

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

Y DDRAIG GOCH PICKLEBALL

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PART 1 - INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

In the Articles, unless the context requires otherwise:

“**Articles**” means the Association’s articles of association;

“**Association**” means; Y Ddraig Goch Pickleball

“**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;

“**Chairman**” has the meaning given in article 15;

“**Chairman of the meeting**” has the meaning given in article 31;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association;

“**Director**” means a Director of the Association, 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;

“**Electoral Officer**” means a person appointed by the board of Directors of the Association in relation to Article 21 (3);

“**Electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**Member**” has the meaning given in section 112 of the Companies Act 2006;

“**Ordinary Resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**Paid Up**” means having paid any annual subscriptions in full where such subscriptions are set by the Association or if no subscriptions are set, registered with the Association in terms of its registration rules set from time to time;

“**Participate**”, in relation to a Directors’ meeting, has the meaning given in article 13;

“**Proxy notice**” has the meaning given in article 37;

“Special resolution” has the meaning given in section 283 of the Companies Act 2006;

“Subscriptions” are the annual subscriptions (if any) towards the expenses of the Association, the scale, rate and amount of which shall be determined by the Board from time to time.

“Subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“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

In these Articles of Association the masculine includes the feminine and where appropriate the singular includes the plural.

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

2. Liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Association 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:

- (a) payment of the Association’s debts and liabilities contracted before he ceases to be a Member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

PART 2 - OBJECTS

3. Objects

The objects for which the Association is established shall be:

- (1) To promote and encourage in every way at local, national and international level the sport of pickleball and to act as the sole governing or delegating body for the sport in Wales. In co-operation with other appropriate bodies in England, Northern Ireland and Scotland promote the sport of pickleball throughout the UK;

- (2) to liaise with or affiliate to, as deemed appropriate, the International Federation of Pickleball (IFP), the USA Pickleball Association (USAPA), the Super Senior International Pickleball Association (SSIPPA) and other appropriate bodies.

PART 3 - POWERS

4. Powers of the Association

In furtherance of the objects in Article 3 but not otherwise, the Association shall have power to do any act or deed or thing permitted by law.

5. Restrictions

The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in Article 3 and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Association provided that nothing herein shall prevent any payment in good faith by the Association:

- (a) of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association in return for any services actually rendered to the Association;
- (b) of reasonable and proper out of pocket expenses to any officer or servant of the Association or to any Member of the Association expended in the course of providing services to the Association;
- (c) of interest on money lent by any Member of the Association at a rate per annum not exceeding two per cent less than the base lending rate of a clearing bank to be selected by the board of Directors of the Association or three per cent whichever is the greater;
- (d) of reasonable and proper rent for premises demised or let by any Member of the Association;
- (e) of fees, remuneration or other benefit in money or money's worth directly or indirectly to a Member of the Association for goods or services provided that such Member was prior to his election or appointment already supplying goods or services to the Association and further that such goods or services are supplied at a price not exceeding the fair market price on normal trade terms, and further that such Member of the Association shall absent himself from any meeting during the discussion of such supply and shall refrain from voting on the matter.

PART 4 - DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

7. Members' reserve power

- (1) The Members may, by Special resolution, direct the Directors to take, or refrain from taking, specified action.
- (2) No such Special resolution invalidates anything which the Directors have done before the passing of the resolution.

8. Directors may delegate

- (1) Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;as they think fit.
- (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.
- (3) The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

9. Committees

- (1) Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- (2) The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

- (3) The quorum for a sub-committee shall be three (3).

DECISION-MAKING BY DIRECTORS

10. Directors to take decisions collectively

- (1) The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 11.
- (2) If:
 - (a) the Association only has one Director, and
 - (b) no provision of the Articles requires it to have more than one Director, the general rule does not apply, and the Director may take decisions without regard to any of the provisions of the Articles relating to Directors' decision-making.

11. Unanimous decisions

- (1) A decision of the Directors 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.
- (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.
- (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 Directors' meeting.
- (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.

12. Calling a Directors' meeting

- (1) Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Association secretary (if any) to give such notice.
- (2) Notice of any Directors' meeting must indicate:
 - (a) its proposed date and time;
 - (b) where it is to take place; and

- (c) 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.
- (3) Notice of a Directors' meeting must be given to each Director, but need not be in Writing.
- (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 Association not more than 7 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.

13. Participation in Directors' meetings

- (1) Subject to the Articles, Directors Participate in a Directors' meeting, or part of a Directors' meeting, when:
 - (a) the meeting has been called and takes place in accordance with the Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (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.
- (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. Quorum for Directors' meetings

- (1) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is two.
- (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:
 - (a) to appoint further Directors, or
 - (b) to call a general meeting so as to enable the Members to appoint further Directors.

15. Chairing of Directors' meetings

- (1) The Directors may appoint a Director to chair their meetings.
- (2) The person so appointed for the time being is known as the Chairman.
- (3) The Directors may terminate the Chairman's appointment at any time.
- (4) If the Chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

16. Casting vote

- (1) If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the Articles, the Chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

17. Conflicts of interest

- (1) If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Association 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.
- (2) But if paragraph (3) applies, a Director who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when:
 - (a) the Association by Ordinary Resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
 - (b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the Director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes:
 - (a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries;

- (b) subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Association or any of its subsidiaries which do not provide special benefits for Directors or former Directors.
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of Directors or of a committee of Directors 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 Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive.
- (7) If any question as to the right to Participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

18. Records of decisions to be kept

The Directors must ensure that the Association keeps a record, in Writing, for at least 10 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 OF DIRECTORS

20. Number of Directors

- (1) The number of Directors shall not be fewer than two (2) nor more than ten (10) of whom eight (8) shall be elected by Members of the Association and of whom two shall be appointed by the Board. The Board shall endeavour to ensure that two

Directors are independent. In appointing such independent Directors the Board shall have regard to the needs of the Association and specific skills and experience of the proposed independent Directors. An Appointments sub-committee of the Board shall be established to make a recommendation to the Board on suitable candidates. The appointment of such two independent Directors shall be for fixed two year terms.

- (2) The eight (8) Directors elected by the Members will be divided into the following two (2) categories: i) two (2) National Directors who will be elected by postal and/or Electronic ballot of the entire Membership of the Association and ii) six (6) Regional Directors, one resident in each of the existing six (6) regions of the Association, who will be elected by postal and/or Electronic ballot of the Members residing within their own region only.
- (3) In the event of a non-contested vacancy (only one nominee) no ballot shall be instigated.

21. Methods of appointing Directors

- (1) The board of Directors may from time to time and at any time appoint any Member, or other person who is willing to become a Member of the board to fill a casual vacancy or by way of addition to the board. If a vacancy is created, howsoever caused, for an elected Director the Board will normally advertise the vacancy in accordance with Article 20(2) if there is more than 12 months of the term remaining. Unless filling a vacancy created by the departure, howsoever caused, of an elected Director, such appointment will be for no longer than two years.
- (2) Subject to Article 20, election to the Board shall be by postal and/or Electronic ballot of every individual Member of eighteen (18) years of age or over. Each Member shall have one (1) vote for each National vacancy plus one (1) vote only for any vacancy within their own region and those candidates who receive the highest number of valid votes shall be elected in each of the two categories.
- (3) The electoral process shall be overseen by an Electoral Officer. Director vacancies shall be advertised on the Association's website for a minimum of forty-five (45) days prior to the published nomination date and will also be advertised in the next available edition of the Association's official journal (if any). Candidates must identify the single vacancy for which they are standing. Each candidate must be nominated by a minimum of ten individual, Paid Up, Members, using the official nomination form provided by the Association. The details of the candidates and their categories shall be set out in the ballot paper in alphabetical order. Votes shall be recorded on a ballot paper to be supplied to each Member not fewer than forty-two (42) days prior to the Annual General Meeting with the ballot paper to be returned to the Association registered offices,

or such address as the Electoral Officer shall direct, at least fourteen (14) days prior to the Annual General Meeting. Ballot papers received after this date will be excluded. The result of the ballot shall be announced at the Annual General Meeting.

- (4) There shall be no upper age limit for Directors of the Association.
- (5) Subject to the provisions of the Act, the Directors will serve for three (3) years and retire by rotation. In the case of a Director co-opted to replace a Director who did not serve his full three year term that co-opted Director will serve the remainder of the original three year term and then retire.
- (6) At each Annual General Meeting one-third of the Members of the board (excluding independent Members of the Board) or if their number is not three, or a multiple of three, then the number nearest one-third shall retire from office. Retiring Members shall be eligible for re-election, except that the Board shall take all reasonable steps to procure that no Member of the board shall be a Member of the Board for more than nine consecutive years or more than three terms of three years (or three terms of two years in the case of independent Directors) unless there exists exceptional requirements on the Board. The Board will endeavour to ensure that there is both male and female representation on the Board. The Members of the board to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment.
- (7) In any case where, as a result of death, the Association has no Members and no Directors, the personal representatives of the last Member to have died have the right, by notice in Writing, to appoint a person to be a Director.
- (8) For the purposes of paragraph (7), where 2 or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

22. Termination of Director's appointment

- (1) Every Director appointed pursuant to Article 21 shall hold office until the earliest to occur of the following:
 - (a) they resign office or are removed as a Director by unanimous resolution of the other Members of the Board (such resolution passed by the Board but excluding the person so removed) if found to be in breach of the Directors' Code of Conduct; or
 - (b) they die; or
 - (c) they vacate office pursuant to Article 23;
 - (d) they absent themselves from three consecutive meetings of the Board without special leave of absence from the other Directors, such leave not to be unreasonably withheld.

- (2) A person ceases to be a Director as soon as:
- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
 - (b) a Bankruptcy order is made against that person;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - (e) 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;
 - (f) written notification is received by the Association from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

23. Directors' remuneration

No Director may receive any remuneration for his services in the capacity of Director.

24. Directors' expenses

The Association may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

- (a) meetings of Directors or committees of Directors,
 - (b) general meetings,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

PART 5 - MEMBERS

BECOMING AND CEASING TO BE A MEMBER

25. Membership

- (1) Members of the Association shall comprise three separate groups as follows:
- (a) Individual: persons who play, coach, umpire, officiate or organise Pickleball or are in any way connected with the game of Pickleball; and

- (b) Group: any club or any national or regional association or any organisation, including companies and corporate bodies, may, upon successful application and the payment of an appropriate fee, and at the discretion of the Board, be affiliated to or associated with the Association. The Board shall from time to time by resolution determine the various categories, rights, privileges and liabilities including the amount of any affiliation or association fee that shall be enjoyed and undertaken by such clubs or shooting grounds.
- (2) No person shall become a Member of the Association unless:
- (a) that person has completed an application for Membership in a form approved by the Directors and accompanied by a remittance to cover the joining fee (if any) and/or the appropriate Subscription (if any) from the date of application for the following twelve (12) months., and
 - (b) the Directors have approved the application.

26. Termination of Membership

- (1) A Member may withdraw from Membership of the Association by giving 7 days' notice to the Association in Writing.
- (2) Membership is not transferable.
- (3) A person's Membership terminates when that person dies or ceases to exist or fails to comply with these Articles and any requirements as to the payment of Subscriptions as determined by the Board.

GENERAL MEETINGS

27. Annual General Meetings

- (1) The Association shall hold a general meeting in every calendar year as its "Annual General Meeting", at such time and place as may be determined by the Board and shall specify the meeting as such in the notice calling it, provided that no one Annual General Meeting shall be held more than fifteen (15) months after the last preceding Annual General Meeting.
- (2) An Annual General Meeting shall be called by 21 clear days notice in writing and shall be deemed published if displayed on the Association's website or in the Association's official journal (if any).
- (3) The Annual General Meeting shall be held for the following purposes:
 - (a) to receive and adopt the financial statements of the Association for the previous financial year;

- (b) to announce the results of the ballot pursuant to Article 21
- (c) to appoint such honorary officers or advisers as deemed appropriate or as may be recommended by the Board;
- (d) to discuss any such other business as shall be by notice in writing sent to the CEO and received by him not later than 31st January immediately preceding the date of the Annual General Meeting and signed by not fewer than five (5) Individual members. Notice thereof shall be given to the members of the Association prior to the meeting by means of the Association's website or its official journal or such other method as the Board may decide;
- (e) to discuss in open forum any other business as may be brought up from the floor of the meeting with the approval of the Chairman.

28. Other General Meetings

- (1) The Association shall call a general meeting upon receipt of requests from any twenty five (25) Members. The request shall be in Writing to the Board and shall state the general nature of the business to be dealt with at the general meeting and may include text of a resolution that is intended to be moved at the general meeting. The provisions of section 304 of the Act shall apply to any such requests.
- (2) Every Member shall receive not fewer than twenty-one (21) days written notice of the time, venue and agenda of all General Meetings. Such notice may be in electronic form and written notice shall be deemed published if displayed on the Association's website or in the Association's official journal (if any).

29. Attendance and speaking at general meetings

- (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.
- (2) A person is able to exercise the right to vote at a general meeting when:
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) 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.
- (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.

- (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.
- (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.

30. Quorum for general meetings

- (1) 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.
- (2) The quorum for a general meeting shall be twenty five (25) Members.

31. Chairing general meetings

- (1) If the Directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so.
- (2) If the Directors have 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:
 - (a) the Directors present, or
 - (b) (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.
- (3) The person chairing a meeting in accordance with this article is referred to as “the Chairman of the meeting”.

32. Attendance and speaking by Directors and non-Members

- (1) Directors may attend and speak at general meetings, whether or not they are Members.
- (2) The Chairman of the meeting may permit other persons who are not Members of the Association to attend and speak at a general meeting.

33. Adjournment

- (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.
- (2) The Chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the Chairman 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.
- (3) The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the Chairman of the meeting must:
 - (a) 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
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - (a) to the same persons to whom notice of the Association's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (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

34. Voting: general

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.

35. Errors and disputes

- (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.
- (2) Any such objection must be referred to the Chairman of the meeting whose decision is final.

36. Poll votes

- (1) A poll on a resolution may be demanded:
 - (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) 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.
- (2) A poll may be demanded by:
 - (a) the Chairman of the meeting;
 - (b) the Directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) 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.
- (3) A demand for a poll may be withdrawn if:
 - (a) the poll has not yet been taken, and
 - (b) the Chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the Chairman of the meeting directs.

37. Content of proxy notices

- (1) Proxies may only validly be appointed by a notice in Writing (a "Proxy notice")
Which:
 - (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - (d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Association may require Proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

- (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.
- (4) Unless a Proxy notice indicates otherwise, it must be treated as:
 - (a) 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
 - (b) 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.

38. Delivery of proxy notices

- (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 Association by or on behalf of that person.
- (2) An appointment under a Proxy notice may be revoked by delivering to the Association a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy notice was given.
- (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.
- (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.

39. Amendments to resolutions

- (1) An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
 - (a) notice of the proposed amendment is given to the Association 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
 - (b) the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution.
- (2) A Special resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
 - (a) the Chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

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

PART 6 - ADMINISTRATIVE ARRANGEMENTS

40. Means of communication to be used

- (1) Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- (2) 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.
- (3) A Director may agree with the Association 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.

41. Company seals

- (1) Any common seal may only be used by the authority of the Directors.
- (2) The Directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the Directors, if the Association has a common seal and it is affixed to a Document, the Document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this article, an authorised person is:
 - (a) any Director of the Association;
 - (b) the Association secretary (if any); or
 - (c) any person authorised by the Directors for the purpose of signing Documents to which the common seal is applied.

42. No right to inspect accounts and other records

Except as provided by law or authorised by the Directors or an Ordinary Resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or Documents merely by virtue of being a Member.

43. Provision for employees on cessation of business

The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Association or any of its subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Association or that Subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

44. Indemnity

- (1) Subject to paragraph (2), a relevant Director of the Association or an associated Association may be indemnified out of the Association's assets against:
 - (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated Association,
 - (b) any liability incurred by that Director in connection with the activities of the Association or an associated Association in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that Director as an officer of the Association or an associated Association.
- (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.
- (3) In this article:
 - (a) companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a "relevant Director" means any Director or former Director of the Association or an associated Association.

45. Insurance

- (1) The Directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant Director in respect of any relevant loss.
- (2) In this article:
 - (a) a “relevant Director” means any Director or former Director of the Association or an associated Association,
 - (b) 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 Association, any associated Association or any pension fund or employees’ share scheme of the Association or associated Association, and
 - (c) companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate.

PART 7 - BYE-LAWS

46. Bye-laws

- (1) The Board may from time to time make such Rules or Bye-Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Bye-Laws regulate:
 - (a) The administration and classification of members of the Association, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the joining fees, subscriptions and other fees or payments to be made by members.
 - (b) The conduct of members of the Association in relation to one another, and to the Association’s servants.
 - (c) The conduct of the directors of the Association.
 - (d) The setting aside of the whole of any part or parts of the Association’s assets at any particular time or times or for any particular purpose or purposes.
 - (e) The procedure at General Meetings and meetings of the directors and committees of directors of the Association in so far as such procedure is not regulated by these Articles.
 - (f) The Association in General Meeting shall have power by resolution to alter or repeal the Rules or Bye-Laws and to make additions or deletions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of members of the Association all such Rules or Bye-Laws, which so long as they shall be in force, shall be binding on all members of the Association. Provided, nevertheless, that no Rule or Bye-Law shall be

inconsistent with or shall affect or repeal anything contained in the Articles of Association of the Association.

Rules made pursuant to Article 52 must be compliant with the Companies Acts and these Articles in order to be valid.

PART 8 - DISSOLUTION

47. Dissolution

If upon the winding up or dissolution of the Association 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 Members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 5, or to an appropriate charity, such institution or institutions, or appropriate charity to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.