

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF THE TENNIS & RACKETS ASSOCIATION LIMITED

Company No. 07819045

(Articles adopted on 12th December 2012)
(as amended by special resolutions dated 28th April 2016,
14th November 2018, 23rd March 2021 and 4th December 2025)

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PART 1 - INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms

1.1 In these Articles, unless the context requires otherwise:

- 1.1.1 “AGM” means an annual general meeting of the Company;
- 1.1.2 “Articles” means the Company's articles of association for the time being in force;
- 1.1.3 “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;
- 1.1.4 “Board” means the board of directors;
- 1.1.5 “CA 2006” means the Companies Act 2006;
- 1.1.6 “Chairman” means the director appointed as chairman of the Company by the Board;
- 1.1.7 “chairman of the meeting” has the meaning given to that term in Article 37;
- 1.1.8 “Clear Days” means (in relation to the period of a notice) that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- 1.1.9 “Chief Executive” means the person appointed by the Board as chief executive of the Company;
- 1.1.10 “Companies Acts” means the Companies Acts (as defined in section 2 of CA 2006), in so far as they apply to the Company;
- 1.1.11 “conflict” has the meaning given to that term in Article 17.1;
- 1.1.12 “conflicted director” means a director who has, or could have, a conflict in a situation involving the Company and consequently whose vote is not to be counted in respect of any resolution to authorise such conflict and who is not to be counted as participating in the quorum for the meeting (or part of the meeting) at which such resolution is to be voted upon;
- 1.1.13 “director” means a director of the Company, and includes any person occupying the position of director, by whatever name called;
- 1.1.14 “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
- 1.1.15 “Elected Directors” means those persons initially notified in writing to members and thereafter those persons elected pursuant to Article 21.4;
- 1.1.16 “electronic form” has the meaning given to that term in section 1168 of CA 2006;
- 1.1.17 “hard copy form” has the meaning given to that term in section 1168 of CA 2006;
- 1.1.18 “instrument” means a document in hard copy form;
- 1.1.19 “member” has the meaning given to that term in section 112 of CA 2006;

- 1.1.20 “Model Articles” means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2009/3229) as amended prior to the date of adoption of these Articles;
- 1.1.21 “Nominated Director” means those directors initially notified in writing to members and thereafter nominated by their fellow directors by virtue of their office pursuant to Article 21.5. They shall include, subject to their consent, the Chairman, the Treasurer, the Games Committee Chairmen and the Chairman of the Ladies Real Tennis Association;
- 1.1.22 “non-conflicted director” means any director who is not a conflicted director;
- 1.1.23 “officer” has the meaning of all persons holding a T&RA appointment, including (but not exhaustively) the office staff, the Board, committees, sub-committees, tournament organisers;
- 1.1.24 “ordinary resolution” has the meaning given to that term in section 282 of CA 2006;
- 1.1.25 “participate”, in relation to a Board meeting, has the meaning given to that term in Article 13;
- 1.1.26 “Patron” means the member appointed as the patron by the Board;
- 1.1.27 “President” means the member proposed by the Board for approval by the members as the President of the Company;
- 1.1.28 “proxy notice” has the meaning given to that term in Article 43;
- 1.1.29 “proxy notification address” has the meaning given to that term in Article 43;
- 1.1.30 “Rackets” means the game played in a rectangular, enclosed, indoor court with a solid tape-covered white ball, and as described by the Laws of Rackets;
- 1.1.31 “Rackets Committee” means a committee of members (whose appointments, however arising, are subject to the approval of the Board) to which the Board has delegated specific powers in relation to the game of Rackets;
- 1.1.32 “relevant officer” has the meaning given to that term in Article 53.3.2;
- 1.1.33 “Secretary” means the member appointed by the Board as the secretary of the Company;
- 1.1.34 “special resolution” has the meaning given to that term in section 283 of CA 2006;
- 1.1.35 “subsidiary” has the meaning given to that term in section 1159 of CA 2006;
- 1.1.36 “Tennis” means the traditional form of tennis known as Real Tennis and played in an enclosed, indoor court with an asymmetric wooden racquet, as described by the Laws of Tennis;
- 1.1.37 “Tennis Committee” means a committee of members (whose appointments, however arising, are subject to the approval of the Board)

to which the Board has delegated specific powers in relation to the game of Tennis;

1.1.38 “Treasurer” means the person appointed as the treasurer by the Board;

1.1.39 “United Kingdom” means Great Britain and Northern Ireland; and

1.1.40 “Vice President(s)” means the one or more members proposed by the Board for approval by the members as a Vice President of the Company;

1.1.41 “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 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in CA 2006 as in force on the date when these Articles become binding on the Company shall have the same meanings in these Articles.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 The masculine shall include the feminine and the singular shall include the plural and vice versa.

1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time and shall include any orders, regulations or subordinate legislation from time to time made under it and any amendment or re-enactment of it or any such orders, regulations or subordinate legislation for the time being in force.

1.6 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.7 No regulations set out in any statute or in any statutory instrument or other subordinate legislation concerning companies, including but not limited to the Model Articles, shall apply to the Company, but the following shall be the articles of association of the Company.

2 Company’s Objects

2.1 The Company’s objects are restricted specifically to the advancement of amateur sport for the benefit of the public by the encouragement of participation in Tennis and Rackets through such means as the directors think fit including but not limited to:

2.1.1 acting as the governing body for Tennis and Rackets in the United Kingdom;

2.1.2 organising Tennis and Rackets tournaments and other events at which Tennis and Rackets are played;

2.1.3 increasing participation in Tennis and Rackets by those under 18 years of age and by under-represented groups including those with disabilities; and

2.1.4 providing grants to clubs, schools and universities to assist in the provision of facilities for Tennis and Rackets.

2.2

2.2.1 The income and property of the Company shall be applied solely towards the promotion of the Objects.

2.2.2 None of the income or property of the Company may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Company. This does not prevent a member who is not also a director of the Company receiving:

- a. a benefit from the Company in the capacity of a beneficiary of the Company;
- b. reasonable and proper remuneration for any goods or services rendered to the Company;
- c. interest on money lent to the Company at a reasonable and proper rate not exceeding either 2% per annum below the base lending rate prescribed for the time being by a clearing bank in London selected by the directors or 3%, whichever is the greater;
- d. reasonable and proper rent for premises demised or let to the Company;
- e. any premium in respect of insurance to cover any of the liabilities specified in Article 54.

A member who is also a director may only receive a benefit, directly or indirectly, in accordance with Article 24 below.

2.3

2.3.1 If on the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatever of the Company (the Company's surplus assets), the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred in accordance with this Article.

2.3.2 The Members of the Company may at any time before, and in expectation of, its dissolution resolve that the Company's surplus assets shall on or before the dissolution of the Company be applied or transferred in any of the following ways:

- a. directly for one or more of the Objects;
- b. to any one or more charities for purposes which are similar to the Objects; or
- c. to any one or more charities for use for particular purposes falling within the Objects.

2.3.3 Subject to any such resolution of the Members of the Company, the Directors of the charity may at any time before and in expectation of its dissolution resolve that the Company's surplus assets shall on or before dissolution of the Company be applied or transferred in any of the following ways:

- a. directly for one or more of the Objects;
- b. to any one or more charities for purposes which are similar to the Objects; or
- c. to any one or more charities for use for particular purposes falling within the Objects.

2.3.4 In the event of no resolution being passed by the Members or the Directors in accordance with this Article on the winding-up or dissolution of the Company, the Company's surplus assets shall be applied for charitable purposes as directed by the Court or the Charity Commission.

2.3.5 If the Company is a trustee of any trusts at the time it is wound up or dissolved, the Company shall procure the appointment of a new trustee or trustees of those trusts in the place of the Company.

3 Liability of members

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

3.1.1 payment of the Company's debts and liabilities contracted before he ceases to be a member;

3.1.2 payment of the costs, charges and expenses of winding up; and

3.1.3 adjustment of the rights of the contributories among themselves.

PART 2 - DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

4 Directors' general authority

4.1 Subject to the Articles and to the applicable provisions for the time being of the Companies Acts, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

4.2 Subject to article 4.3, the Board shall endeavour to carry on the business of the Company so as not to make a profit or a loss.

4.3 The Board in its absolute discretion may make provision for creating or setting aside a reasonable reserve fund for any general or particular purpose.

4.4 The Board may make bye-laws or set down operating procedures in such form as it may see fit, and it may modify or revoke such bye-laws or operating procedures.

5 Directors' Power to Appoint Officers

5.1 Subject to the following provisions of this article 5, the Board may appoint one person as the Patron of the Company, and propose to the members that a person or persons are appointed to fill the following positions none of which are directorships (although any such person is entitled, separately and in accordance with the provisions of these Articles, to be a director):

5.1.1 one member as President of the Company; and

- 5.1.2 one or more members as Vice President of the Company.
- 5.2 A Chief Executive of the Company shall be appointed by the directors to manage the day to day affairs of the Company by implementing the policy and strategy adopted by and within a budget approved by the directors and if applicable to advise the directors in relation to such policy, strategy and budget. The directors shall provide the Chief Executive with a description of his role and the extent of his or her authority; and the Chief Executive shall report regularly to the directors on the activities undertaken in managing the Company and provide them regularly with management accounts sufficient to explain the financial position of the Company. A Company Secretary may also be appointed and the same person may fill both roles. The directors may remove from either post any person so appointed.
- 5.3 A Treasurer shall be appointed and nominated as a director by his fellow directors, subject to his consent, for approval by the members at the next AGM for a period not exceeding three years, which shall be renewable for a maximum of two further periods of three years. He shall take office with terms of reference on a date agreed by the directors.
- 5.4 Only a Life, Individual Member over the age of 21 or Honorary Member is eligible to be appointed as Patron, President, Vice President or Chairman of the Company.
- 5.5 At every annual general meeting any such person appointed as President of the Company who has by that time been in office since the annual general meeting three years previously shall retire.
- 5.6 Subject as aforesaid, a President of the Company who retires at an annual general meeting may, if willing to act, be reappointed for a further three years. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
- 5.7 A Vice President may be proposed by the Board to members for approval for long and distinguished service to the Company or to the games of Tennis and/or Rackets in general. He shall be appointed for life from the date of the Annual General Meeting at which such proposal is approved, except that should he subsequently be appointed President he shall cease holding the office of Vice President during his Presidency.
- 6 Members' reserve power
- 6.1 The members shall approve the appointment (prior to the office being taken up) of any person as the President of the Company (and may remove such person by ordinary resolution).
- 6.2 The members shall approve the appointment (prior to the office being taken up) of any person as Vice President of the Company (and may remove such person by ordinary resolution).
- 7 Directors may delegate
- 7.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:
- 7.1.1 to such person or committee;
- 7.1.2 by such means (including by a 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 they think fit.

7.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

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

8 Committees

8.1 The directors may delegate any of their powers to:

- 8.1.1 a Tennis Committee;
- 8.1.2 a Rackets Committee; or
- 8.1.3 any other committee the Board may create;

each of which shall act to the extent of the powers delegated to it by the Board.

8.2 Committees to which the Board delegates any of its powers shall act only within those express powers.

8.3 Committees shall, to the extent reasonably possible, observe the corporate governance requirements for directors set out in the Articles (including those provisions of the Articles which govern the taking of decisions by directors).

8.4 The directors may make rules of procedure for any committee which, to the extent of any inconsistency, shall prevail over a committee's obligations pursuant to Article 8.3 above.

8.5 Where a provision of the Articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been expressly delegated by the directors to a committee, the provision shall be construed as permitting the exercise of the power, authority or discretion by the committee.

8.6 In the event that a person or persons are directly elected to a committee (whether by the members of the Company or otherwise), such persons shall have only those powers specifically delegated by the Board to them, or to the relevant committee, and they shall only take up and hold such post with the consent of the Board. The Board shall at all times retain the responsibility for ensuring that no person sits on a committee if the Board believes that such appointment is prejudicial to the best interests of either that committee or the Company.

8.7 Any person who is a Life Member, Individual Member over the age of 21, Honorary Member or nominated representative of either the Real Tennis Professionals Association or the Rackets Professionals Association or the nominated representative of the Ladies' Real Tennis Association shall be eligible to hold office as a member of a committee.

DECISION-MAKING BY DIRECTORS

9 Directors to take decisions collectively

- 9.1 The general rule about decision-making by directors is that any decision of the directors must be taken as a majority decision at a meeting or as a directors' written resolution in accordance with Article 10 (Directors' written resolutions) or otherwise as a unanimous decision taken in accordance with Article 11 (Unanimous decisions).
- 9.2 Subject to the Articles, each director participating in a directors' meeting has one vote.
- 10 Directors' written resolutions
- 10.1 Any director may propose a directors' written resolution by giving notice in writing of the proposed resolution to each of the other directors (including alternate directors).
- 10.2 If the company has appointed a company secretary, the company secretary must propose a directors' written resolution if a director so requests by giving notice in writing to each of the other directors (including alternate directors).
- 10.3 Notice of a proposed directors' written resolution must indicate:
- 10.3.1 the proposed resolution; and
- 10.3.2 the date by which the resolution shall lapse if it has not been adopted by the directors.
- 10.4 A proposed directors' written resolution is adopted when a majority of the non-conflicted directors (or their alternates) have signed one or more copies of it, provided that those directors (or their alternates) would have formed a quorum at a directors' meeting were the resolution to have been proposed at such meeting.
- 10.5 Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the Articles.
- 11 Unanimous decisions
- 11.1 A decision of the directors is taken in accordance with this Article 11 when all non-conflicted directors indicate to each other by any means that they share a common view on a matter.
- 11.2 A decision may not be taken in accordance with this Article 11 if the non-conflicted directors would not have formed a quorum at a directors' meeting had the matter been proposed as a resolution at such a meeting.
- 11.3 Once a directors' unanimous decision is taken in accordance with this Article 11 it must be treated as if it had been a decision taken at a directors' meeting in accordance with the Articles.
- 12 Calling a directors' meeting
- 12.1 Any director may call a directors' meeting by giving reasonable notice of the meeting to each of the directors (including alternate directors), whether or not he is absent from the UK, or by authorising the company secretary (if any) to give such notice.
- 12.2 Notice of any directors' meeting must indicate:
- 12.2.1 its proposed date and time;
- 12.2.2 where it is to take place; and

- 12.2.3 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.
 - 12.3 Subject to Article 12.4, notice of a directors' meeting must be given to each director but need not be in writing.
 - 12.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company prior to or up to and including not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
 - 12.5 The Board shall meet not less than three times in each calendar year.
- 13 Participation in directors' meetings
- 13.1 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - 13.1.1 the meeting has been called and takes place in accordance with the Articles, and
 - 13.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
 - 13.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
 - 13.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 14 Chairing of directors' meetings
- 14.1 The Board shall appoint a Chairman from amongst their number or otherwise.
 - 14.2 The Chairman shall chair Board meetings.
 - 14.3 If the Chairman is not able to chair a Board meeting, he may appoint a substitute chair for that meeting as he sees fit. If neither the Chairman nor his substitute is available to chair a Board meeting, the directors may appoint a director to chair that meeting.
 - 14.4 The person so appointed for the time being is known as the chairman.
- 15 Chairman's casting vote at directors' meetings
- 15.1 If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting has a casting vote in addition to his personal vote.
 - 15.2 Article 15.1 does not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman or other director chairing the meeting is a conflicted director for the purposes of that meeting (or that part of that meeting at which the proposal is voted upon).
- 16 Quorum for directors' meetings
- 16.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 16.2 Subject to Article 16.3, the quorum for the transaction of business at a meeting of directors may be fixed from time to time by a decision of the directors but unless otherwise fixed it is four. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
- 16.3 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—
- 16.3.1 to appoint further directors, or
 - 16.3.2 to call a general meeting so as to enable the members to appoint further directors.
- 16.4 For the purposes of any meeting (or part of a meeting) held pursuant to Article 17 (directors' conflicts of interests) to authorise a director's conflict, if there is only one non-conflicted director in office in addition to the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one non-conflicted director.
- 17 Directors' conflicts of interests
- 17.1 Whenever a director finds himself in a situation that is reasonably likely to give rise to a conflict of interest, he must declare his or her interest to the directors unless, or except to the extent that, the other directors are or ought reasonably to be aware of it already
- 17.2 Whenever a matter is to be discussed at a meeting and a director has a conflict of interest in respect of that matter then, subject to Article 17.4 he must:
- 17.2.1 Remain only for such part of the meeting as in the view of the other directors is necessary to inform the debate;
 - 17.2.2 Not be counted in the quorum for that part of the meeting; and
 - 17.2.3 Withdraw during the vote and have no vote on the matter.
- 17.3 If any question arises as to whether a director has a conflict of interest, the question shall be decided by a majority decision of the other directors.
- 17.4 The directors may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law;
- 17.4.1 Any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has a conflict of interest; and
 - 17.4.2 The manner in which a conflict of interest arising out of any director's office, employment or position may be dealt with and, for the avoidance of doubt, they can decide that the director with a conflict of interest can participate in a vote on the matter and can be counted in the quorum.
 - 17.4.3 Provided that when deciding to give such authorisation the provisions of Article 17.2 shall be complied with and provided that nothing in this Article 17.4 shall have the effect of allowing the Directors to authorise a benefit that is not permitted in accordance with the Articles.
- 17.5 If a matter, or office, employment or position, has been authorised by the directors in accordance with Article 17.4 then, even if he has been authorised to remain at the meeting by the other directors, the director may absent himself from

meetings of the directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

18 Records of decisions to be kept

The directors must ensure that the Company keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

19 Directors' discretion to make further rules

Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT AND TERMINATION OF DIRECTORS

20 Number of directors

20.1 Unless otherwise determined by ordinary resolution, the number of directors shall be subject to a maximum of thirteen and shall not be less than five.

20.2 There shall be:

20.2.1 five Nominated Directors who, subject to their consent, shall be directors whilst holding the offices of Chair, Treasurer, Tennis Committee Chair, Rackets Committee Chair and Chair of the Ladies Real Tennis Association;

20.2.2 two further Nominated Directors acting as representatives respectively of UK Tennis professionals and UK Rackets professionals, appointed, subject to their consent, by the Board;

20.2.3 up to four Elected Directors (including for the avoidance of doubt any Elected Directors appointed in accordance with Articles 20 and 21 (the "Old Articles") of the Articles in force before the adoption of this Article 20 and Article 21 below (the "New Articles")); and

20.2.4 up to two Additional Directors appointed under Article 21.4.

21 Methods of appointing directors

Directors shall be appointed in accordance with this Article.

21.1 *Nominated Directors*

Upon the occasion of one of the Nominated Directors (including for the avoidance of doubt any Nominated Directors appointed in accordance with the Old Articles) ceasing to hold the office or perform the role for which that Nominated Director's nomination was predicated, or ceasing to be a director, the directors will appoint a successor to hold office as a Nominated Director, subject to that person's consent.

21.2 *Elected directors*

21.2.1 In the event that the number of Elected Directors (including for the avoidance of doubt any Elected Directors appointed in accordance with the Old Articles) has fallen below four (or will fall below four, whether by way of retirement (other than under Article 21.5) or otherwise, at the next AGM) the Board shall invite members (who must be proposed and seconded by two other members or by the Board in such form as the

Board may determine) to stand for election for such vacancy (or vacancies).

21.2.2 In the event that more candidates stand for election than there are vacancies, the members (in such form as the Board may determine) shall vote for those candidates with each member being entitled to vote for up to such number of candidates as shall equal the number of vacancies and the candidate (or candidates) with the greatest numbers of votes shall be appointed by the Board to hold office as an Elected Director (or Elected Directors) with effect from the conclusion of the next AGM. In the event of a tie the result shall be decided by lot (in such manner as the Board shall determine).

21.2.3 In the event that the number of candidates standing for election is equal to or less than the number of vacancies the Board shall in respect of each such candidate propose an ordinary resolution at the next AGM to appoint that candidate as an Elected Director.

21.3 Filling vacancies

Any person who is willing to act as a director may be appointed by resolution of the Board to fill any vacancy for an Elected Director which has not been filled in accordance with Article 21.2.

21.4 Additional Directors

Any person who is willing to act as a director, and who is permitted by law to do so, may be appointed as an Additional Director by resolution of the Board subject to the maximum number set out in Article 20.2.4.

21.5 Approval by Members

21.5.1 Any director appointed by the Board under Article 21.1, 21.3 or 21.4 shall retire in accordance with Article 23.1 at the AGM following such person's appointment and may be re-elected in accordance with Article 23.2 and if so re-elected shall retire at the third AGM following such re-election and, shall be eligible for re-election in accordance with Article 23.1, and may be re-elected in accordance with Article 23.2.

21.5.2 Any director appointed by the Board under Article 21.2.2 shall retire at the third AGM following such appointment taking effect, shall be eligible for re-election in accordance with Article 23.1, and may be re-elected in accordance with Article 23.2.

21.5.3 Any director elected under Article 21.2.3 shall retire at the third AGM following such election, shall be eligible for re-election in accordance with Article 23.1, and may be re-elected in accordance with Article 23.2.

21.5.4 For the avoidance of doubt in applying the provisions of Article 23 (*Retirement of Directors*) time spent by any person as an Elected Director or Nominated Director under the Old Articles shall be aggregated with the time such person has continued as an Elected Director or Nominated Director (as the case may be) under the New Articles.

21.6 Eligibility

No person who is not a Life, Individual Member aged 21 or over or Honorary Member shall in any circumstances be eligible to hold office as a director. No person who is not a Life, Individual Member aged 21 or over or Honorary Member shall in any circumstances be eligible to propose or second a person as an Elected Director.

22 Termination of director's appointment

22.1 A person ceases to be a director as soon as:

- 22.1.1 that person ceases to be a director by virtue of any provision of CA 2006 or is prohibited from being a director by law;
- 22.1.2 that person ceases to be a member;
- 22.1.3 a bankruptcy order is made against that person;
- 22.1.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 22.1.5 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;
- 22.1.6 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; or
- 22.1.7 notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

23 Retirement of Directors

- 23.1 At every AGM those directors who have by that time been in office since the AGM three years previously, or who have been appointed pursuant to Articles 21.1, 21.3 or 21.4, shall retire.
- 23.2 Subject to Articles 23.3 and 23.4 below, a director who retires at an AGM may, if willing to act, be reappointed for a further period of three years, by ordinary resolution. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
- 23.3 If the Chairman, the Treasurer or either of the Games Committee Chairmen, on the date of any AGM, has served as a director since the AGM nine years previously, he shall not be eligible to serve as a director until the commencement of the AGM in the following year.
- 23.4 If an Elected Director, on the date of any AGM, has served as a director since the AGM six years previously, he shall not be eligible to serve as a director until the commencement of the AGM in the following year.

24 Directors' remuneration

24.1 A director:

- 24.1.1 shall be entitled to be paid reasonable out-of-pocket expenses properly incurred when acting on behalf of the Company;

24.1.2 may receive an indemnity from the Company in accordance with Article 53;

24.1.3 may benefit from insurance cover, including indemnity insurance, purchased at the expense of the Company in accordance with Article 54;

subject thereto no director may receive any payment or other material benefit, directly or indirectly, from the Company unless:

24.1.4 the payment is expressly permitted in Article 24.2 below and the conditions set out in Article 25 are followed; or

24.1.5 the directors obtain the prior written approval of the Charity Commission.

24.2 A director may directly or indirectly:

24.2.1 receive a benefit in the capacity of a beneficiary of the Company;

24.2.2 receive fees, remuneration or other benefit in money or money's worth under a contract for the supply of goods or services (including goods supplied in connection with the provision of such services) to the Company other than for acting as a director;

24.2.3 receive interest on money lent to the Company at a reasonable and proper rate not exceeding either 2% per annum below the base lending rate prescribed for the time being by a clearing bank in London selected by the directors or 3%, whichever is the greater;

24.2.4 receive reasonable and proper rent for premises demised or let to the Company.

25 Directors' Expenses

25.1 The authority in Article 24 above is subject to the following conditions being satisfied:

25.1.1 the remuneration or other sums paid to or for the benefit of the director do not exceed an amount which is reasonable in all the circumstances;

25.1.2 prior to any payment being made to the director or for his benefit (other than in his capacity as a beneficiary) an appropriate written contract is concluded between the director (or relevant person) and the Company containing the full details of his duties and obligations to the Company the amount of remuneration payable to him and all other relevant terms and conditions and copies of all such contracts are retained by the Company for inspection by any authorised person;

25.1.3 the other directors are satisfied that it is in the interests of the Company to contract with that director (or relevant person) rather than with someone who is not a director (or relevant person). In reaching that decision the directors shall balance the advantage of contracting with the director (or relevant person) against the disadvantages of doing so (including the loss of the director's services as a result of dealing with the director's conflict of interests);

- 25.1.4 a majority of the directors then in office are not in receipt of such payments or benefits;
- 25.1.5 the provisions of Article 17 are observed in relation to any discussions of the directors concerning that director's interest, his remuneration or any variation of his remuneration;

and, in this Article, where Article 24.2 applies in respect of a director indirectly, a relevant person is a person (other than the director) who proposes to enter into a contract with, lend money to or demise or let premises to the Company under Articles 24.2.2, 24.2.3 or 24.2.4 as the case may be.

ALTERNATE DIRECTORS

26 Appointment and removal of alternate directors

- 26.1 Any director (appointor) may appoint as an alternate any other director for the duration of one meeting to:
 - 26.1.1 exercise that director's powers; and
 - 26.1.2 carry out that director's responsibilities,in relation to the taking of decisions by the directors in the absence of the alternate's appointor.

PART 3 - MEMBERS

BECOMING AND CEASING TO BE A MEMBER

27 Applications for membership

- 27.1 No person may be admitted to the membership of the Company other than individuals, clubs, universities, colleges, schools, corporations, and other organisations who are owners or tenants of Tennis and Rackets courts and all supporters of either game, subject to the approval by the directors and, with the exception of Honorary Members, upon payment of the subscription provided for under these articles.
- 27.2 No person shall become a member of the Company unless that person has submitted a completed application for membership to the Chief Executive in a form approved by the directors and the directors, or any person or body appointed by them, have approved the application.
- 27.3 The Chief Executive shall keep a register of all Members of the Company.

28 Classes of membership

- 28.1 There shall be the following classes of Members:
 - 28.1.1 Life Members;
 - 28.1.2 Individual Members under 21 years;
 - 28.1.3 Individual Members 21 years and over but under 28 years;
 - 28.1.4 Individual Members 28 years and over but under 70 years;
 - 28.1.5 Individual Members 70 years and over;
 - 28.1.6 Individual Members deemed to be Associate Members, having no rights to call, receive notice of, attend or vote at, or otherwise in relation to, General Meetings;

28.1.7 Corporate Members (for which class of Membership: Clubs, Universities, Colleges, Schools, the Tennis and Rackets Professionals' Associations, Service Establishments and other such bodies of persons shall be eligible); and

28.1.8 Honorary Members.

28.2 The directors may determine in their absolute discretion, to which class of members, as set out above in 28.1, a member is to be admitted or if a class of member shall be closed to new members.

28.3 The directors may elect as Honorary Members such persons as it may, from time to time, approve, whether for exceptional service to Tennis or Rackets or for any other reason. Every such election shall be announced at the next General Meeting of the Company. Honorary Members shall have all the rights and privileges of Membership of the Company without payment of any subscription.

29 Annual Subscriptions

29.1 Individual Members and Corporate Members shall pay an annual subscription to the Company, unless otherwise provided for in these articles.

29.2 The Board shall (subject to confirmation by the Company by way of an ordinary resolution in a General Meeting) determine and shall have power to vary the annual subscriptions payable by Individual and Corporate Members respectively.

29.3 The first subscription of Individual Members shall be due and payable on becoming a Member of the Company and future subscriptions shall be due and payable in advance in subsequent years on such date or dates that the Board of Directors may from time to time determine.

29.4 Corporate Subscriptions shall be paid in accordance with arrangements agreed by the Board.

29.5 Members shall be entitled to their privileges from the date on which the Company receives the initial and subsequent subscription monies.

29.6 Subscriptions shall be payable by variable direct debit mandate (providing the Member maintains a bank account in the United Kingdom) unless the Company agrees otherwise.

29.7 The Company shall be empowered to:

29.7.1 levy an extra charge, as authorised by the directors according to the class of membership, on any Member with a bank account in the United Kingdom who pays by cash.

29.7.2 waive (in whole or in part) for any period (definite or indefinite) the subscription of any Individual or Corporate Member if it sees fit in the best interests of the Company and notwithstanding anything contained in these articles.

30 Termination of membership

30.1 A member may withdraw from membership of the Company by giving not less than 7 days' notice to the Company in writing. No refund of any annual or other subscription shall become due.

30.2 Membership is not transferable.

30.3 A person's membership terminates when that person dies or ceases to exist. No refund of any annual or other subscription shall become due.

31 Expulsion or Suspension of Membership

31.1 The directors may expel or suspend any member of the Company whose conduct is or is likely to be, in the directors' judgment, considered to bring the Company into disrepute, or to be contrary to the best interests of Tennis and Rackets. In the event of such expulsion or suspension no refund of any annual or other subscription shall become due.

31.2 A resolution proposing to expel or suspend a member requires, in order for it to be passed, the vote in favour of a majority of the Board present and entitled to vote.

31.3 Before passing such a resolution the Board shall afford the Member concerned an opportunity of explaining his conduct in writing or in person and either alone or accompanied by a representative of his choice, or by sending a representative alone.

31.4 The Board shall not be liable to give any explanation or reason for exercising such power.

31.5 The membership of a member who fails to pay his membership fees by the date such fees are due (and who has not withdrawn from membership pursuant to Article 30.1) shall be automatically suspended until such time as his fees are paid in full, including payment of membership fees for any period for which his membership was suspended by reason of his non-payment of fees.

ORGANISATION OF GENERAL MEETINGS

32 Convening general meetings

32.1 The Company shall in each calendar year hold a general meeting as its AGM in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one AGM and that of the next.

32.2 Other general meetings may be held at any time.

32.3 Any AGM or general meeting called under this section may be held as either a physical meeting, or a meeting by video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation, or any combination of such methods, as may be decided by the directors.

32.4 At the Annual General Meeting the following ordinary business shall be transacted:

32.4.1 The approval of the minutes of the previous Annual General Meeting and consideration of any matters arising therefrom.

32.4.2 The adoption of the Annual Report and Accounts.

32.4.3 Any other such business as shall be brought forward by the Board (or by members in accordance with section 303 CA 2006) and which shall have been stated in the agenda, including details of resolutions to be considered and, if thought fit, passed.

32.5 The directors may call general meetings and, on the requisition of members pursuant to the provisions of CA 2006, shall forthwith proceed to convene a

general meeting in accordance with CA 2006. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or the members requisitioning the meeting (or any of them representing more than one half of the total voting rights of them all) may call a general meeting. If the Company has only a single member, such member shall be entitled at any time to call a general meeting.

33 Notice of general meetings

- 33.1 General meetings (other than an adjourned meeting) shall be called by at least fourteen Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote, being a majority who together represent not less than ninety per cent (90%) of the total voting rights at that meeting of all the members.
- 33.2 The notice shall specify the time, date and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it.
- 33.3 Subject to the provisions of these Articles and to any restrictions imposed on members, the notice shall be given to all members and to the directors, alternate directors and the auditors for the time being of the Company.
- 33.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

34 Resolutions requiring special notice

- 34.1 If CA 2006 requires special notice to be given of a resolution, then the resolution will not be effective unless notice of the intention to propose it has been given to the Company at least twenty-eight Clear Days before the general meeting at which it is to be proposed.
- 34.2 Where practicable, the Company must give the members notice of the resolution in the same manner and at the same time as it gives notice of the general meeting at which it is to be proposed. Where that is not practicable, the Company must give the members at least fourteen Clear Days' before the relevant general meeting by advertisement in a newspaper with an appropriate circulation.
- 34.3 If, after notice to propose such a resolution has been given to the Company, a meeting is called for a date twenty-eight days or less after the notice has been given, the notice shall be deemed to have been properly given, even though it was not given within the time required by Article 34.1.

35 Attendance and speaking at general meetings

- 35.1 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.
- 35.2 A person is able to exercise the right to vote at a general meeting when:
 - 35.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

- 35.2.2 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.
 - 35.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
 - 35.4 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.
 - 35.5 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.
- 36 Quorum for general meetings
- 36.1 No business shall be transacted at any meeting unless a quorum is present. Subject to section 318(2) of CA 2006, nine qualifying persons (as defined in section 318(3) of CA 2006) entitled to vote upon the business to be transacted shall be a quorum.
 - 36.2 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 37 Chairing general meetings
- 37.1 If the Board has appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
 - 37.2 If the Board has not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
 - 37.2.1 the directors present, or
 - 37.2.2 (if no directors are present), the meeting,must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
 - 37.3 The person chairing a meeting in accordance with this Article is referred to as the chairman of the meeting.
- 38 Attendance/speaking by directors/non-members
- 38.1 Directors may attend and speak at general meetings.
 - 38.2 The Chairman of the meeting may permit other persons who are not:
 - 38.2.1 members of the Company, or
 - 38.2.2 otherwise entitled to exercise the rights of members in relation to general meetings,to attend and speak at a general meeting.
- 39 Adjournment
- 39.1 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 Chairman of the meeting must adjourn it. If, at

the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

- 39.2 The Chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 39.2.1 the meeting consents to an adjournment; or
 - 39.2.2 it appears to the chairman of the meeting that an adjournment is necessary to ensure that the business of the meeting is conducted in an orderly manner.
- 39.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 39.4 When adjourning a general meeting, the Chairman of the meeting must:
- 39.4.1 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
 - 39.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 39.5 If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, the Company must give at least seven Clear Days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 39.5.1 to the same persons to whom notice of the Company's general meetings is required to be given, and
 - 39.5.2 containing the same information which such notice is required to contain.
- 39.6 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.

VOTING AT GENERAL MEETINGS

40 Voting: general

- 40.1 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 the Articles. Subject to any rights or restrictions to which members are subject, on a show of hands, every member or corporate member who (if being an individual is over 21 years) is present in person or (if being a corporation) is present by a duly authorised representative (unless the representative is himself a member, in which case he shall have more than one vote) shall have one vote. A proxy shall not be entitled to vote on a show of hands.
- 40.2 No member shall vote at any general meeting, either in person or by proxy, unless all monies presently payable by him to the Company have been paid.
- 40.3 In the event of an equality of votes (whether on a show of hands or on a poll) the Chairman of the meeting shall have a casting vote in addition to his personal vote.
- 40.4 Unless a poll is duly demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of

the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

41 Errors and disputes

- 41.1 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.
- 41.2 Any such objection must be referred to the Chairman of the meeting, whose decision is final.

42 Poll votes

- 42.1 On a poll every member who (being an individual is present in person or by proxy) or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote. On a poll, a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
- 42.2 A poll on a resolution may be demanded:
 - 42.2.1 in advance of the general meeting where it is to be put to the vote, or
 - 42.2.2 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.
- 42.3 A poll may be demanded by:
 - 42.3.1 the Chairman of the meeting;
 - 42.3.2 the directors;
 - 42.3.3 two or more persons having the right to vote on the resolution; or
 - 42.3.4 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.
- 42.4 A demand for a poll may be withdrawn if:
 - 42.4.1 the poll has not yet been taken, and
 - 42.4.2 the Chairman of the meeting consents to the withdrawal.

A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.
- 42.5 A poll demanded on the election of a chairman 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 Chairman 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.
- 42.6 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.

42.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

43 Content of proxy notices

43.1 Subject to the provisions of these Articles, a member is entitled to appoint another member (who is entitled to vote at a general meeting) as his proxy to exercise all or any of his rights to attend and to speak and vote at a general meeting.

43.2 Proxies may only validly be appointed by a notice in writing (proxy notice) which:

43.2.1 states the name and address of the member appointing the proxy;

43.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

43.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

43.2.4 is delivered to the Company in accordance with the Articles and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate and received by the Company:

43.2.4.1 subject to Articles 43.2.4.2 and 43.2.4.3 in the case of a general meeting or adjourned meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the right to vote is to be exercised;

43.2.4.2 in the case of a poll taken more than forty-eight hours after it is demanded, after the poll has been demanded and not less than twenty-four hours before the time appointed for the taking of the poll; or

43.2.4.3 where the poll is not taken forthwith but is taken not more than forty-eight hours after it was demanded, at the time at which the poll was demanded or twenty-four hours before the time appointed for the taking of the poll, whichever is the later,

and a proxy notice which is not delivered and received in such manner shall be invalid.

43.3 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

43.4 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 and the proxy is obliged to vote or abstain from voting in accordance with the specified instructions. However, the Company is not obliged to check whether a proxy votes or abstains from voting as he has been instructed and shall incur no liability for failing to do so. Failure by a proxy to vote or abstain from voting as instructed at a meeting shall not invalidate proceedings at that meeting.

43.5 Unless a proxy notice indicates otherwise, it must be treated as:

- 43.5.1 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
- 43.5.2 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 Any notice of a general meeting must specify the address or addresses (proxy notification address) at which the Company or its agents will receive proxy notices relating to that meeting, or any adjournment of it, delivered in hard copy or electronic form.
- 44.2 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 Company by or on behalf of that person.
- 44.3 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 44.4 A notice revoking a proxy appointment only takes effect if it is received by the Company:
 - 44.4.1 in the case of a general or adjourned meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the right to vote is to be exercised;
 - 44.4.2 in the case of a poll taken more than forty-eight hours after it was demanded, not less than twenty-four before the time appointed for the taking of the poll; or
 - 44.4.3 in the case of a poll not taken forthwith but not more than forty-eight hours after it was demanded, at the time at which it was demanded or twenty-four hours before the time appointed for the taking of the poll, whichever is later,and a notice which is not delivered and received in such manner shall be valid.
- 44.5 In calculating the periods referred to in Article 43(Content of proxy notices) and this Article 44, no account shall be taken of any part of a day that is not a working day.
- 44.6 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.
- 44.7 A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal, or revocation of the instrument of proxy, unless previous intimation in writing of the death or revocation shall have been received by the Company by 5.00 pm on the day before the commencement of the meeting or adjourned meeting.

45 Representation of corporations at meetings

Subject to CA 2006, a corporation which is a member may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative or representatives at a meeting of the company (corporate representative). A director, secretary or other person authorised for the purpose by the directors may require a corporate representative to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers.

46 Amendments to resolutions

46.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

46.1.1 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 chairman of the meeting may determine), and

46.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

46.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

46.2.1 the Chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

46.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

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

WRITTEN RESOLUTIONS

47 Written Resolutions

47.1 A resolution of the members may be passed as a written resolution in accordance with chapter 2 of part 13 of CA 2006.

PART 4 - MISCELLANEOUS PROVISIONS

COMMUNICATIONS

48 Means of communication to be used

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

48.2 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

48.2.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, forty-eight hours after it was posted;

- 48.2.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 48.2.3 if properly addressed and sent or supplied by electronic means forty-eight hours after the document or information was sent or supplied; and
- 48.2.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this Article 48.2, no account shall be taken of any part of a day that is not a working day.

- 48.3 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by of CA 2006.
- 48.4 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors 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.
- 48.5 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 forty-eight hours.
- 48.6 It shall not be necessary to give any notice in hard copy form to a member who does not provide the Company with an address in the United Kingdom.
- 48.7 The company may send or supply documents or information to members by making them available on a website subject to the conditions set out in Part 4 of Schedule 5 CA 2006.

ADMINISTRATIVE ARRANGEMENTS

49 Alterations to the Articles of the Company

- 49.1 Any alterations to these Articles recommended by the Board may be proposed at a General Meeting by special resolution. Such a resolution requires approval of members by a majority of not less than 75%.

50 Accounts

- 50.1 The Board shall cause annual Accounts to be prepared made up to 30 June each year. They shall include for the year ended on that date an income and expenditure account together with a balance sheet identifying the surpluses or deficits for the year and the state of affairs of the Company as at that date.
- 50.2 The Accounts shall be laid before the members at the AGM and shall have been either:
 - 50.2.1 audited by a registered auditor; or
 - 50.2.2 examined by an independent chartered accountant;as determined by the Board.
- 50.3 The members may require an audit to be carried out if a resolution to that effect is passed at a general meeting.

- 50.4 The Board shall nominate for approval annually by the members at the AGM either:
- 50.4.1 a registered auditor to carry out an audit of the Company's accounts; or
 - 50.4.2 an independent chartered accountant to examine the Company's accounts;
- as determined by the Board or as otherwise required by resolution of the members.
- 50.5 The remuneration (if any) of either the registered auditor or the independent chartered accountant shall be fixed by the Board.
- 50.6 It shall be the duty of every officer of the Company to give to the registered auditor or the independent chartered accountant such information as he may reasonably require.

51 Company seals

- 51.1 Any common seal may only be used by the authority of the directors.
- 51.2 The directors may decide by what means and in what form any common seal is to be used.
- 51.3 Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by either at least two authorised persons or at least one authorised person in the presence of a witness who attests the signature.
- 51.4 For the purposes of this Article, an authorised person is:
- 51.4.1 any director of the Company;
 - 51.4.2 the Company secretary (if any); or
 - 51.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

52 No right to inspect accounts and other records

- 52.1 Except as provided by law or authorised by the directors 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

53 Indemnity

- 53.1 Subject to Article 53.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
- 53.1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them; and
 - 53.1.2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 53.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

53.2 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.

53.3 In this Article 53:

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

53.3.2 a relevant officer means any director or alternate director or other officer or former director or other officer of the Company or an associated company and may, if the members so decide, include any person engaged by the Company (or any associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

54 Insurance

The Company's powers include power to provide indemnity insurance to cover the liability of the Directors or any other officer of the Company:

54.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which he may be guilty in relation to the Company but not extending to:

54.1.1 any liability resulting from conduct which the Directors knew, or must reasonably be assumed to have known, was not in the interests of the Company, or where the Directors did not care whether such conduct was in the best interests of the Company or not;

54.1.2 any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors;

54.1.3 any liability to pay a fine or regulatory penalty.

54.2 to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986 but not extending to any liability to make such a contribution where the basis of the Director's liability is his knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.