

CONSTITUTION OF HOOPSFIX FOUNDATION C.I.C.

ARTICLES OF ASSOCIATION ADOPTED ON OCTOBER 1 2021

1. Community Interest Company

1.1 The Company is to be a community interest company.

2. Asset Lock

2.1 The Company shall not transfer any of its assets other than for full consideration.

2.2 Provided the conditions in Article 2.3 are satisfied, Article 2.1 shall not apply to:

- (a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and
- (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

2.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the memorandum or Articles of the Company.

3. Decision-making at meetings

3.1 Questions arising at a Directors' meeting shall be decided by a majority of votes.

3.2 In all proceedings of Directors each Director must not have more than one vote.

4. Becoming a member

4.1 The subscribers to the Memorandum are the members of the Company.

4.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

4.3 Each member of the company shall be a Director.

4.3 No person shall be admitted a member of the Company unless he or she is approved by the Directors.

4.4 Every person who wishes to become a member shall deliver to the company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.

4.5 Membership is not transferable to anyone else.

4.6 Membership is terminated if:

4.6.1 the member dies or ceases to exist;

4.6.2 otherwise in accordance with the Articles; or

4.6.3 a member ceases to be a Director.

5. Members' meetings

5.1 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debenture.

6. Organisation name and affiliation

6.1 The organisation will be called the Hoopsfix Foundation C.I.C., abbreviated to the Hoopsfix Foundation

6.2 The Hoopsfix Foundation will not be officially affiliated to any one governing body, and will work with the main stakeholders in basketball to achieve mutually beneficial outcomes.

7. Aims and Objectives

7.1 The aims and objectives of the Hoopsfix Foundation are to:

7.1.2 Grow & raise the profile of basketball in the United Kingdom

7.1.3 Increase & improve opportunities to play basketball

7.1.4 Focus on projects that have long term and scalable impact

- 7.1.5 Perform research & develop insights to push the game forward
- 7.1.6 Take a technology-first approach to solving challenges in British basketball
- 7.1.7 Disseminate resources to help clubs & basketball organisations grow and become self-sustainable
- 7.1.8 Help document the history of the game to strengthen British basketball culture
- 7.1.9 Provide duty of care and protection to all participants, making sure all are treated equitably
- 7.1.10 Operate as a not-for-profit organisation

8. Finance and Accounts

- 8.1 All Hoopsfix Foundation monies will be banked in an account held in the name of the organisation.
- 8.2 The accounts will be kept and audited annually.
- 8.3 The accounts will be presented to the Board annually.
- 8.4 The financial year of the organisation will end on April 30
- 8.5 Any cheques drawn against Hoopsfix Foundation funds will be signed by at least two authorised signatories.
- 8.6 Should the Hoopsfix Foundation no longer be viable and the accounts need to be wound up then any residual funds, after all creditors have been satisfied, shall be donated to Ball Out Community, registered charity 1176395.
- 8.7 The Hoopsfix Foundation will raise funds through a mixture of events, fundraising activity, services, selling products and accessing grants.

9. Running of the Organisation

- 9.1 The organisation will be operationally run by the executive staff, led by an Executive Director who reports to the Board of Directors, which they sit on, and implements the strategy agreed by the Board.
- 9.2 In addition to the Executive Director, the Foundation will have people responsible for finance and welfare. These people may or may not sit on the Board of Directors.

9.3 The Board of Directors will consist of up to five members, at least 3 of whom (where possible, all 5) cannot be relatives or cohabiting, one of whom will be Chairperson.

9.4 The Chairperson will not be the Executive Director.

9.5 Board members will serve a 4-year term, with ideally a maximum of two terms where possible.

9.6 The Board can operate with 3 Directors for a maximum period of six months whilst transitioning between Directors.

9.7 The Board will add value to the Foundation with their expertise, in their ability to challenge the operations, ensuring the aims and objectives of the organisation are being met, creating accountability and being advocates for the organisation.

9.8 Board members will be considered for their skills and will aim to ensure its make-up is diverse and representative of the people it is trying to serve.

9.9 Decisions will be made by majority vote of the Board of Directors.

10. Board Meetings & AGM (Annual General Meeting)

10.1 The Board will meet twice in the financial year, arranging a meeting between the 1st & 15th of the following months: May, November.

10.2 The Annual General Meeting will be the November meeting, and 21 days notice will be given.

10.3 The Agenda for the Annual General Meeting will include:

10.3.1 A report from the board

10.3.2 A financial report and the year's accounts

10.3.3 Any potential resignations

10.3.4 Election of other relevant positions necessary

10.4 All Directors of the Board have the right to vote at the AGM.

10.5 All potential conflicts of interest will be declared by the board member, recognised, managed by the Chairperson and recorded.

10.6 A conflicted Board member will not be allowed to vote on any decision that may benefit them, with the Chairperson making the final decision should it be a split Board. It is the conflicted Board member's duty to raise their conflict of interest ahead of the discussion.

10.7 Directors of the Board have the right to call for an Extraordinary General Meeting (EGM). It shall be held at the request of at least 50% of the board. Notice for an EGM will be the same as for an AGM.

10.8 All Board Meetings will be minuted, and these minutes will be published publicly on the organisation website.

11. Constitution Changes & Ratification

11.1 This Constitution can be changed only by unanimous vote at an AGM.

11.2 The updated constitution will be presented to, and ratified by the board.