<p>With the introduction of VolleyZone we recognise that there are a number of Registered Individuals who are registered with Volleyball England (such as Club Administrator; HEVOs; Parents; and Volunteers etc). These are not currently recognised in our formal constitutional documents as members of the organisation but we want to recognise them in that capacity and be inclusive.</p> <p>This is not the introduction of individual registration fees – we know that’s a topic we would want to debate and test with the membership in much more detail if the time comes that we feel that’s appropriate to consider in the best interests of the sport. Therefore, we’ve retained all the language which protects against that in Article 14.2 and 16 and makes clear it won’t apply to Club Members.</p>

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		<p>In terms of those individual subscriptions that already exist (such as NVL membership) then we've retained the provisions in Article 16.3 which state we can't increase it any more than RPI without approval in a General Meeting. However, we have added a right for the Board to discount such memberships for certain categories if it deems appropriate (e.g. mirrored the rights at Article 10.3) that apply to Club affiliations. This is to enable us to target growth and/or alleviate pressures – which is an area we saw real success when heavily discounting junior only Club affiliations.</p>
2.	Permit General Meetings to take place in a virtual or hybrid format	<p>Since the impact of Covid-19, companies are increasingly adapting their articles to provide flexibility – so as to be able to hold in person, hybrid or fully virtual meetings. We too want to future proof the articles by including provisions which enable us to use hybrid and/or virtual general meetings where that might be appropriate from time to time.</p> <p>Whilst we don't see that would be a 'norm' for us it is best practice and advised by Charity Commission and other governance institutions for companies to include these provisions in their articles now to protect for the future.</p>
3.	Changes to Board - Composition	<p>We have looked closely at the composition of Board requirements. There are two key elements here. Firstly ensuring that we can always comply with the code from an operational perspective and secondly (and most importantly) ensuring we have the right mix of people on the board for the success of the organisation.</p> <p>Code compliance The Code specifies certain criteria relating to the composition of the Board (Principle 1: Structure). Code requirement 1.1 states the Board can be up to 12 directors. Code requirement 1.12 states that at least 25% of the Board shall be Independent Non-Executive Directors and the accompanying commentary sets out the reasons for this and potential advantages. Presently our Articles provide for 4 Independent Directors and 8 Elected Directors. This leaves us operational challenges if the Board is not at a full 12 people. To provide this flexibility the amended Articles will provide that at least 1/3 of directors must be Independent and at least 1/3 elected. This means the remaining 1/3 can be appointed in accordance with the requirements of the sport at the time (i.e. be elected or independent) giving Volleyball England the agility to respond to changing governance needs and priorities.</p> <p>Mix of people on the Board To ensure we have the right mix of people on the Board, we have also sought to bring greater clarity to the component parts that must be considered by the Nominations Committee (and therefore the Board) when considering the "skills and diversity" required of the Board (see new Articles 31.5 and 31.6).</p>

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		<p>It's vital to the success of our organisation that we have a good balance of those with deep volleyball knowledge and those that bring fresh thinking to the Board. Therefore, we have added a new Article (Article 31.5) which specifically states this should take into account "Volleyball knowledge, skills and experience of the Board as a whole". In practice we have found that a person may be 'Independent' (as defined under the Code) even if they are a member of Volleyball England and/or play the sport and a person may be 'Elected' even if they have not been involved in the sport for a very long period. Therefore, we wanted to add an extra check and balance to ensure that the Board is obliged to have all the skills it needs to operate efficiently for the best interests of the sport.</p>
4.	Changes to Board - Recruitment	<p>We are keen to ensure opportunities to join the Board and help shape the direction of our sport are open to all on a fair and transparent basis.</p> <p>The Code specifies certain criteria relating to the recruitment of the Board (Code requirement 2.4). The overarching requirement is "Each organisation shall have a documented, formal, inclusive, rigorous and transparent procedure for the appointment of all type of directorships to the Board, and all appointments shall be made on merit in line with the skills and diversity required by the Board". In addition, Requirement 2.6 of the Code only requires Independent Directors to be part of a publicly advertised recruitment process. Our articles already go further than this and require all Director roles to be publicly advertised. We want to retain this so that the opportunities are open to all and, therefore, are not seeking to change this requirement to advertise all roles publicly.</p> <p>We are though taking the opportunity to ensure our articles better align to the precise language in the updated Code and bring greater clarity to the process. The key changes are:</p> <ul style="list-style-type: none"> - Article 31.3 – align language to code (requirement 2.4 and requirement 2.10). - Article 31.5 and 31.6 – additional requirement to consider Volleyball knowledge, skills and experience as set out above. - Article 31.7 – update typo. - Article 31.8 – align language to code (requirement 2.4 commentary) and make it clear that the appointment process we should follow for Elected Directors (called Nominated Directors in the code) also means that Elected Directors should go through a full open recruitment process which the Nominations Committee oversees and then be recommended to the membership at AGM for election. - Article 31.9 – align language to code (requirement 2.4 commentary) and increase clarity on re-appointments in accordance with the code.

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		<ul style="list-style-type: none"> - Article 31.10 – align to code where all directors must be appointed through open transparent procurement (requirement 2.4) so applications are advertised for centrally rather than a proposer/seconded system. <p>In addition the Code (requirement 2.5) provides that Directors can be co-opted onto the Board from time to time. Again, we are better aligning our articles to the precise language in the updated Code (Article 31.10) and to make it clear no Director can be co-opted past the date of the next AGM (which would be the next formal recruitment process).</p>
5.	Changes to board – Term limits	<p>We already have term limits in our Articles which apply to Independent and Elected Directors. We have updated these to make them easier to understand and to reflect the new Code as follows:</p> <ul style="list-style-type: none"> - Article 32.2 and 32.3 – updated to make easier to understand, better align to the specific language of the Code and to be explicit about whether or not any Co-opted period counts towards the term lengths - Article 32.5 – Added in a new provision to align to requirement 1.7 of the Code to specifically spell out the scenarios when the Code permits Directors to serve a longer term - Article 32.6 – this has not been deleted but moved and improved by the provisions set out above i.e. Article 31.5 requiring the Volleyball knowledge, skills and experience of the Board as a whole to be considered and article 31.6 capturing the specific requirements for eligibility and bringing a more robust check and balance to the skills and diversity mix of the Board
6.	Tidy up changes	<p>Whilst we are amending the Articles we also thought it was worthwhile capturing a few other updates which reflect operational reality of the organisation. These changes include:</p> <ul style="list-style-type: none"> - Article 10.3.3 - removal of requirement on Club's to capture postal addresses of Club members (given the digital world we now live in). - Article 20.3.1 – to reflect the fact that the final audited accounts do not legally need to be filed under the end of the year. Therefore, at a previous AGM it was discussed and agreed that draft management accounts with an auditor's statement could be submitted. This change now reflects that in the Articles. - Article 20.3.2 and 20.3.3 – to reflect the requirements of the Code that the Board is up to 12 members and, therefore, a vacancy is not always filled. - Article 29.8 – to remove reference to a specific Delegated Authority Code of Conduct as this is now merged into the general code of conduct. - Definition of Affiliated Club – to reflect that modern day volleyball clubs across the various disciplines of our sport are in many different shapes and sizes but we aim to be inclusive and accept all those different types into membership of the organisation through registration.

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		- Definition of Committees; Delegated Authority Code of Conduct; Sub-Groups; and Vice Chair – each updated to reflect new operations and to future proof and/or as term no longer used in Articles.
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We appreciate that the changes are legal and technical in nature. Members are encouraged to submit any questions relating to the changes to the Board in accordance with the process set out at paragraph 2 of Appendix 2 of the AGM pack should they wish to better understand any changes in advance of the AGM.

The Board will also be making associated changes to the Framework Document and other associated policies to reflect the above changes following the AGM (assuming their approval) and will publish these on its website in the usual course.