

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

WORLD MASTERS HOCKEY

Registered Company No: 0000000

Incorporated on 00 August 2018

(DRAFT v8)

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

WORLD MASTERS HOCKEY

1. The name of the Company is WORLD MASTERS HOCKEY (hereinafter called 'the Company' or 'WMH'). Unless stated to the contrary within this document words and expressions used shall have the same meaning as set out in the Articles of Association of WMH.
2. The registered office of WMH will be situated in England.
3. The Objects for which WMH is established are:
 - (i) to promote and develop Masters Hockey at all levels throughout the world both at an elite level (national representation) and as a sport for all, including developing and organising (and/or supporting the development and organisation of) matches and competitions that provide access for participation in Masters Hockey and pathways for the development of players, coaches and officials to support participation in international Masters Hockey;
 - (ii) to administer and regulate Masters Hockey globally, and to encourage and support Continental Federations and National Associations to administer and regulate Masters Hockey at continental and national level, subject always to the FIH's ultimate authority over Hockey globally;
 - (iii) to represent Masters Hockey in continental and international affairs in liaison with Continental Federations and the FIH;
 - (iv) to preserve and protect the safety and the integrity of Masters Hockey;
 - (v) to fulfil such other functions and to discharge such other responsibilities in relation to Masters Hockey as are delegated to it by the FIH, with the agreement of WMH.
4. In furtherance of the above Objects, WMH shall have the following powers:
 - (i) the sole and exclusive authority (subject to the ultimate authority of the FIH) to govern, administer and regulate international Masters Hockey as outlined in a Memorandum of Understanding between WMH and FIH;
 - (ii) to establish and maintain an efficient administration to manage and control the affairs of WMH;

- (iii) to establish bye-laws or regulations to make further provision for the management and control of International Masters Hockey and/or the affairs of WMH and/or its Members, as WMH thinks fit, and in accordance with the terms of the Memorandum of Understanding with the FIH, and shall:
- (a) organise Masters Hockey Events and matches and other activities at international level within any Member nation, and organise and/or sanction the organisation of international Masters Hockey events and matches and other activities at a continental or national level within any Member nation, continental federation or recognised organisation, all in accordance with the FIH regulations on sanctioned and unsanctioned Events;
 - (b) establish rules and regulations governing International Masters Hockey Events and matches and other activities organised or sanctioned by WMH, including incorporating within its rulebook all regulations that the FIH requires WMH to implement (including the FIH's Regulations on Sanctioned and Unsanctioned Events, Anti-Doping Rules, Integrity Code and Anti-Corruption Regulations, in each case as amended from time to time);
 - (c) establish and enforce appropriate disciplinary procedures to ensure the application of all relevant rules and regulations at all International Masters Hockey Events and matches and other activities organised or sanctioned by or otherwise played under the jurisdiction of WMH;
 - (d) raise funds to finance the activities of WMH by all available and appropriate means, including by levying subscriptions and other fees from Members, and by exploiting the commercial assets of International Masters Hockey, including its intellectual property rights and any sponsorship, broadcasting and/or other commercial rights that it controls, and by receiving grants and donations, as WMH thinks fit;
 - (e) invest any funds not immediately required to fund WMH activities in such manner as WMH thinks fit;
 - (f) employ and pay person(s) to supervise, organise and carry out the work of WMH as WMH thinks fit;
 - (g) purchase, lease or otherwise acquire any property or other rights and privileges, construct, maintain and alter any buildings or premises, and/or sell, let, mortgage, dispose of or turn to account all or any of the property or assets of WMH, in each case as WMH thinks fit;
 - (h) establish, acquire, support or otherwise control other legal entities such as foundations or corporations as WMH sees fit;
 - (i) exercise all such other rights, powers and authorities and take such other lawful actions as may be considered necessary or desirable to achieve its objects;
 - (j) to provide indemnity insurance for its Officers;
 - (k) to pay out of the funds of the Company the costs of forming and registering the Company;
 - (l) to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the Objects set out above.

5. Application of Income and Property

- (i) The income and property of WMH shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, or otherwise by way of profit, to the Members.

- (ii) (a) An Officer is entitled to be reimbursed from the property of WMH or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of WMH.
 - (b) An Officer may benefit from trustee indemnity insurance cover purchased at the expense of WMH.
 - (c) An Officer may receive an indemnity from the WMH in the circumstances specified in Article 44 (Indemnity).
- (iii) None of the income or property of the WMH may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of WMH. This does not prevent a Member who is also an Officer receiving:
- (a) a benefit from WMH in the capacity of a beneficiary of WMH;
 - (b) reasonable and proper remuneration for any goods or services supplied to WMH including remuneration for being an Officer of WMH.
6. The liability of Members is limited.
7. Every Member of WMH promises, if WMH is dissolved while he or she or it is a Member, or within 12 months after he or she or it ceases to be a Member, to contribute such sum (not exceeding GBP £1.00) as may be demanded of him or her or it towards the payment of the debts or liabilities of the Company incurred before he or she or it ceases to be a Member, and of the costs, charges and expense of winding up, and the adjustment of rights of the contributories among themselves.
8. We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

Subscriber 1	Name	Glenn PATON
	Address	tbc
	Signature	_____
Subscriber 2	Name	Wim van NOORTWIJK
	Address	tbc
	Signature	_____
Subscriber 3	Name	Suzanne CATTON
	Address	tbc
	Signature	_____

Witness to the above signatures:

Signature	_____
Name	tbc
Address	tbc
Occupation	tbc

Dated _____ August 2018

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND
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ARTICLES OF ASSOCIATION

of

WORLD MASTERS HOCKEY

Definition of Terms

1. In this document, the following words and phrases have the meanings set out opposite them:

Absolute Majority	More than ½ (50%) of the votes validly cast by those present in the room at the time of the vote and entitled to vote, including any abstentions or blanked or spoiled votes.
Articles	The Articles of Association of WMH.
Associate Member	Associate membership is available to all Continental Federations recognised by FIH.
Chief Executive Officer	Any Chief Executive Officer of WMH appointed from time to time.
Company, The	World Masters Hockey Limited.
Constitution	The Constitution of WMH.
Continental Event	A duly-sanctioned match or tournament contested by national representative Masters Hockey teams from the same Continental Federation.
Continental Federation/CF	A continental federation established in accordance with Article 3 of FIH's Statutes.
Delegated Organisation	An organisation within a nation which is delegated by the NA to manage Masters Hockey in that nation on behalf of the NA.
Disciplinary Officer	Any Disciplinary Officer of WMH appointed in accordance with these Articles.
Elected Board Members	Those individuals elected to Officer or ordinary Executive Board positions in accordance with this Constitution.
Event	Any indoor and/or outdoor and/or Hockey 5s Masters Hockey match, tournament or competition or other event, at whatever level played, and including appropriate age group events.
Executive Board	The Executive Board of WMH as referred to in these Articles.
FIH	The International Hockey Federation.

Full Member	Full membership of WMH is available to any National Association, any Delegated Organisation approved by a National Association or any Independent Organisation, as approved by the General Assembly.
General Assembly	The General Assembly of WMH referred to in these Articles.
Hockey	The game of hockey, including both field and indoor hockey and all current and future forms, variations and/or derivatives of the game modified or derived from its traditional form, irrespective of the number of players involved, or the type of venue or playing surface used (excluding only ice-hockey), as decided from time to time by the Executive Board.
Honorary Member	Honorary membership is available to individuals or organisations who have made significant contribution to Masters Hockey as approved by the General Assembly.
IMHA	The International Masters Hockey Association.
Independent Organisation	A sole organisation within a nation which manages Masters Hockey in that nation in the absence of activity or recognition by the NA.
Interim Executive Board	The Executive Board in place from the point of WMH incorporation until the first General Assembly and assuming all the powers and responsibilities of the Executive Board unless stated otherwise in these Articles.
International Event	A duly sanctioned match or tournament contested by national representative Masters Hockey teams from different Continental Federations.
Judicial Commission	The Judicial Commission of the FIH.
Masters Hockey	Hockey played by male and female players over the age of 35.
Medical Officer	Any Medical Officer of WMH appointed in accordance with these Articles.
Member	The collaborative term to describe Full Members, Provisional Members, Delegated Organisations, Independent Organisations, Associate Members, Honorary Members, Recognised Organisations and Special Recognised Organisations.
Memorandum and Articles of Association	The Memorandum and Articles of Association of WMH.
National Association/NA	A national governing body of hockey as recognised by the FIH.
Officers	The President, Secretary and Treasurer of WMH, and the Chief Executive Officer, if appointed.
Olympic Movement	The Olympic Movement is composed of three main constituents: the International Olympic Committee (IOC), the International Sports Federations (IFs) and the National Olympic Committees (NOCs) and as defined in the Olympic Charter.
President	The President of WMH referred to in these Articles.
Provisional Member	Provisional membership of WMH is available to any National Association, Delegated Organisation approved by a National Association or any Independent Organisation, as approved by the Executive Board, pending approval by the General Assembly to become a Full Member.
Recognised Organisation	(i) An organisation recognised by FIH under Article 10 of the FIH Statutes dated 12 November 2016;

	(ii) An organisation recognised from time to time by the General Assembly who deliver Masters Hockey Events, programmes and activities in pursuance of the objectives of WMH, and who may be granted WMH membership status.
Representatives	Those individuals attending the General Assembly or Executive Board representing the FIH or a Continental Federation.
Regulations	Any codes, rules or regulations made by or on behalf of the WMH, including all amendments thereto and re-enactments thereof.
Rules and Regulations	The Rules and Regulations of WMH.
Secretary	The Secretary of WMH referred to in these Articles.
Simple Majority	More than ½ (50%) of the votes validly cast by those present in the room at the time of the vote and entitled to vote (disregarding any abstentions or blanked or spoiled votes).
Special Majority	More than ¾ (75%) of the votes validly cast by those present in the room at the time of the vote and entitled to vote.
Special Recognised Organisation	An organisation recognised from time to time by the General Assembly who deliver Masters Hockey events, programmes and activities in pursuance of the objectives of WMH, and who may be granted WMH membership status and the authority to speak and vote at the General Assembly.
Standing Committees	Groups of individuals established by the Executive Board to develop, oversee and manage specific areas of international Masters Hockey as referred to in this document.
Terms of Reference	The terms of reference for each Standing Committee or Working Group.
Treasurer	The Treasurer of WMH referred to in these Articles.
Working Groups	Groups of individuals established by the Executive Board to consider and report on specific tasks or topics within a defined timescale.
WGMA	The World Grand Masters Association.
WMH	World Masters Hockey.

1.2 Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.

1.3 Subject as aforesaid, any words or expressions defined in the Companies Act 2006 or any statutory modification thereof in force at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

1.4 In the event of any conflict or dispute between these Articles and the provisions of the Constitution and/or the Rules and Regulations, these Articles shall prevail.

Liability of Members

2 The liability of each Member is limited to GBP £1.00, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up or dissolved while he or she or it is a Member or within one year after he or she or it ceases to be a Member for:

(a) Payment of the Company's debts and liabilities contracted before he or she or it ceases to be a Member; and

(b) Payment of the costs, charges and expenses of winding up the Company.

Objects

- 3 The Objects for which WMH is established are outlined in the Memorandum of Association of WMH.

Membership

- 4 Membership of WMH is open to any FIH member National Association or Continental Federation, Recognised Organisations, supporting organisations and individuals in the following categories:

(a) Full Members (including Provisional Members) - applicable to National Associations, Delegated Organisations and Independent Organisations.

(b) Associate Members - applicable to Continental Federations.

(c) Honorary Members - applicable to individual persons or organisations.

(d) Recognised Organisations and Special Recognised Organisations - applicable to organisations recognised from time to time by the Executive Board who deliver Masters Hockey activities in pursuance of the objectives of WMH.

- 5 Full Membership (including Provisional Membership)

(a) Eligibility for Full Membership of WMH is open to any current FIH member National Association, including any single officially Delegated Organisation approved by an NA for the administration and management of Masters Hockey on behalf of that NA, or any single Independent Organisation within a nation which manages Masters Hockey in that nation in the absence of activity or recognition by the NA.

(b) There shall only be one Full Member for each nation. In the event that there is an Independent Organisation and that either the National Association or its Delegated Organisation also apply to become a Full Member, then the Executive Board shall determine which body best furthers the WMH objectives at that time and shall recommend such body to the General Assembly to become the Full Member for that nation.

(c) Subject always to the powers of suspension of rights of members set out in these Articles a Full Member shall enjoy all the rights and benefits conferred on them under these Articles, including the opportunity to participate in all Events and matches organised by, or on behalf of WMH, and the right to attend meetings of the General Assembly and to vote on resolutions put to the General Assembly.

(d) A Full Member may apply to organise, or be requested by WMH to organise, Masters Hockey International Events and/or matches under the jurisdiction of WMH.

(e) An annual membership fee shall apply to all Full Members, payable no later than 1 January each year. The amount of fee shall be decided by the Executive Board and approved by the General Assembly for the 2 years following.

- 6 Associate Membership

(a) Eligibility for Associate Membership of WMH is open to all Continental Federations recognised by FIH.

(b) An Associate Member shall enjoy the same rights and benefits as Full Members, save that they do not have the opportunity to participate in any Events and matches organised by, or on behalf of WMH, and although they may attend and speak at meetings of the General Assembly, they may not vote on resolutions put to the General Assembly.

- (c) An Associate Member may apply, or be requested by WMH, to organise Masters Hockey Continental Events and/or matches either as stand-alone Events or as part of a programme of qualifying Events towards a global Event organised by or under the jurisdiction of WMH.

7 Honorary Membership

- (a) On the recommendation of the Executive Board, the General Assembly may confer Honorary Membership status on any person or organisation who has made a significant contribution to Masters Hockey or to WMH as deemed appropriate.
- (b) An Honorary Member may attend and speak at meetings of the General Assembly but they may not vote on resolutions put to the General Assembly.

8 Recognised Organisations and Special Recognised Organisations

- (a) On the recommendation of the Executive Board, the General Assembly may confer Recognised Organisation or Special Recognised Organisation status on any organisation who delivers Masters Hockey activities in pursuance of the objectives of WMH as deemed appropriate.
- (b) A Recognised Organisation or Special Recognised Organisation may apply to participate in, organise, or be requested by WMH to organise, Masters Hockey International Events and/or matches and/or activities under the jurisdiction of WMH.
- (c) An annual membership fee shall apply to any Recognised Organisation, payable no later than 1 January each year. The amount of fee shall be decided by the Executive Board and approved by General Assembly for the 2 years following. There will be no membership fee applicable to a Special Recognised Organisation.
- (d) A Recognised Organisation may attend and speak at meetings of the General Assembly but they may not vote on resolutions put to the General Assembly.
- (e) A Special Recognised Organisation may attend, speak and vote at meetings of the General Assembly.

9. Admission to Membership

- (a) Any National Association, Delegated Organisation, Independent Organisation or Recognised Organisation wishing to become a Member of WMH must apply in writing to the WMH Executive Board and will be considered for approval at the next General Assembly.
- (b) The Executive Board may confer Provisional Membership on any National Association, Delegated Organisation, Independent Organisation or Recognised Organisation if the next General Assembly is longer than 3 months away from the Executive Board meeting at which the recommendation to award Full Membership or Recognised Organisation Membership is to be considered.
- (c) Applications for Full Membership must include:
 - (i) the name, registered address and contact details of the National Association, Delegated Organisation or Independent Organisation, the name and contact details of the officer responsible for Masters Hockey within the National Association, Delegated Organisation or Independent Organisation (who will be the main contact for WMH official correspondence), the name(s) and contact details of the Chair, CEO or director responsible for the general management of the National Association, Delegated Organisation or Independent Organisation;

- (ii) full details of the level of Masters Hockey being played within the area controlled by the applicant together with details of the numbers of registered Masters Hockey players, names of clubs playing Masters Hockey and details of any national competition programme(s) for Masters Hockey;
 - (iii) such further information as the Executive Board considers relevant to the application for example, the member's constitution, and anti-corruption regulations.
- (d) Any Continental Federation wishing to become an Associate Member of WMH must apply in writing to the Executive Board and will be considered for approval at the next General Assembly.
- (e) Applications for Associate Membership must include:
- (i) the name, registered address and contact details of the Continental Federation, the name and contact details of the officer responsible for Masters Hockey within the Continental Federation (who will be the main contact for WMH official correspondence), the name(s) and contact details of the Chair, CEO or director responsible for the general management of the Continental Federation;
 - (ii) full details of the level of Masters Hockey being played at continental level in the area controlled by the Continental Federation together with details of any continental competition programme(s) for Masters Hockey;
 - (iii) such further information as the Executive Board considers relevant to the application.
- (f) The Executive Board may recommend to the General Assembly the names of individuals or organisations who have made significant contribution to Masters Hockey or to WMH to become Honorary Members as deemed appropriate. Such recommendations must include full details of the nominee together with the reasons for their recommendation.
- (g) Applications for Recognised Organisation Membership must include:
- (i) the name, registered address and contact details of the Recognised Organisation, the name and contact details of the officer responsible for Masters Hockey within the organisation (who will be the main contact for WMH official correspondence), the name(s) and contact details of the Chair and Secretary responsible for the general management of the Recognised Organisation;
 - (ii) full details of the Masters Hockey activities delivered and managed by the Recognised Organisation;
 - (iii) such further information as the Executive Board considers relevant to the application.
- (h) Recognised Organisation Membership will last initially for 2 years, and will be reconsidered by the Executive Board who will make recommendations to the General Assembly regarding any further 2 year extension to the membership.
- (i) If and when the Executive Board is satisfied that an application for membership satisfies all applicable requirements, it may recommend the application to the next meeting of the General Assembly for approval.
- (j) Only the General Assembly may admit an applicant as a Full Member. However, the Executive Board may admit an applicant as a Provisional Member until such time as the General Assembly approve, or not, the recommendation for Full Membership.
- (k) Only the General Assembly may confer Associate Membership, Honorary Membership or Recognised Organisation Membership.

- (l) If the Executive Board declines to submit any application to the General Assembly, or if the General Assembly rejects the application, the applicant may challenge that decision in accordance with Article 43 (Appeals), below.

10 Rights and Obligations of Members

- (a) Each Member must respect, uphold and further the purposes and objects of WMH in all respects as stated in the Constitution and in the Memorandum of Association.
- (b) Each Full Member, Provisional Member and Recognised Organisation Member must pay when due all Member subscriptions decided upon by WMH General Assembly and any other monies due and owing to WMH. Any Full Member, Provisional Member or Recognised Organisation Member that has failed to pay any part of any subscription or other debt when due for payment to WMH may:
 - (i) not enter any team in any Event or match organised or sanctioned by or otherwise played under the jurisdiction of WMH without the approval of WMH, unless it settles all such debts at least 60 days before the start of the Event or match in question; and,
 - (ii) not attend (and so may not vote at) any meeting of the General Assembly unless the full amount owing is paid (in fully cleared funds) at least 24 hours before the start of the meeting; and,
 - (iii) in the circumstances set out in Article 12 (d), below, be expelled from membership of WMH.
- (c) Each Member must comply with the requirements of these Articles, the Constitution and any Rules and Regulations of WMH, including recognising and enforcing:
 - (i) all decisions of the General Assembly and/or Executive Board and/or Officers of WMH;
 - (ii) any periods of suspension, ineligibility or other disciplinary sanctions imposed by or under the Constitution;
 - (iii) any periods of suspension, ineligibility or other disciplinary sanctions imposed by or under the regulations of the FIH, or Continental Federation.
- (d) Neither these Articles, the Constitution and any Rules and Regulations, nor membership of WMH shall create a partnership or agency relationship between WMH and its Members. Subject to Article 2 above, Members are not liable for the debts or obligations of WMH, and WMH is not liable for the debts or obligations of Members.

11 Withdrawal from Membership

- (a) A Full Member may withdraw from membership of WMH at any time provided it has given written notice to the Executive Board stating their intention to withdraw at least three (3) months in advance of the date of withdrawal.
- (b) Any Full Member who has withdrawn from membership ceases to be a Member of WMH and shall not be entitled to receive any of the rights or benefits of membership, nor participate in any Events or matches staged under the jurisdiction of WMH.
- (c) Any Full Member who submits their intention to withdraw from membership continues to be liable for any fees or dues owing to WMH.
- (d) Any Full Member who has withdrawn from membership of WMH may re-apply for membership after a period of twelve (12) months has elapsed.
- (e) Any application from a withdrawn Full Member to regain its status as a Full Member must be accompanied by payment in full of any subscriptions and/or other amounts owing to WMH from its previous period of membership.

- (f) An Honorary Member may withdraw from membership of WMH at any time and without notice by submitting their wish to withdraw in writing to the President or Secretary of WMH.
- (g) A Recognised Organisation may withdraw from membership of WMH at any time and without notice by submitting their intention to withdraw in writing to the Secretary.
- (h) Membership of WMH is not transferable.

12 Suspension or Expulsion from Membership.

- (a) At any General Assembly the WMH may withdraw or suspend the membership of any Member on the recommendation of the Executive Board on any of the grounds set out in Article 12 (d), or for any other reason deemed appropriate by the Executive Board. WMH must give that Member due written notice of the date, time and venue of the General Assembly meeting at which the proposal for expulsion or suspension is to be considered, and that Member must be given the opportunity to attend that meeting, hear the reasons for the recommendation to expel or suspend their membership, and have the opportunity to defend their position, as well as providing a written statement ahead of the meeting.
- (b) The Executive Board may at any time suspend a Member on any of the grounds set out in Article 12 (d) pending consideration of the Executive Board's proposal for suspension or expulsion of that Member by the General Assembly at its next meeting. The Executive Board shall give that Member due written notice of the date of the meeting of Executive Board at which the proposal for expulsion or suspension is to be considered, and that Member must be given the opportunity make written representation to that meeting in order to defend their position. In the event that the member remedies any of the grounds set out in Article 12 (d) to the satisfaction of the Executive Board before the next meeting of the General Assembly, the Executive Board may lift its suspension of the Member and the matter may no longer need to be considered at such meeting.
- (c) Any such decision made under Articles 12 (a) or 12 (b), above, may be subject to appeal by the Member in accordance with Article 43 (Appeals) of these Articles.
- (d) The Executive Board may consider making a recommendation for suspension or expulsion on any of the following grounds:
 - (i) the Member fails to pay any annual subscription or other amount owing to WMH within six (6) months of it becoming due;
 - (ii) the Member commits a serious or persistent breach of its obligations as a Member;
 - (iii) the Member neglects or compromises the interests of WMH;
 - (iv) the Member becomes insolvent, suspends its operations, is dissolved, or otherwise ceases to exist, or proposes to do any of those things.
- (e) Any Full Member who is expelled from membership ceases to be a Member of WMH and shall not be entitled to receive any of the rights or benefits of membership, nor participate in any Events or matches staged under the jurisdiction of WMH nor attend any meetings of WMH other than as described in Article 12 (a), above.
- (f) Any Full Member who is suspended from membership continues to be a Member of WMH but shall not be entitled to receive any of the rights or benefits of membership, nor participate in any Events or matches staged under the jurisdiction of WMH nor attend any meetings of WMH other than as described in Article 12 (a,) above.
- (g) Any Full Member who is suspended or expelled from membership continues to be liable for any fees or dues owing to the WMH.

- (h) Any Full Member who is suspended or expelled from membership of WMH may re-apply for membership after a period of twelve (12) months has elapsed.
- (i) Any application from a suspended or excluded Member to regain its status as a Member must be accompanied by payment in full of any subscriptions and/or other amounts owing to WMH from its previous period of membership.
- (j) In cases where action is warranted against a Member but expulsion or suspension would be inappropriate, the General Assembly (or the Executive Board, subject to ratification by the General Assembly at its next meeting) has the power to caution or censure a Member, withhold grants or subsidies to a Member, exclude a Member's teams from any Event(s) or match(es), remove or deny accreditation to officers or other representatives of a Member, or take such other action as it deems appropriate, provided that the Member shall be given due notice and an opportunity to be heard before any final decision is made, and any such final decision may be challenged by the Member in accordance with Article 43 (Appeals), below.

13 Register of Members

The Secretary, or other person delegated to do so, shall maintain a register recording the names of all Members together with such other details relating to such Members as the General Assembly or the Executive Board may require from time to time. The Secretary shall make the register available for inspection on request by any Member or any member of the Executive Board or of the FIH Executive Board.

General Meetings

14 Authority

- (a) The General Assembly includes all the Members of WMH in a general meeting.
- (b) The General Assembly holds ultimate and supreme authority in relation to the affairs of WMH, including sole and exclusive authority as follows:
 - (i) to admit and/or expel a Member;
 - (ii) to amend and/or add to the Constitution or Articles of Association (subject to the mandatory requirements of the FIH's Statutes and as included in the Memorandum of Understanding with the FIH);
 - (iii) to elect the Executive Board;
 - (iv) to dissolve WMH.
- (c) The General Assembly may delegate any of its other powers to the Executive Board, and/or may refer items to the Executive Board for consideration and report.

15 Meetings

- (a) Ordinary meetings of the General Assembly shall be held once every two (2) years. The Executive Board shall determine the date, the venue and the agenda for each such meeting. Any item that a Member wishes to be considered for inclusion on the agenda must be sent to the Secretary in writing, with a brief explanation, at least two (2) months before the date of the ordinary meeting.
- (b) Extraordinary meetings of the General Assembly shall be held (i) on the request of the Executive Board or the President; (ii) within three (3) months of the death, resignation or permanent incapacity of the President; or (iii) within three (3) months of receipt by the President of a request signed by at least one third ($\frac{1}{3}$) of all Members, stating the matters to be discussed at the meeting. The Executive Board shall determine the date, the venue and the agenda for each such meeting,

except that the business of an extraordinary meeting that is requested by Members shall be as specified in that request.

- (c) Members shall be given notice of no less than three (3) months of the date and venue of any ordinary meeting of the General Assembly and notice of no less than two (2) months of the date and venue of any extraordinary meeting of the General Assembly. The formal notification to Members shall be made in writing at least one (1) month before the date of the meeting, and shall include an agenda stating the nature of the business to be transacted at such meeting, as well as (in the case of an ordinary meeting) copies of the President's report and the audited financial statements of WMH for the period since the last ordinary meeting of the General Assembly, and a list of the persons who have been nominated to stand in any election(s) to be conducted at the meeting.
- (d) Any matter that is not included on the agenda sent to Members may only be discussed at the meeting if the Members present at the meeting agree by a Special Majority to do so.

16 Attendance at General Meetings

- (a) Meetings of the General Assembly may be attended by the following persons:
 - (i) Each Full or Provisional Member that is not in arrears or suspended from membership may send up to three (3) delegates to the meeting, each of whom must be affiliated to that Member. One of those three delegates must be designated the head of the delegation, with exclusive authority to speak for and (in the case of a Full or Provisional Member or Special Recognised Organisation) to cast the vote of that Member on each resolution put to the General Assembly at the meeting.
 - (ii) A Full or Provisional Member whose suspension or expulsion is on the agenda may send up to three (3) delegates to that part of the meeting where the resolution for such suspension or expulsion is considered. One of those three delegates must be designated the head of the delegation, with exclusive authority to speak, but may not vote, on the resolution. If the resolution is not passed, from that point the delegation may remain in the meeting and may speak to and vote (exclusively through the head of its delegation) on all subsequent resolutions put to the General Assembly at the meeting.
 - (iii) Members of the Executive Board may speak at any meetings of the General Assembly in their own right but may not vote on resolutions put to the General Assembly.
 - (iv) Associate Members, Honorary Members and Recognised Organisation Members may speak at any meetings of the General Assembly in their own right but may not vote on resolutions put to the General Assembly.
 - (v) Special Recognised Organisation Members may speak at any meetings of the General Assembly in their own right and may vote on resolutions put to the General Assembly.
 - (vi) Other persons or organisations may attend as observers at the discretion of the President, with no right to speak or vote, unless special permission to speak has been granted by the Executive Board in advance of the General Assembly.
- (b) No business (save for adjournment of the meeting) may be conducted at a meeting of General Assembly that is not quorate. For a meeting of the General Assembly to be quorate, more than 50% of all Full Members must be in attendance at the opening of the meeting. If such quorum is not reached, the Executive Board may convene another meeting of the General Assembly with the same agenda within thirty (30) days by written notice to all Members. Such meeting will be validly convened even if no quorum is then reached.

17 Decision Making at General Meetings

- (a) The General Assembly shall make decisions by voting on resolutions put to it at a meeting convened in accordance with Article 15, above. Such decisions shall come into effect immediately, unless the General Assembly fixes another date for a decision to take effect. Resolutions for the admission, suspension and/or expulsion of any Members shall be considered before any other resolutions.
- (b) The President shall preside as Chair at each General Assembly, however, if he/she is absent or not present within 15 minutes after the time appointed to start the meeting, the Secretary shall preside. If the Secretary is not present, or not willing to preside, then the Full Members present shall choose one of their number who is present to preside.
- (c) Each Full Member is entitled to one (1) vote on each resolution put to the General Assembly, provided it has a delegation present at the meeting. Voting by proxy or by letter is not permitted.
- (d) Voting shall be by show of voting cards or secret ballot (manual or electronic). The Member's vote on the resolution shall be exercised by the head of that Member's delegation to the General Assembly, provided that a person may only be head of one Member's delegation and so may only vote on behalf of one (1) Member.
- (e) A resolution shall be considered passed by the General Assembly if it receives the requisite majority of votes in favour, as follows:
 - (i) Alterations to the Constitution or the Articles of Association require the support of a Special Majority, as does the suspension or expulsion of a Member.
 - (ii) Election to the offices of President, Secretary and Treasurer and to the Executive Committee as ordinary member requires Absolute Majority in favour of the candidate.
 - (iii) Unless otherwise specified in these Articles, the Constitution, or the Rules and Regulations, all other resolutions require a Simple Majority.
- (f) In case of an equal number of votes cast in favour and against any resolution requiring an Absolute or Simple Majority, or in the proportions required for a Special Majority at General Assembly, the President shall have the casting vote.

Officers and Directors

18 The President

- (a) The President is the principal elected officer of WMH, and represents it in all official functions. He/she is responsible for ensuring the integrity of the governance processes followed by the General Assembly, and the Executive Board. Unless otherwise agreed, he/she chairs all meetings of the General Assembly and of the Executive Board.
- (b) The President may take any urgent action or decision within the powers of the Executive Board when circumstances prevent the Executive Board taking such action or decision sufficiently quickly. Such action or decision must be consistent with the agreed policies of the Executive Board and must be submitted promptly for ratification by the Executive Board.
- (c) The President may delegate his/her duties as he/she deems appropriate.
- (d) In circumstances where the President is provisionally or temporarily unable to perform his/her duties, the Executive Board may appoint an acting President until such time as the President is able to resume his/her duties, or is replaced in accordance with Article 28.

19 The Secretary

- (a) The Secretary shall be an elected officer of the Executive Board.
- (b) The Secretary shall be responsible for the administration and management of the affairs of WMH including day to day operations, and for implementing the decisions and policies of the General Assembly and the Executive Board.
- (c) The Secretary shall be expected to act as the main contact for WMH and shall provide an administrative address and contact details, including email and telephone, as well as facilities and equipment necessary to undertake the role. Such provision to be at the cost of WMH.
- (d) Subject to the provisions of the Companies Act 2006, the Secretary shall also be the Company Secretary and shall undertake all duties required by this position. This role shall be passed on to the Chief Executive Officer at such time as one is appointed by the Executive Board.
- (e) In circumstances where the Secretary is provisionally or temporarily unable to perform his/her duties, the Executive Board may appoint an acting Secretary until such time as the Secretary is able to resume his/her duties, or is replaced in accordance with Article 28.

20 The Treasurer

- (a) The Treasurer shall be an elected officer of the Executive Board.
- (b) The Treasurer shall be responsible for the financial management of the affairs of WMH including all subscriptions, payments, investments and other income and expenditure as appropriate, and for providing statements to the Executive Board and General Assembly as required.
- (c) In circumstances where the Treasurer is provisionally or temporarily unable to perform his/her duties, the Executive Board may appoint an acting Treasurer until such time as the Treasurer is able to resume his/her duties, or is replaced in accordance with Article 28.

21 Chief Executive Officer and Staff

- (a) The Executive Board may, from time to time, and if agreed by General Assembly, appoint a Chief Executive Officer and/or other staff on such terms and conditions, remuneration, period of employment and duties as the Executive Board think fit.
- (b) Where a Chief Executive Officer is appointed, he/she will be expected to take over the full duties and responsibilities of the Secretary, such position to become redundant two (2) months after the appointment of a Chief Executive Officer.
- (c) The Chief Executive Officer shall be a member of the Executive Board but shall not be entitled to vote at the Executive Board or at the General Assembly.
- (d) The Chief Executive Officer will be responsible for the management of any other paid staff employed from time to time by WMH.

22 The Executive Board shall appoint from time to time an Honorary Medical Officer, who shall hold office for a period of not less than two (2) years and who shall be responsible for all medical matters concerning the playing of Masters Hockey under the control or sanction of WMH, including but not limited to, medical advice, appointment of medical staff to WMH Events, anti-doping matters and other appropriate medical matters referred to him/her by the Executive Board.

Executive Board

23 Authority

- (a) Subject to the exclusive powers and the authority of the General Assembly, the Executive Board shall have full power and authority to manage the affairs of WMH and to exercise all its powers, including (without limitation) the power to implement the decisions of the General Assembly, to issue, amend and rescind Rules and Regulations (subject to FIH approval), to fix the strategy and policies of WMH, to supervise the Officers, Standing Committee Chairs and any staff in the administration of the affairs of WMH and in the implementation of such strategy and policies, to oversee legal compliance and risk management, and to appoint committees and/or working parties to advise the General Assembly and/or , the Executive Board, and/or the President and/or Secretary and/or Treasurer.
- (b) In general, all matters not otherwise reserved to another body by these Articles or by a mandatory provision of the laws of England and Wales shall be decided by the Executive Board.

24 Composition and Authority of Members

- (a) Subject to Article 25 (a) below, the Executive Board shall consist of:
 - (i) the President, who shall be elected by General Assembly in accordance with Article 25;
 - (ii) the Secretary, who shall be elected by General Assembly in accordance with Article 25;
 - (iii) the Treasurer, who shall be elected by General Assembly in accordance with Article 25;
 - (iv) up to four (4) ordinary members each of whom shall be elected by General Assembly in accordance with Article 25;
 - (v) up to five (5) Representatives of the Associate Members who shall be appointed by the 5 Continental Federations of FIH;
 - (vi) a Representative from the FIH who shall be appointed by the FIH Executive Board;
 - (vii) the Chief Executive Officer (if appointed) who shall take the place, duties and responsibilities of the Secretary;
 - (viii) a Representative of IMHA and a Representative of WGMA who shall be nominated by their organisations and who shall attend and vote at Executive Board meetings for a period of 2 years from the first General Assembly, after which time these positions will cease.
- (b) The composition of the Executive Board must be split 50:50 between male and female representatives, excluding the non-elected representatives of the Continental Federations and the FIH and the Chief Executive Officer (if appointed), and the Representatives of IMHA and WGMA, who may be of either gender. In the case of an unequal number of eligible persons, there shall be a difference of no more than one (1) person between male and female members.
- (c) The elected members of the Executive Board must at all times include a minimum of two (2) persons aged under 60 and two (2) persons aged 60 or over.
- (d) All elected members of the Executive Board shall hold such office in their personal capacity and not as representatives of any Member or other organisation. They shall be required to exercise their powers and discharge their responsibilities as members of the Executive Board, not on behalf of any Member or other organisation, but based on their good faith assessment of what is in the best interests of WMH and its Members as a whole. In that regard, they shall exercise independent judgment and shall not be directed by any other person or body.
- (e) The chairs of any Standing Committees who shall be appointed from time to time by the Executive Board in accordance with this Constitution, shall be ex-officio members and each will be invited to attend a minimum of one (1) meeting of the Executive Board each year.

25 Election of the Executive Board

- (a) The Officers and members of the Executive Board shall be elected at meetings of the General Assembly in accordance with the provisions below. However, prior to the first General Assembly and upon incorporation of WMH, the Subscribers of WMH shall appoint an Interim Executive Board of 2 nominees from the WGMA, 2 nominees from the IMHA, and a representative of FIH who will act as chair during this period. At the first General Assembly, the members of the Interim Executive Board shall all step down, but shall all be free to be nominated as candidates for the position of Officers or ordinary members of the Executive Board to be appointed at such first General Assembly.
- (b) Candidates for election (or re-election) to the Executive Board, must be nominated by the Full Member to which they are affiliated. Nominations must reach the Secretary not later than two (2) months before the date fixed for the next ordinary meeting of the General Assembly.
- (c) Election to the Executive Board requires an Absolute Majority in favour of the candidate. If no candidate receives the support of an Absolute Majority on the first ballot:
 - (i) a second ballot shall be held. If there are more than two candidates for the post, then only the two candidates who came first and second in the first ballot shall be put forward in the second ballot.
 - (ii) If neither candidate is supported by an Absolute Majority on the second ballot, there shall be a third ballot.
 - (iii) If neither candidate is supported by an Absolute Majority on the third ballot, the candidate with the larger number of votes shall be declared the winner.
 - (iv) If there is a tied vote on the third ballot, then following completion of all other elections the Members of the Executive Board present at General Assembly shall elect the winner by Simple Majority.
- (d) The order of voting at the General Assembly will be (where applicable) President, Secretary, Treasurer, ordinary members.
- (e) In order to achieve and maintain the gender and age balance amongst the elected members of Executive Board stated in Article 24 (b) and (c), above, certain posts may be restricted to male, or female candidates only, or to those aged under 60 or 60 and over. In this situation, the process to follow in the election will be confirmed at the General Assembly by the Secretary or Chief Executive Officer.
- (f) No person may be a member of the Executive Board and a member or chair of a Standing Committee at the same time. If a member or chair of a Standing Committee wish to stand for election as an Officer or ordinary member of the Executive Board, they must resign their position on the appropriate Standing Committee if they are successful in the election to join the Executive Board.

26 Term of Office

- (a) Disregarding any time served on the Interim Executive Board, or as the representatives of IMHA or WGMA, the Officers hold office for a term of four (4) years expiring at the close of the ordinary meeting of General Assembly at which their position falls vacant for election. Initially, and in order to avoid Officers all becoming eligible for re-election at the same time, the terms of office from the point of incorporation shall be President 2 years, Secretary 4 years, Treasurer 2 years.
- (b) Disregarding any time served on the Interim Executive Board, or as the representatives of IMHA or WGMA, the ordinary members of the Executive Board hold office for a term of four (4) years (one half retiring every two (2) years) expiring at the close of the ordinary meeting of General Assembly

at which their position falls vacant for election. Initially, and in order to avoid ordinary members all becoming eligible for re-election at the same time, the terms of office from the point of incorporation shall be 2 years for 50% of those elected and 4 years for the other 50% of those elected, such terms to be advised in advance of the General Assembly at which the first elections are held.

- (c) The Officers and ordinary members of the Executive Board are eligible for re-election at the end of any term of office, save that they may not hold the same office for more than eight (8) consecutive years (or six (6) consecutive years if their first term of office is only for two (2) years).
- (d) Subject to the ratification of the Executive Board and General Assembly the term of office of the President, Secretary or Treasurer can be extended beyond the maximum term but only if these positions are not contested at the time of re-election.

27 Standing Committee Chairs

- (a) Standing Committee chairs will be appointed by the Executive Board who will seek nominations from Members as and when required. Standing Committee chairs will hold office for a term of two (2) to four (4) years, expiring at the close of the ordinary meeting of General Assembly at which their position falls vacant for election.
- (b) Standing Committee Chairs may be re-appointed by the Executive Board under the same conditions as stated above in Article 26 (c).

28 Vacancies

- (a) If an Officer dies, resigns, is expelled, ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law, or becomes permanently incapacitated during his/her term of office, or if there is no eligible or elected candidate for any Officer position at the time of election, the Executive Board shall appoint an acting President, Secretary or Treasurer to hold office until the General Assembly appoints a person to fill the vacancy. A meeting of the General Assembly must be held within three (3) months for that purpose, unless the vacancy arises less than six (6) months before the next meeting of General Assembly, in which case, the acting President, secretary or Treasurer shall continue to hold office until the General Assembly elects a new Officer. The acting Officer(s) shall be entitled to all privileges and responsible for all duties of the full role.
- (b) If an elected ordinary member of the Executive Board dies, resigns, is expelled, ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law, or becomes permanently incapacitated during his/her term of office, the seat shall remain vacant until the next ordinary meeting of the General Assembly. At that meeting, an election will be held for a new ordinary member in place of the departed ordinary member, with the successful candidate to serve either a four (4) year term (if the departed ordinary member was elected four years previously and so was due to retire at that meeting in any event) or a two (2) year term (if the departed ordinary member was only elected two years previously and so was not otherwise due to retire at that meeting).
- (c) If a Representative member dies, resigns, is expelled or becomes permanently incapacitated during his/her term of office, the organisation which they represent will be required to identify a replacement as soon as possible and before the next meeting of the Executive Board.
- (d) The Executive Board has the right to end the mandate of any of its elected members (Officers and ordinary members) who has been absent without valid reason for two (2) consecutive meetings. In such event, that Member's seat shall remain vacant until the next ordinary meeting of the General Assembly.

- (e) An elected Executive Board member may be expelled by decision of the General Assembly if such member has breached the FIH Integrity Code or if the General Assembly considers that such member has neglected or knowingly jeopardised the interests of WMH or acted in a way which is unworthy of WMH.
 - (i) The decision to expel an Executive Board member is taken by the General Assembly upon the proposal of the Executive Board. Such decision requires a Special Majority. The member concerned has the right to be heard; such right includes the right to be acquainted with the charges and the right to appear personally and/or submit a defence in writing.
 - (ii) Until the General Assembly decides on an expulsion proposal, the Executive Board may provisionally suspend the member concerned and deprive such member of all or part of the rights and functions deriving from his/her membership.
- (f) An Executive Board member expelled from the WMH may no longer be a member or a Representative member of the Executive Board.
- (g) If any such vacancy arises in the Interim Executive Board, then that vacancy shall be filled by the organisation whose member has left until such time as the first General Assembly takes place.
- (h) If any Officer or ordinary member position remains unfulfilled after elections are completed at a meeting of the General Assembly, the Executive Board may seek further nominations and conduct a postal vote, or in the absence of any further nominations, may make a direct appointment to the vacant position.

29 Meetings of the Executive Board

- (a) The Executive Board shall meet at least four (4) times each calendar year on such dates and at such times and places as the Executive Board (or in the case of the Interim Executive Board, the Chair) decides. Notice of such meetings must be issued at least thirty (30) days before they are held. Where urgent action is required between such meetings, the President may convene an emergency meeting at short notice, to be attended by members in person or by telephone, and/or may ask for votes on urgent business to be cast by electronic communication. If two or more of the elected Executive Board members request an emergency meeting of the Executive Board the President must convene such a meeting. The request must be sent to the President and state the matters to be discussed at the meeting.
- (b) The quorum at a meeting of the Executive Board (and for any resolution on urgent business that is cast by electronic communication) shall be 50% plus 1 of the total elected membership of the Executive Board (not counting any Representative members). If such quorum is not reached, the President may convene another meeting of the Executive Board with the same agenda within thirty (30) days. Such meeting will be validly convened even if no quorum is then reached.

30 Proceedings of the Executive Board

- (a) The Executive Board shall make decisions by voting on resolutions put to it at a meeting convened (or an urgent resolution circulated by electronic communication) in accordance with Article 29, above. Such decisions shall come into effect immediately, unless the Executive Board decides otherwise, or unless ratification by General Assembly is required.
- (b) Each elected member of the Executive Board present at the meeting shall be entitled to one (1) vote on each resolution. The resolution shall be considered passed by the Executive Board if it receives the requisite majority of votes in favour (disregarding any abstentions), as follows:
 - (i) Approval of Regulations and any amendments, additions or alterations to them requires the support of a Special Majority.

- (ii) Suspension of a Member requires the support of a Special Majority.
 - (iii) Unless otherwise specified in these Articles, the Constitution, or the Rules and Regulations, or agreed by the Executive Board, other resolutions require a Simple Majority.
- (c) In case of an equal number of votes cast in favour and against any resolution at Executive Board, the President shall have the casting vote.
- (c) Representative members of the Executive Board, the Chief Executive Officer or any Standing Committee chairs present at the meeting, are not entitled to vote on resolutions.

31 Minutes of Meetings

The Executive Board shall cause proper minutes to be made of the proceedings and decisions made at meetings of the Executive Board, and of any sub-committees correctly constituted by the Executive Board. Any such minutes of any meeting shall be signed by the Chair at the next meeting whose signature shall be sufficient to confirm without further proof that the records are a true and correct representation of the decisions made at the previous meeting.

32 Officers Appointments and Interests

- (a) Subject to the provisions of the Companies Act 2006 and to Article 32 (b), below, and to the approval of the Executive Board, the Board may enter into an agreement or arrangement with any director, officer or committee member for his/her employment or payment for provision of services outside the scope of that person's normal duties as a director, officer or committee member.
- (b) Any appointment, agreement or arrangement made in accordance with Article 32 (a), above, may be made upon such terms as the Executive Board determine and may be remunerated according to the decision of the Executive Board provided that such remuneration is:
- (i) fixed having regard for the current market rate for the tasks and/or services being performed;
 - (ii) not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of WMH.
- (c) Subject to the provisions of the Companies Act 2006 and provided that he/she has disclosed to the Executive Board the nature and extent of any material interest, a director or officer of the Executive Board may:
- (i) be party to, or otherwise interested in, any transaction or arrangement with WMH or in which WMH is otherwise interested;
 - (ii) be a director, board member or other officer, employed, engaged or otherwise interested in any body or organisation promoted by WMH or in which WMH is otherwise interested, and shall not, by reason of his/her office, be accountable to WMH for any benefit derived from such office or employment.
- (d) No director, officer or committee member shall take or be offered any loan from the Company.

33 Officers and Executive Board Members' Expenses

The Officers and members of the Executive Board may be paid all travelling and other expenses in connection with their attendance at meetings or otherwise in connection with the fulfilment of their duties, subject to the approval of the Executive Board.

Accounts

- 34 The Executive Board shall in accordance with the Companies Act 2006 and any regulations made thereafter, cause accounting records of the company to be correctly kept in accordance with the provisions and accounting procedures established by the Executive Board and the Treasurer. Such accounts shall be audited annually by auditors appointed by the members at the General Assembly.
- 35 Audited accounts shall be presented for approval to members at a General Meeting.
- 36 Except as provided by law, or authorised by the Executive Board or General Assembly, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a Member.

Communication

37 Notices

A notice may be served by WMH on any Member either personally, by post or by electronic communications to the address given by that Member to WMH, or by publishing such notice on the WMH website. Any such notice if served by post will be deemed to have been served two days following the day of posting. Any such notice given by electronic means shall be deemed to have been served the following day from when it was posted.

38 Official Statements and Acts

- (a) All official announcements, statements and correspondence (in all forms) on behalf of WMH may only be made by the President, the Secretary or Chief Executive Officer, or any other person duly authorised by them.
- (b) Only the President and/or the Secretary or Chief Executive Officer (or any other person holding the written mandate of the Executive Board) may with the authority of the Executive Board enter into contracts, financial agreements or otherwise make legally binding commitments on behalf of WMH.

Rules and Regulations

- 39 The Members may, at a General Meeting, from time to time make, vary or revoke any rules and regulations of WMH subject to obtaining the necessary support from voting Members in accordance with the procedures outlined in Article 14 and Article 17. Such variations include:
- (a) Rights, privileges and obligations of the different categories of membership;
- (b) Setting out the annual subscription and other fees payable by Members and others;
- 40 The Executive Board may from time to time make, vary or revoke rules relating to:
- (a) Membership categories of WMH;
- (b) Criteria for admission to membership for the different categories;
- (c) Creating regulations, standing orders, bye-laws for the better administration of WMH and to regulate the function, role and operation of committees to assist the Executive Board in the better administration of WMH;
- (d) Setting or adopting such other regulations or policies, including for example health and safety and equity policies, as the Executive Board think fit;
- (e) In relation to licensable activities of WMH.

Amendments to the Articles

- 41 The Constitution and Articles of Association of the Company may only be amended by the General Assembly in accordance with the provisions of Article 14 and Article 17. No amendment to the Constitution or Articles of Association shall have any force or effect unless and until approved by the FIH, who shall not unreasonably withhold their approval.

Dispute Resolution

42 Disciplinary Officer

- (a) The Executive Board shall appoint from time to time a Disciplinary Officer, who shall be independent of the WMH, and shall hold office for four (4) years. During that term, he/she may be removed from office only by a resolution of the General Assembly passed by an Absolute Majority.
- (b) Except when these Articles, the Constitution or the Rules and Regulations vests such jurisdiction in another body or person, the Disciplinary Officer is vested with the full power and exclusive authority to investigate, consider and determine the following matters referred to him/her by the Executive Board, the President or the Secretary (or Chief Executive Officer as the case may be):
- (i) allegations of acts of misconduct on or off the field of play at a Masters Hockey Event held by or under the jurisdiction of WMH which has/have not been dealt with appropriately during the Event;
 - (ii) allegations of other breach(es) of WMH Regulations (whether by an Athlete, or a Member, or otherwise);
 - (iii) any other matters referred to him/her by the Executive Board, the President or the Secretary (or Chief Executive Officer as the case may be);

The Disciplinary Officer shall also have jurisdiction to resolve any challenge to a refusal by the Executive Board, the President or the Secretary (or Chief Executive Officer) to refer a matter to him/her.

- (c) The Executive Board may issue Regulations setting out the procedures to be followed in matters referred to the Disciplinary Officer, or else the Disciplinary Officer shall determine the procedures to be followed in such matters. In either case, such procedures (i) are subject to any overriding provisions in the Regulations alleged to have been breached (where applicable); and (ii) must respect the parties' rights to a fair and impartial hearing.
- (d) The Disciplinary Officer shall act at all times independently and impartially in the exercise of his/her judicial functions. In anti-doping or corruption matters (or complex matters arising under other Regulations), he/she may if he/she deems it appropriate co-opt two other independent and impartial persons to consider and determine the matter with him/her. He/she shall have power, to be exercised as appropriate in the circumstances of the matter in hand.
- (e) The Disciplinary Officer shall have the power to impose the sanctions or other consequences (including costs) specified in the relevant Regulations alleged to have been breached for proven breaches thereof, or (if none are so specified) to impose such sanctions as he/she sees fit.
- (f) Save where these Articles, the Constitution or the Rules and Regulations alleged to have been breached provide otherwise, decisions of the Disciplinary Officer may be appealed to the FIH Judicial Commission.

43 Appeals

- (a) Any person, Member or organisation which has been the subject of a ruling by the Executive Board or Disciplinary Officer may submit an appeal against that ruling to the General Assembly.

- (b) Any person, Member or organisation which has been the subject of a ruling by the General Assembly may submit an appeal against that ruling to the FIH Judicial Commission.
- (c) Any such appeal must be made in accordance with Article 14.2 (b) of the FIH Statutes dated 12 November 2016 and must be submitted to the FIH Chief Executive Officer together with a fee of 2,000 Swiss francs within thirty (30) days of the publication date of the original decision. The FIH shall in any event keep this fee, and the FIH Judicial Commission shall take this into account when making any costs order.
- (d) The FIH Judicial Commission shall have the power to confirm or to vacate the decision being appealed, in whole or in part. For the avoidance of doubt, the FIH Judicial Commission may impose greater sanctions or other consequences than those imposed at first instance, provided that they are consistent with the regulations alleged to have been breached.
- (e) Save where expressly provided to the contrary by applicable law, no complaint, claim or challenge of any kind may be commenced before FIH Judicial Commission based on any alleged act or omission of WMH or any constituent body, official, employee or representative of WMH more than thirty (30) days after the aggrieved party acquires actual or constructive knowledge of such act or omission. Any complaint or challenge brought after this deadline shall be summarily dismissed.
- (f) There is no internal or external appeal from any decision of the FIH Judicial Commission.

Indemnity

- 44 Every member of the Executive Board, every member of a Standing Committee or Working Group (including the Disciplinary Officer and/or Medical Officer if appointed), every person appointed by the WMH to perform a special assignment, the Chief Executive Officer and staff of the WMH shall be indemnified by the WMH in respect of any claim (whether civil or criminal) that is made against him/her and/or any liability that he/she incurs as a result of his/her office or the exercise of his/her powers or the execution of his/her duties, whether or not judgment is given in his/her favour or he/she is acquitted, provided that he/she has acted at all times in good faith.

Dissolution

- 45 (a) WMH may only be dissolved by a meeting of General Assembly convened for the purpose and by a resolution supported by a Special Majority (more than 75% of those present and entitled to vote).
- (b) If WMH is dissolved, all debts and liabilities legally incurred on behalf of WMH shall be fully discharged and its remaining assets, if any, shall be donated to the FIH or to the order of the FIH.
