
ARTICLES OF ASSOCIATION
for SQUASHWALES LTD NATIONAL GOVERNING BODY
incorporated as a company limited by guarantee

Adopted October 2021
Amended July 2021
Company Number: 05453674

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THE COMPANIES ACTS 1985, 1989 AND 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

SQUASHWALES LTD¹

¹ These Articles were adopted by AGM resolution of the Company dated [19th October 2021]

PART 1
INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1. Defined terms

1.1 In these Articles, unless the context requires otherwise:

"the 2006 Act" means the Companies Act 2006 as modified by statute or re-enacted from time to time;

"Articles" means these articles of association, as may be amended from time to time;

"Appointments Panel" means the appointments panel for the Company established by the Board in accordance with Article 27.1.1;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"the Board" means the board of directors of the Company established from time to time in accordance with Article 19, the members of which are the directors of the Company for the purposes of the Companies Acts;

"the Byelaws" the byelaws of Squash Wales Ltd as agreed by the Board in accordance with Article 7;

"clear days"	means a period of days exclusive of the day on which the notice is served and of the day for which it is given;
"Chair"	means the chair of the Board as appointed by the Board in accordance with Article 24;
"chair of the meeting"	has the meaning given in Article 14.2 (in respect of a board meeting) or Article 36.2 (in respect of a general meeting);
"Companies Acts"	means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Company;
"Company"	means the above-named company; and
"Co-opted Director"	means a director appointed in accordance with Article 19.2.6;
"Secretary"	a board member will be appointed to act as the company secretary for the purposes of the Act;
"Finance Director"	means the person elected from time to time as the finance director under Article 19;
"director"	means a director of the Company, and includes any person occupying the position of director, by whatever name called;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;

"Elected Director"	means a director elected in accordance with Article 19.2.5 and 19.2.5;
"electronic form"	has the meaning given in Section 1168 of the 2006 Act;
"general meeting"	means an annual general meeting or a general meeting of the Company;
"hard copy form"	has the meaning given in Section 1168 of the 2006 Act;
"members"	means the Voting Members;
"Non-Voting Members"	means all members of the Company other than the Voting Members and who shall not be members for the purposes of the Companies Acts;
"the Office"	means the registered office of the Company;
"ordinary resolution"	has the meaning given in Section 282 of the 2006 Act;
"participate"	in relation to a directors' meeting, has the meaning given in Article 12;
"proxy notice"	has the meaning given in Article 43.1;
"Regulations"	means the regulations and policies of the Company made by the Board in accordance with Article 18.2 and amended from time to time;

"Rules"	means the rules including policies, regulations, terms of reference and standing orders of the Company made by the Board or by the Company in general meeting, as amended from time to time;
"special resolution"	has the meaning given in Section 283 of the 2006 Act;
"subsidiary"	has the meaning given in Section 1159 of the 2006 Act;
"Squash"	means the sport of squash in all its forms in Wales;
"Territory"	means Wales;
"Voting Members"	the members of the Company who, under these Articles are entitled to receive notice of, attend and vote at general meetings and who are members of the Company for the purposes of the Companies Acts;
"writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act as in force on the date when these Articles become binding on the Company.

1.3 Words importing the singular number 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 and unincorporated associations.

1.4 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

2. Name and Registered Office

2.1 The name of the Company is SQUASH WALES LIMITED.

2.2 The registered office of the Company is to be in England and Wales.

3. Objects

3.1 The objects for which the Company is established ("Objects") are:

3.1.1 to act as the governing body for the Sport in the Territory;

3.1.2 to act as the representative member for the Territory in international affairs and to affiliate to and carry out functions delegated to it by the World Squash Federation and the European Squash Federation;

3.1.3 promote, administer and encourage the development of, and participation in the Sport within the Territory;

3.1.4 to develop and implement a strategy for the development of the Sport in the Territory including strategies for each of: performance at international and national level; national competition; and increasing participation;

3.1.5 to make and vary all such rules and regulations and to formulate and issue Codes of Ethics and conduct for persons participating in the Sport in the Territory (including rules against doping in the Sport, measures for the proper

protection of children and young people, anti-discriminatory and disciplinary procedures) from time to time;

- 3.1.6 to develop a commercial, marketing and public relations programme for the Sport in the Territory;
- 3.1.7 to develop a competition programme and co-ordinate competition fixtures across the Territory;
- 3.1.8 to select the representative teams to represent the Territory in international events;
- 3.1.9 to consult and co-operate with other organisations operating in the Sport within the Territory in all matters relating to the administration, promotion and playing of the Sport;
- 3.1.10 to develop and nurture relationships between the Company and Sport Wales, the British Olympic Association, the relevant Commonwealth Games Council and relevant government departments;
- 3.1.11 to take such action from time to time as the Board may consider desirable for the benefit of the Sport and the members of the Company;
- 3.1.12 to undertake and execute charitable trusts for the benefit of the Sport; and
- 3.1.13 to do all such other things as shall be thought fit to further the interests of the Company or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 3.

4. Powers

4.1 The Company shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects ("the Powers").

4.2 The income and property of the Company shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Company.

4.3 Nothing in Article 4.2 shall prevent the payment in good faith by the Company:

4.3.1 of remuneration of any director of the Company in accordance with Article 22;

4.3.2 to any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses in accordance with Article 22;

4.3.3 of interest on money lent by a member of the Company or its directors at a commercial rate of interest;

4.3.4 of reasonable and proper rent for premises demised or let by any member of the Company or by any director; or

4.3.5 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Company.

5. Liability of members

5.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for any of the items set out in Article 5.2.

- 5.2 The items for which the members undertake to contribute are:
- 5.2.1 payment of the Company's debts and liabilities contracted before he ceases to be a member;
 - 5.2.2 payment of the costs, charges and expenses of winding up; and
 - 5.2.3 adjustment of the rights of the contributories among themselves.

PART 2
DIRECTORS AND OTHER OFFICE HOLDERS

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority

- 6.1 Subject to these Articles, any Rules and Regulations made pursuant to them and the Companies Acts, the Board is responsible for the management of the Company's business, for which purpose it may exercise all the powers of the Company.
- 6.2 No resolution passed by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.

7. Directors may delegate

- 7.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:
- 7.1.1 to such person or committee;
 - 7.1.2 by such means (including by power of attorney);
 - 7.1.3 to such an extent;

7.1.4 in relation to such matters or territories; and

7.1.5 on such terms and conditions;

as it thinks fit.

7.2 All acts and proceedings delegated under Article 7.1 shall be reported to the Board in due course.

7.3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.

7.4 If the Board has the power, from time to time, to make, alter, add to and revoke any Byelaws for the delegation or carrying out of the objects and purposes of the company;

7.5 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

8. Committees

8.1 The Company may have the following committees:

(a) League Committee, Masters Committee, Commercial and Development Committee, Finance and Risk Committee, Appointments Panel and Complaints Panel;

(b) such other committees as the Board thinks fit.

8.2 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.

8.3 The Board may make rules of procedure or Byelaws for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

- 8.4 The quorum for meetings of any sub-committee formed pursuant to the provisions of the Articles shall be as stated in the Byelaws.

DECISION-MAKING BY DIRECTORS

9. Directors to take decisions collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 10.

10. Unanimous decisions

10.1 A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

10.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

10.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.

10.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

11. Calling a meeting of the Board

11.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four such meetings shall be held in each year.

11.2 The Board shall report on their activities to the members at the annual general meeting.

- 11.3 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Secretary to give such notice insofar that there is agreement by the Secretary and Chair that the agenda items to be discussed are urgent business that warrants an additional meeting.
- 11.4 Notice of any meeting of the Board must indicate:
- 11.4.1 its proposed date and time;
 - 11.4.2 where it is to take place; and
 - 11.4.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 11.5 Notice of a meeting of the Board must be given to each director, but need not be in writing. A director who is absent from Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.

12. Participation in meetings of the Board

- 12.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:
- 12.1.1 the meeting has been called and takes place in accordance with these Articles, and
 - 12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.

12.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

13. Composition of the Board and Quorum

13.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

13.2 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, being one-half of the directors holding office but it must never be less than three.

13.3 Subject to Article 13.4, the Board may act notwithstanding any vacancy in their body.

13.4 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

13.4.1 **EITHER** to fill a casual vacancy arising among the directors in accordance with Article 28;

13.4.2 **OR** to call a general meeting so as to enable the members to fill a casual vacancy arising among the directors in accordance with Article 28; or

13.4.3 to admit Voting Members to the Company.

14. Chairing of meetings of the Board

14.1 The Chair shall chair meetings of the Board. The Chair shall preside as chair at all meetings of the Board at which he shall be present.

14.2 If at any meeting the Chair is not present within fifteen minutes after the time appointed for holding the meeting or he is not willing to preside, the members of the

Board present shall choose one of their number to be chair of the meeting. The person so appointed for the time being is known as "the chair of the meeting".

15. Casting vote

15.1 If the numbers of votes for and against a proposal are equal, the chair of the meeting of the Board has a casting vote. This does not apply if, in accordance with these Articles, the Chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. Conflicts of interest

16.1 Subject to Article 16.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16.2 The prohibition under Article 16.1 shall not apply when:

16.2.1 the Board authorises the director counting towards the quorum and voting on the transaction or arrangement in accordance with Section 175 of the 2006 Act notwithstanding such interest;

16.2.2 the director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; or

16.2.3 the director's conflict of interests arises from a permitted cause.

16.3 For the purposes of Article 16.2, the following are "permitted causes":

16.3.1 a guarantee, security or indemnity given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries (if any);

- 16.3.2 subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- 16.3.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries (if any) which do not provide special benefits for directors or former directors.
- 16.4 For the purposes of this Article 16, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.
- 16.5 Subject to Article 16.7, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any director other than himself is to be final and conclusive.
- 16.6 Where proposals are under consideration concerning the appointment of two or more directors to employment with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 16.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 16.8 A director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or can have, a direct or indirect conflict of interest that

conflicts, or possibly may conflict with the interests of the Company only where such matter has been authorised in accordance with Article 16.2.

- 16.9 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of the Board or a sub-committee formed under Article 7.

17. Records of decisions to be kept

- 17.1 The Board must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board (and all sub-committees) and by the Company at general meeting.

- 17.2 Any such records, if purporting to be signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

18. Directors' discretion to make further rules

- 18.1 The Board may from time to time make, vary and revoke Rules or Byelaws relating to membership of the Company including (without limitation) Rules:

18.1.1 setting out different categories of membership of the Company;

18.1.2 setting out rights, privileges and obligations of the different categories of member;

18.1.3 setting the levels of subscriptions or entrance fees to be paid by the different categories of member;

18.1.4 for the appointment of committees to assist the Board in the better administration of the Company.

- 18.2 Subject to Article 51, the Board (or any sub-committee to whom it delegates its powers) shall have the power to make, vary and revoke Rules or Byelaws for the better administration of the Company including (without limitation):
- 18.2.1 terms of reference as to the function, role and operation of committees to assist the Board in the better administration of the Company;
 - 18.2.2 regulations to ensure compliance with national and international rules relating to doping control;
 - 18.2.3 regulations setting out disciplinary procedures for members;
 - 18.2.4 regulations for the promotion and organisation of competitions;
 - 18.2.5 child protection policies;
 - 18.2.6 equity and equality policies; and
 - 18.2.7 such other regulations or policies as the Board thinks fit.
- 18.3 Rules and Regulations or Byelaws made under Articles 18.1 and 18.2 must be compliant with the Companies Acts and these Articles in order to be valid.

APPOINTMENT OF DIRECTORS AND OTHER OFFICE HOLDERS

19. Methods of appointing directors

- 19.1 The number of directors shall be not less than six and shall be subject to a maximum of fourteen.
- 19.2 The members of the Board shall be:
- 19.2.1 the Chair;
 - 19.2.2 the Vice-Chair;

19.2.3 the Finance Director;

19.2.4 the Secretary;

19.2.5 up to six (or such lower number as the Board shall from time to time decide) Elected Directors; and

19.2.6 up to four other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board until the next annual general meeting, provided that the total number of directors at any one time shall not exceed the maximum number fixed by these Articles. Co-opted directors shall be entitled to vote at meetings of the Board and may be co-opted beyond their initial term with the approval of the Voting Members in general meeting.

19.2.7 The Board may at its discretion award honoraria to such persons as it thinks fit provided that the honoraria shall not to any extent be determined by or conditional upon the profits or losses derived from some or all of the activities of the Company or by reference to the level of the Company's gross income from some or all of its activities.

19.3 All acts carried out in good faith at any meeting of the Board or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

20. Elected Directors

Each Elected Director shall serve for a three-year term from the annual general meeting at which he is elected but shall be eligible for re-election for one further term of three years. The election for the office of Elected Directors shall be conducted in accordance with Article 27.

21. Termination of director's appointment

- 21.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Company as soon as:
- 21.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is otherwise prohibited from being a director by law;
 - 21.1.2 a bankruptcy order is made against that person;
 - 21.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 21.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 21.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - 21.1.6 unless the Board resolves otherwise, that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board;
 - 21.1.7 that person is requested to resign in the event of a majority of 80% of all the other members of the Board acting together;
 - 21.1.8 being the Chair, Vice-Chair or Secretary, when his term of office expires and he is not re-elected; or
 - 21.1.9 that person ceases to be a member; or
 - 21.1.10 notification is received by the Board from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

21.2 A person serving as Chair, Vice-Chair or Finance Director who is removed from office as a director for whatever reason shall be deemed to have resigned from his position as Chair, Vice-Chair or Finance Director (as appropriate) and the vacancy shall be filled in accordance with these Articles.

22. Directors' remuneration

22.1 Subject to the provisions of the Companies Acts, and to Article 22.3 below, the Board may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Company.

22.2 Subject to the provisions of the Companies Acts, and to Article 22.3 below, the Board may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

22.3 Subject to these Articles, a director's remuneration may take any form and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director provided that such remuneration:

22.3.1 is fixed having regard to the current remuneration of directors in comparable posts;

22.3.2 does not exceed the general market rate for directors providing comparable services; and

22.3.3 is not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of the Company or by reference to the level of the Company's gross income from some or all of its activities.

22.4 No director shall take any loan from the Company.

22.5 For the avoidance of doubt, no payment shall be made by way of remuneration to a non-executive director.

22.6 Unless the Board decides otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries (if any) or of any other body corporate in which the Company is interested (if any).

23. Directors' expenses

Without prejudice to Article 22, the Company may pay any reasonable expenses which the directors (including non-executive directors) properly incur in connection with their attendance at:

- (a) meetings of the Board or committees of the Board; or
- (b) general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

24. Chair and Vice Chair

24.1 The company shall appoint a Chair and Vice Chair at an annual general meeting and after a maximum of three years they shall retire but shall be eligible for re-election in accordance with these Articles for two consecutive terms.

24.2 The Chair and Vice Chair shall be a director by virtue of his office and shall have such rights and privileges as the Company in general meeting shall from time to time prescribe.

25. Finance Director

Subject to the provisions of the Companies Acts, the finance director shall be appointed by the Board for such term at such remuneration and upon such conditions as they may think fit and any finance director appointed may be removed by them.

26. Company Secretary

Subject to the provisions of the Companies Acts, the company secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as they may think fit and any company secretary appointed may be removed by them.

27. Elections

27.1 Subject to Article 27.1.1, any Voting Member may nominate individuals to be an Elected Director. Any nomination must be made on the form prescribed from time to time by the Board and signed by the nominee. Any nomination must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not later than such date as the Board shall prescribe each year.

27.1.1 Based on its assessment of specific skills or other relevant legislative requirements the Board may delegate the receipt of competency based director nominations to an Appointments Panel (terms of reference specified under Byelaw) who will subsequently make representations to the Board or annual general meeting. Final appointments will be subject to Board or annual general meeting ratification requirements.

27.2 If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting or a postal ballot in accordance with the provisions of Article 27 as directed by the Board. The results of any such election must be announced at the annual general meeting by the Board.

28. Casual Vacancies

28.1 A casual vacancy arising among the offices of Chair, Vice-chair, Finance Director or an Elected Director, shall be filled by the Company in general meeting provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Articles.

**PART 3
MEMBERS**

BECOMING AND CEASING TO BE A MEMBER

29. Applications for membership

29.1 The subscribers to the Memorandum of Association of the Company as at the date of incorporation, and such other persons as are admitted to membership by the Company in general meeting in accordance with these Articles (and any applicable Rules), shall be the Voting Members of the Company.

29.2 No person shall become a member of the Company unless:

29.2.1 that person has completed an application for membership in such form as required by the Board;

29.2.2 he or she is aged 18 years or over;

29.2.3 and the Company in general meeting has approved the application.

29.3 The Board may from time to time fix the levels of admission fees and annual subscriptions to be paid by the different categories of members.

30. Conditions of membership

30.1 All members shall be subject to the Rules.

30.2 The members shall pay any admission fees and annual subscriptions set by the Board under Article 29.3. Any member whose subscriptions and/or entrance fee is more than six months in arrears shall be deemed to have resigned his membership of the Company unless the Board decides otherwise.

31. Termination of membership

31.1 It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Company so require, by notice in hard copy form sent by prepaid post to a member's address, to request that member to withdraw from membership of the Company within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors present and voting, which majority shall include one half of the total number of the Board for the time being.

31.2 If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board. The Board and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a majority of the Board members present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason

being given, he shall thereupon cease to be a member and his name shall be erased from the register of members. The Board may exclude the member from the Company's premises until the meeting considering his expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend the Company's premises to attend that meeting (if it is held at them) for the purpose of making his representations. A Member may appeal against such decision by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting. If the Board's decision is upheld, the member will be liable for the costs of holding the general meeting.

- 31.3 A member may withdraw from membership of the Company by giving seven clear days' notice to the Company in writing.
- 31.4 A membership terminates automatically when a person dies or ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or Regulations.
- 31.5 Membership is not transferable.
- 31.6 Any person ceasing to be a member forfeits all rights in relation to and claims upon the Company, its property and its funds and has no right to the return of any part of his subscription. The Board may refund an appropriate part of a resigning member's subscription if it considers it appropriate taking account of all the circumstances.

ORGANISATION OF GENERAL MEETINGS

32. Notice of and Calling General Meetings

- 32.1 General meetings are called on at least 14 clear days' written notice
- 32.2 A general meeting may be called at any time by the Board or by the Secretary acting on behalf of the Board or may be called on a written request to the Board from at least 50% of the Voting Members.

32.3 On receipt of a written request made pursuant to Article 32.1, the Secretary must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the general meeting

33. Annual General Meetings

33.1 The annual general meeting shall be held for the following purposes:

33.1.1 to receive from the Board the Company's accounts;

33.1.2 to receive from the Board a report of the activities of the Company since the previous annual general meeting;

33.1.3 to appoint the Company's auditors;

33.1.4 to appoint (as appropriate) the Finance Director, Secretary, Chair and Vice-Chair;

33.1.5 to elect the Elected Directors in place of those retiring; and

33.1.6 to transact such other business as may be brought before it.

33.2 All general meetings, other than annual general meetings, shall be called general meetings. The Company shall hold at least four general meetings in each calendar year after its year of incorporation. The business of such general meetings shall be decided by the Board subject to due notice having been given.

34. Attendance and speaking at general meetings

34.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

34.2 A person is able to exercise the right to vote at a general meeting when:

- 34.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 34.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 34.3 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 34.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 34.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

35. Quorum for general meetings

- 35.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 35.2 Subject to Article 38.6, 10 Voting Members present in person or by proxy shall be a quorum.

36. Chairing general meetings

- 36.1 The Chair shall chair general meetings if present and willing to do so. If the Chair shall be absent, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same, the Vice-Chair shall preside. If the Vice-Chair is also not present or is unwilling to preside within fifteen minutes of the time at which a meeting was due to start the directors present at the meeting must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

36.2 The person chairing a meeting in accordance with this Article is referred to as "the chair of the meeting".

37. Attendance and speaking by directors and non-members

37.1 Directors may attend and speak at general meetings, whether or not they are members.

37.2 The chair of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

38. Adjournment

38.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.

38.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

38.2.1 the meeting consents to an adjournment, or

38.2.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

38.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

38.4 When adjourning a general meeting, the chair of the meeting must:

38.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

- 38.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 38.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days' notice of it:
- 38.5.1 to the same persons to whom notice of the Company's general meetings is required to be given; and
- 38.5.2 containing the same information which such notice is required to contain.
- 38.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting.

VOTING AT GENERAL MEETINGS

39. Voting: general

- 39.1 Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote.
- 39.2 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles. Except where otherwise provided by the Companies Acts, every resolution is decided by a majority of votes cast.
- 39.3 In the event of an equality of votes either on a show of hands or a poll, the Chair is entitled to a casting vote in addition to any other vote he may have.
- 39.4 Every member is entitled to vote at general meetings.

40. Errors and disputes

- 40.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 40.2 Any such objection must be referred to the chair of the meeting whose decision is final.

41. Poll votes

- 41.1 A poll on a resolution may be demanded:
- 41.1.1 in advance of the general meeting where it is to be put to the vote, or
 - 41.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 41.2 A poll may be demanded by:
- 41.2.1 the chair of the meeting;
 - 41.2.2 the Board; or
 - 41.2.3 two or more Voting Members present in person or proxy having the right to vote on the resolution or, if less, a person or persons representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution.
- 41.3 A demand for a poll may be withdrawn if:
- 41.3.1 the poll has not yet been taken, and
 - 41.3.2 the chair of the meeting consents to the withdrawal.

- 41.4 Polls shall be taken as the Chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 41.5 A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 41.6 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

42. Postal Ballot

- 42.1 The Board may decide, in advance of a general meeting, to call a postal ballot in respect of an election which would otherwise be put to the vote at the general meeting. If there is to be a postal ballot, the details of the resolution and voting papers shall be sent at such time as the Board shall prescribe to the Voting Members. Voting papers must be returned to the Secretary in a sealed envelope by such time as the Board shall prescribe and shall be opened and counted by such person or persons as the Board shall decide.
- 42.2 The result of the postal ballot will be declared at the general meeting at which it would otherwise have been put to the vote.

43. Content of proxy notices

- 43.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 43.1.1 states the name and address of the member appointing the proxy;
 - 43.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 43.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 43.1.4 is delivered to the Office in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
- 43.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 43.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 43.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 43.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 43.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

44. Delivery of proxy notices

- 44.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Office by or on behalf of that person.

- 44.2 An appointment under a proxy notice may be revoked by delivering to the Office a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 44.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 44.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

45. Amendments to resolutions

- 45.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 45.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
 - 45.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 45.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 45.3 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 45.4 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

45.5 With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.

45.6 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

46. Written resolution

46.1 Subject to Article 46.3, a resolution in writing agreed by the Appropriate Majority of members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and the Appropriate Majority of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement.

46.2 In Article 46.1, the "Appropriate Majority" is:

46.2.1 in the case of an ordinary resolution, a simple majority of the members;

46.2.2 in the case of a special resolution, 75% or more of the members.

46.3 The following may not be passed as a written resolution:

46.3.1 a resolution to remove a director before his period of office expires; and

46.3.2 a resolution to remove an auditor before his period of office expires.

PART 4
ADMINISTRATIVE ARRANGEMENTS

47. Means of communication to be used

47.1 Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Company.

47.2 The applicable address shall be:

47.2.1 in the case of a Voting Member at his registered address as it appears in the register of members or by giving notice using electronic communications to an address for the time being notified to the Company by the Voting Member;
and

47.2.2 in the case of a Non-Voting Member, at his last known address.

47.3 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

47.4 A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

47.5 Any Voting Member described in the register of members by an address not within Great Britain, who shall from time to time give the Company an address within Wales at which notices may be served upon him, shall be entitled to have notices served upon him at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the Act, only those Voting

Members who are described in the register of members by an address within Wales shall be entitled to receive notices from the Company.

47.6 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

48. No right to inspect accounts and other records

Except as provided by law or authorised by the Board or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

DIRECTORS' INDEMNITY AND INSURANCE

49. Indemnity

49.1 Subject to Article 49.2, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:

49.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;

49.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act);

49.1.3 any other liability incurred by that director as an officer of the Company or an associated company.

49.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

49.3 In this Article:

49.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

49.3.2 a "relevant director" means any director or former director of the Company or an associated company.

50. Insurance

50.1 The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

50.2 In this Article:

50.2.1 a "relevant director" means any director or former director of the Company or an associated company;

50.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and

50.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

51. Rules and Byelaws

51.1.1 Only the Voting Members in general meeting may from time to time make, vary and revoke Rules and Byelaws.

- 51.2 The creation, variation and revocation of the Rules and Byelaws will only be passed by a vote of at least two-thirds of the Voting Members present and voting at a general meeting.
- 51.3 Rules and Byelaws made pursuant to Article 51.1 must be compliant with the Companies Acts and these Articles in order to be valid.

52. Dissolution

If upon the winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Voting Members of the Company but given or transferred to some other organisation or organisations having objects similar to the objects of the company (Memorandum of Association Clause 8).

