



EXPLANATORY NOTE OUTLINING THE PURPOSE AND EFFECT OF CHANGES MADE TO ARTICLES OF ASSOCIATION

ICE HOCKEY UK (IHUK) ARTICLES

What are Articles of Association?

Articles of Association are a contract between a company and its members in which the company sets out to its members how it will operate. It is the company's constitution.

Why does the merger mean that the Articles of Association have to change?

Because the existing Articles of Association were not intended to provide a framework for a merged entity to operate. Therefore, they have to change to ensure they are fit for purpose for a merged entity.

Can you explain that in a bit more detail?

In the new Articles we have introduced some new definitions. For example, "EIH Members", "SIH Members" and "Clubs". EIH Members are clubs based in England and Wales. SIH Members are clubs based in Scotland and Northern Ireland. We have added a new definition of "Regions" which makes the same point.

We are keeping specific references to EIH, SIH and introducing the concept of Regions to ensure that the regional identities of England and Scotland are retained in the merged governing body.

Which organisation will be the merged entity?

It will be the existing Ice Hockey UK entity which is called Ice Hockey UK Limited. It is important to ensure we use IHUK as the merged entity, because it is the organisation formally recognised both by the International Ice Hockey Federation and UK Sport. IHUK will become the only member of both EIH and SIH.

The members of EIH and SIH (meaning our clubs) will become members of IHUK. One way of thinking about it is that IHUK, EIH and SIH will be part of the same group of companies, with IHUK as the 'parent company'.

When will the changes to IHUK's Articles take place?

This will be on or around 16 June 2026.

What do the changes in Article 3 relate to?

Article 3 sets out the purposes of IHUK, and we have added a new Article 3.1.2 to make it clear that IHUK's purpose is to operate as a merged entity. You will see references in



Article 3 to both the UK as a whole and to specific Regions where they talk about IHUK's activities in certain geographic areas, and we refer to Great Britain in the context of GB teams.

Why is there a reference in Article 6 to IHUK having to comply with a Code?

This is a reference to UK Sport's *Code for Sports Governance* which sets out minimum standards of governance that national governing bodies must comply with. One of the objectives of the Code is to look after member interests.

Can you explain why the Articles refer to Board Committees?

The purpose of Board committees is to ensure that a smaller group of directors, who are often subject matter experts, can get together to scrutinise certain issues in more detail. This streamlines the decision-making process and allows multiple issues to be considered in detail at the same time.

Article 8 specifies that IHUK will have at least three Board committees. (1) a Finance & Commercial Committee, which will monitor IHUK's financial and commercial activities. (2) a Governance and Risk Committee which will monitor IHUK's approach to risk management and governance. (3) a People Committee (which we previously called the HR and Remuneration Committee and the Nomination Committee) which will need to approve significant people-related decisions taken by IHUK.

We have decided that it will not be mandatory to have a Performance Committee as likely the responsibility for this key area will sit with another person or group, but Article 8 makes clear that the Board can choose to appoint other committees as it wishes.

Please can you explain how IHUK's new Board of Directors will operate?

Articles 11 to 14 set out how IHUK's Board of Directors is appointed and how the Board must operate.

The Board must always have a majority of independent non-executive directors. One purpose of having independent non-executive directors (or INEDs) on a board of directors is to represent the interests of the members, and the newly merged IHUK Board will have a majority of INEDs.

There must be at least 4 directors present at a Board meeting (what is called a 'quorum') and the Board decides things on a majority vote basis, with the Chair having a casting vote.

Directors generally sit on the Board for an initial term of 4 years, which can be extended to 8 years, and beyond that only in exceptional circumstances.



Are England and Wales, and Scotland and Northern Ireland, represented on the Board?

Yes, absolutely, this is all set out in Article 17.

The initial post-merger Board of Directors includes 4 directors nominated by EIH, 3 directors nominated by SIH, 3 directors nominated by IHUK and an affiliate director who represents the affiliated leagues. Directors have been chosen strictly according to their skillsets and how they will be able to contribute to the newly merged organisation. The CEO will also be a director and have a seat on the board because of their job.

The way we have written the Articles gives clubs in both England and Wales, as well as those in Scotland and Northern Ireland, the right to always have a director nominated by the membership on the Board, unless the Articles are ever changed in the future.

We have referred to these Directors in the Articles as the EIH and SIH Representative Directors. As additional protection for members, the Articles cannot be changed in relation to this point without the approval of the relevant Representative Director.

This is set out in Articles 17.4 to 17.10. The current member-nominated individuals are John Colley (for Scotland and Northern Ireland) and Duncan Hough (for England and Wales). As and when we get to the point of requesting the members to confirm or nominate their representative director, IHUK will be in touch with details of the process.

What do the Articles say about clubs becoming members of IHUK?

Articles 24 to 27 set out the process for clubs becoming members of IHUK and ceasing to be members of IHUK. Previously, clubs have been members of EIH or SIH. The principle of being a member of IHUK is just the same as it has always been with EIH and SIH.

Can you provide more details about that?

Clubs who are currently affiliated with EIH or SIH will for Season 26-27 now become a member of IHUK as part of the usual yearly affiliation process. The Board sets the conditions for membership as well as the fees payable. Clubs will remain members unless they fall into significant financial difficulties or are not complying with IHUK's rules and regulations.

What voting and similar rights do members have?

Members have the right to ask the Board to call a General Meeting, if 5% of the members wish to do so. Members may also ask the Board to include a specific resolution on the AGM agenda if 10% of the members wish to do so. At least ten members must be present at a meeting in order for business to be voted on.



The number of votes which a member has is the same as was the case when clubs were members of EIH or SIH. EIH and SIH traditionally took a slightly different approach in this area and as part of our integration work, we will be looking to make this consistent, through dialogue with clubs.

Most resolutions require 50% or more of the voting members present at a meeting to vote in favour of the resolution for them to pass. Certain specific resolutions (called “Special Business”) require 75% or more of the voting members present to vote in favour for them to pass, for instance any changes to the Articles.

Why have you not referred to all of the Articles in these FAQs?

The purpose of these FAQs is to provide detail on the main changes made to the Articles which impact the operation of IHUK.

Will I have an opportunity to ask questions about them?

Yes, we will ensure there is an agenda item at the next IHUK AGM for people to ask questions. The IHUK AGM will replace the need for EIH and SIH AGMs.

Will there be any changes to the version of the Articles you are making available before they are adopted by IHUK?

It is possible there may be some negligible administrative changes such as typos etc. but nothing substantive will change.



ENGLAND ICE HOCKEY (EIH) & SCOTTISH ICE HOCKEY (SIH) ARTICLES

If IHUK, EIH and SIH have merged, why do EIH and SIH still have Articles?

EIH and SIH will continue to exist, at least for a few years, as legal entities, which are effectively owned by IHUK. It is a legal requirement for a company to have a set of Articles.

Do the provisions of the new EIH and SIH Articles impact the clubs who are now members of IHUK?

The new EIH and SIH Articles are a contract between EIH and IHUK, and SIH and IHUK, setting out the terms on which EIH and SIH will operate. They no longer have any material relevance or application to our clubs.

EIH and SIH will no longer manage the day-to-day operations of ice hockey, this will now all be carried out by IHUK. We are establishing a Management Committee within IHUK, with regional representation, to manage these operations and ensure the continued smooth operation of the sport in each region following the merger.

Now that the clubs will become members of IHUK, are there any members of EIH or SIH?

IHUK will be the only member of EIH and SIH. It might be easiest to think of them all as companies in the same group, in which IHUK is the parent company.

When will the changes to EIH's and SIH's Articles take place?

This will be on or around 30 June 2026. Before we change the Articles, we will write to clubs, ending (or to use the technical word, 'terminating') club/team/section memberships of EIH and SIH, in readiness for them affiliating with IHUK.

Why have you made any changes to the EIH and SIH Articles?

We have made the new Articles of EIH and SIH as simple as possible to enable EIH and SIH to do what is needed of them but removing articles which are no longer required. This will reduce the administrative burden on the companies, which is no longer required since they are not operating the sport on a day-to-day basis in their regions.

Who are the directors of EIH and SIH? Why are they needed at all?

It is a legal requirement for a company to have at least one director. For now, John Colley will continue as Chair of SIH and Duncan Hough as Chair of EIH. Clifton Wrottesley, the Chair of IHUK, will also be a board member of both SIH and EIH. In



reality, all these Boards will need to do is ensure that the companies are complying with certain regulatory filing requirements.

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