

DATED 7<sup>th</sup> OCTOBER 2010



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**ARTICLES OF ASSOCIATION**  
of  
**The English Bridge Union Limited**

(Adopted by special resolution passed on  
7<sup>th</sup> October 2010)

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Company Number 00358588

**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**

of

**THE ENGLISH BRIDGE UNION LIMITED**

**(Agreed by special resolution - 1<sup>st</sup> July 2010)**

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**1 DEFINITIONS AND INTERPRETATION**

1.1 In these Articles the following words and expressions shall have the following meanings:

"**Act**" means the Companies Act 1985 as amended.

"**Articles**" means these articles of association as originally framed or as from time to time altered and the expression "**Article**" shall be construed accordingly.

"**Association**" means an Association enjoying Constituent Membership of the Company as those terms are defined in, and in accordance with, the Bye Laws of the Company.

"**Board of Directors**" means the board of directors for the time being of the Company, and the expressions "**Director**" and "**Directors**" shall be construed accordingly.

"**Bye Laws**" means the bye laws of the Company from time to time, which shall be adopted by the Company in accordance with these Articles and annexed hereto.

"**Chairman**" means the chairman for the time being of the Board of Directors of the Company appointed in accordance with Article 11.9(c).

"**Chief Tournament Director**" means the person appointed to the position of, and carrying out the role of, Chief Tournament Director as defined in and in accordance with the Bye Laws.

"**Committee**" means any of the committees of the Board of Directors established in accordance with Article 15 or 16.

"**Company**" means the company with registered number 00358588 and known as The English Bridge Union Limited, or by such other name by which the Company may for the time being be registered in accordance with the Statutes.

"**Direct Player Member**" shall have the meaning given to that term in the Bye Laws

"**Disciplinary Rules**" shall have the meaning given to that term in the Bye Laws.

"**Excess Shares**" shall have the meaning given to that term in Article 4.12.

"**Excluded Member-Proposed Resolution**" shall have the meaning given to that term in Article 9.7(d).

"**General Manager**" means the person appointed to the position of, and carrying out the role of, General Manager pursuant to the Bye Laws.

"**Honorary Life Player Member**" shall have the meaning given to that term in the Bye-Laws.

"**Law and Ethics Committee**" means the Standing Committee of that name.

**"Member"** means a shareholder of the Company.

**"Member-Proposed Resolution"** shall have the meaning given to that term in Article 9.7(a).

**"Ordinary Player Member"** shall have the meaning given to that term in the Bye-Laws.

**"Ordinary Shares"** means ordinary shares of 5 pence each in the capital of the Company.

**"Over-represented Association"** shall have the meaning given to that term in Article 4.12.

**"Player Member"** shall have the meaning specified in Article 4.9. i.e. an Ordinary Player Member, Direct Player Member or Honorary Life Player Member.

**"Secretary"** means the person appointed by the members upon the recommendation of the Board of Directors to act as the secretary for the time being of the Company.

**"Selection Committee"** means the Standing Committee of that name.

**"Share"** means any share in the capital of the Company.

**"Standing Committee"** means any one of the Standing Committees of the Board of Directors established in accordance with Article 16.

**"Statutes"** means the Act and every other statute (including any orders, regulations or other subordinate legislation made under them) for the time being in force concerning companies and affecting the Company, and every statutory modification or re-enactment of the same for the time being in force.

**"Subscription"** shall have the meaning given to that term in the Bye Laws.

**"Subscription Year"** shall have the meaning given to that term in the Bye Laws.

**"Table A"** means Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.

**"Tournament Committee"** means the Standing Committee of that name.

**"Treasurer"** means the person appointed to the position of, and carrying out the role of, Treasurer as defined in and in accordance with the Bye Laws.

**"Under-represented Association"** shall have the meaning given to that term in Article 4.11.

**"Vice-Chairman"** means the vice-chairman for the time being of the Board of Directors of the Company appointed in accordance with Article 11.9(d).

**"Vice-President"** means any person appointed to such position in accordance with Article 17.

1.2 Unless the context otherwise requires, in these Articles of Association:

- (a) words denoting the singular include the plural and vice versa;
- (b) words denoting any gender include all other genders;
- (c) any reference to "persons" includes individuals, bodies corporate, companies, partnerships, unincorporated associations, firms, trusts and all other legal entities;
- (d) any reference to a statute, statutory provision or subordinate legislation shall be construed as referring to that statute, statutory provision or subordinate legislation as amended, modified, consolidated, re-enacted or replaced and in force from time to time;
- (e) subject to Article 1.1 above and unless the context otherwise requires, all words and expressions which are defined in the Act shall have the same meanings in these Articles; and
- (f) headings are for convenience only and shall not affect the interpretation of these Articles.

## **2 TABLE A**

2.1 The regulations contained in Table A shall apply to the Company to the extent that they are not excluded or varied by these Articles.

2.2 Regulations 3, 8, 40, 41, 42, 43, 45, 46, 47, 54, 55, 62, 64-69, 72 - 79, 81, 91, 93, 94, 102 - 108 and 118 of Table A shall not apply to the Company. Such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.

## **3 PRIVATE COMPANY**

The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

## **4 SHARE CAPITAL**

4.1 The authorised share capital of the Company at the date of adoption of these Articles is £100 divided into 2,000 ordinary shares of 5 pence each.

4.2 Subject to the provisions of the Statutes and to any rights attached to existing Shares, any Shares may be issued on terms that they are, or at the option of the Company or the holder are liable, to be redeemed on such terms and in such manner as may be provided by these Articles. Regulation 3 of Table A shall not apply to the Company. Shares may only be issued fully paid.

4.3 Subject to the provisions of these Articles and to any directions which may be given by the Company in general meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 80 of the Act), and the general authority conferred by this Article shall:

- (a) extend to all relevant securities of the Company from time to time unissued during the currency of such authority up to the amount of the authorised share capital of the Company at the date of adoption of these Articles;
- (b) expire on the fifth anniversary of the date of adoption of these Articles unless varied, revoked or renewed by the Company in general meeting; and
- (c) entitle the Directors to make at any time before the expiry of such authority an offer or agreement which will or may require relevant securities to be allotted after the expiry of the authority.

4.4 Sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company.

4.5 Subject to these Articles, any Share in the Company may only be issued by the Company to be held beneficially by an Association in accordance with Article 4.8, and any such Share may only be issued or transferred to, and legal title to any such Share may only be held by:

- (a) a person who has been appointed by an Association as its secretary or such other person as is nominated in writing to the Secretary by such Association to hold the legal title to such Share, Provided That:
  - (i) such person shall at all times whilst he holds legal title to such Share as the nominee of an Association be a Player Member of such Association (as determined in accordance with the Bye Laws);
  - (ii) such person shall hold the legal title to such Share on trust for the Association of which he is the secretary or by which he has been nominated in accordance with Article 4.5(a)(i);
  - (iii) such Association shall at all times remain the beneficial owner of such Share; and
  - (iv) such person does not at the time of such issue or transfer of the legal title to such Share to him hold the legal title to any other Shares which are beneficially owned by any other Association

(and, for the avoidance of doubt, no person shall at any time hold the legal title to Shares on trust for more than one Association); or

(b) the Chairman and Vice-Chairman for the time being to hold jointly pursuant to Article 6.1. (Legal or beneficial ownership of no Share shall be held jointly other than pursuant to Article 6.1);

and no other person may be a Member. Each Member holding legal title to any Share shall be responsible for compliance with the provisions of these Articles of Association by the Association on trust for which he holds such Share.

4.6 Neither the General Manager, the Secretary, the Treasurer nor any full-time employee of the Company may be a Member whilst he holds such office or employment, and neither the Chairman nor the Vice-Chairman may be a Member other than pursuant to Article 6.

4.7 In the event that a Member is elected Chairman, Vice-Chairman or Treasurer of the Company, or is appointed as the General Manager or the Secretary of the Company, or becomes a full-time employee of the Company, the Association on trust for which such person holds any Share pursuant to Article 4.5 shall forthwith nominate in writing to such Member and to the Secretary another person who is thereafter to hold such Share on trust for it in accordance with Article 4.5, and the Member who has been so elected, appointed or employed and who is holding any Share on trust for such Association shall transfer such Share to such nominee of the Association as soon as is reasonably practicable thereafter (and if any such Member shall fail to deliver a duly executed transfer as aforesaid, he shall be deemed to have irrevocably appointed each of the Chairman and the Vice Chairman for the time being separately as his attorney to execute such transfer on his behalf and in his name). A Member who is elected Chairman, Vice-Chairman or Treasurer of the Company, or is appointed as the General Manager or the Secretary or becomes a full-time employee of the Company may not thereafter exercise any rights in relation to any Shares in the Company held by him until such time as he ceases to hold any such office or employment.

4.8 The total number of Shares which each Association is entitled to hold beneficially (via its nominees holding legal title to such Shares in accordance with Article 4.5) at any time will be determined by the number of Player Members of that Association on the immediately preceding 31 March, in accordance with the following formula:

<b>Number of Player Members of the Association on preceding 31 March</b>	<b>Number of Shares to which the Association is entitled</b>
Up to 500	1 Ordinary Share
From 501 – 1200	2 Ordinary Shares
From 1201 – 3000	3 Ordinary Shares
Upwards of 3000	4 Ordinary Shares

Subject to Article 4.5, an Association which is entitled to beneficially hold more than one Share may decide in its sole discretion whether to nominate one person to hold all such Shares on its behalf, or whether to nominate more than one person to hold such Shares.

4.9 For the purposes of Article 4.8 the number of Player Members of an Association shall be the number of Ordinary Player Members, Direct Player Members and Honorary Life Player Members of such Association, on the EBU register of Player Members, on the preceding 31 March. The Company shall apply the formula specified in Article 4.8 to each Association on or before 15 August in each year to determine the total number of Shares which each Association is entitled to hold beneficially (to which Shares its nominees shall hold the legal title in accordance with Article 4.5) for the period of one year from the following 1 September.

4.10 Should the application of the formula pursuant to Articles 4.8 to 4.10 entitle an Association to hold more Shares than it holds beneficially at the relevant time (each such Association being an "Under-represented Association"), the Company shall notify the secretary of such Under-represented Association of the number of additional Shares to which it is entitled and the Company shall:

(a) require Over-represented Associations to cause the Members holding Excess Shares on trust for them to transfer such number of Excess Shares as will satisfy such Under-represented Association's beneficial entitlement to Shares (or, if the number of Excess Shares is insufficient to satisfy such entitlement, all such Excess Shares) to the nominees of such Under-represented Association in accordance with Article 4.12; and

(b) to the extent that the transfer of Excess Shares made pursuant to Article 4.11(a) is insufficient to satisfy the Under-represented Associations' beneficial entitlement to Shares, cause the Chairman and Vice-Chairman (if they are at such time holding any Shares jointly as a result of transfers made to them pursuant to Article 6.1) to transfer a sufficient number of such Shares to satisfy the remainder of the Under-represented Associations' beneficial entitlement to Shares (or, if the number of Shares held jointly by the Chairman and Vice-Chairman is insufficient to satisfy such entitlement, all such Shares) to the nominees of such Under-represented Association in accordance with Article 4.12; and

(c) to the extent that the transfer of Shares made pursuant to Article 4.11(a) and 4.11(b) is insufficient to satisfy the Under-represented Associations' beneficial entitlement to Shares, issue to the nominees of such Under-represented Association sufficient additional Shares to satisfy such entitlement, which Shares shall be issued as fully paid at their par value and, unless the Board determines otherwise, the Subscriptions paid to the Company in relation to each Under-represented Association as referred to in Article 4.9 shall be deemed to have included the subscription monies payable by it for such Shares;

in each case as soon as is reasonably practicable after the Company receives notification from such Under-represented Association of the person or persons to whom legal title to such Shares should be transferred or issued (Provided That they are permitted by Article 4.5 to hold Shares).

4.11 Should the application of the formula pursuant to Articles 4.8 to 4.10 result in an Association being entitled to hold fewer Shares than it holds beneficially at the relevant time (such Association being an "Over-represented Association"), the Company shall notify the secretary of such Over-represented Association of the number of Shares which it holds beneficially at that time which is in excess of its entitlement (its "Excess Shares") and to whom they are to be transferred in accordance with this Article 4.12. Each Over-represented Association shall cause nominees holding Shares on its behalf to transfer its Excess Shares to nominees of Under-represented Associations, or to the Chairman and Vice-Chairman jointly, as instructed by the Chairman and in accordance with Article 6.1, as soon as is reasonably practicable after receiving instruction from the Chairman pursuant to this Article 4.12.

4.12 Any Association may be excluded from receiving, or may be divested of, Constituent Membership of the Company in accordance with (and as defined in) the Bye Laws) by special resolution of the Company passed in general meeting. Any Share held by any Member on trust for the Association in question shall not carry any votes on such resolution. An Association which is divested of Constituent Membership shall forfeit all rights enjoyed as a result of such Constituent Membership and, in particular, each Member or Members holding any Share on trust for such Association shall transfer each such Share to the Chairman and Vice-Chairman in accordance with Article 6.1 as soon as is reasonably practicable after the Association receives such notification from the Company that such resolution has been passed. No Share owned beneficially by an Association shall carry any votes or any other benefit after the passing of a resolution to divest such Association of Constituent Membership, until such Share becomes beneficially owned by another Association in accordance with these Articles.

## **5 LIEN**

5.1 The Company shall have a first and paramount lien on:

(a) every Share of the Company for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share;

(b) all Shares registered in the name of any person indebted or under liability to the Company (whether the sole registered holder of the Shares or one of two or more joint holders), or registered

in the name of any person or persons holding Shares on trust for an Association which is indebted or under liability to the Company, for all such indebtedness or other liability to the Company (whether presently payable or not).

5.2 Regulation 8 of Table A shall not apply to the Company.

## **6 TRANSFER OF SHARES**

6.1 A Member or Members holding Shares on trust for an Over-represented Association, or an Association which is divested of Constituent Membership as described in Article 4.13, shall cause nominees holding Shares on its behalf to transfer forthwith the legal title to the aggregate number of Shares beneficial ownership of which such Association is required to dispose of pursuant to Article 4.12 or 4.13 for no consideration either to the nominee(s) of another Association(s) or jointly to the Chairman and Vice-Chairman for the time being as instructed by the Chairman, (and the Association or the Chairman and Vice-Chairman will hold the beneficial title to such Shares upon such transfer). If such Members shall fail to comply with the requirements of this Article 6.1, the Chairman for the time being shall be authorised to sign a transfer of the requisite number of Shares held in the name of such Member or Members as the Chairman may decide into the names of nominee(s) of another Association(s) or into the joint names of himself and the Vice-Chairman forthwith. The votes and other benefits otherwise attaching to any Share shall not be exercisable after the Association which beneficially owns such Share has been instructed by the Company to cause its nominee holding legal title to such Share to transfer such legal title either to another Association or jointly to the Chairman and Vice-Chairman, until legal title to such Share is transferred to the nominee of another Association in accordance with these Articles.

6.2 Save for transfers made pursuant to Article 6.1 and transfers between persons nominated by an Association and entitled to hold Shares in the Company on behalf of such Association in accordance with Article 4.5, legal title to any Share may not be transferred unless approved by the Board of Directors.

6.3 No rights shall be exercisable in relation to any Share legal title to which is held jointly by the Chairman and Vice-Chairman pursuant to Article 6.1, and neither the Chairman nor Vice-Chairman shall be counted in the quorum present at any shareholders' meeting at which they are present.

## **7 TRANSMISSION OF SHARES**

Any Member who becomes entitled to the legal title to a Share in the Company by transmission shall, subject to the remainder of these Articles, continue to hold such legal title on trust for the Association which is the beneficial owner of such Share unless and until instructed by such Association to transfer legal title to such Share to such other person as it is directed by the relevant Association. Regulation 30 of Table A shall be modified accordingly.

## **8 NOTICE OF GENERAL MEETINGS**

8.1 A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and regulation 38 of Table A shall be modified accordingly. Such notice shall also comply with the requirements of Article 9.7.

8.2 All business that is transacted at a general meeting shall be deemed special, except for the following business transacted at an annual general meeting:

- (a) considering and adopting the annual accounts, the reports of the Directors and auditors and other documents required to be annexed to the annual accounts; and
- (b) appointing auditors and fixing the remuneration of the auditors or determining the manner in which such remuneration is to be fixed.

8.3 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies.

## **9 PROCEEDINGS AT GENERAL MEETINGS**

9.1 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Except as otherwise provided by these Articles 21 persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member, shall be a quorum. Regulation 40 of Table A shall not apply to the Company.

9.2 If within forty-five minutes from the time fixed for the commencement of a general meeting a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the chairman of the meeting (or, in default, the Chairman) may determine, but in any event for not less than 14 nor more than 21 days. Regulation 41 of Table A shall not apply to the Company. Save for any additional business added to the agenda of the meeting by the Chairman and Vice-Chairman, no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

9.3 Notice of an adjournment arising pursuant to Article 9.2 and of the new date and time of the meeting shall be sent to all Members entitled to attend such meeting at least seven days prior to such meeting being held. If at an adjourned meeting a quorum is not present within forty-five minutes from the time fixed for the commencement of such meeting, the provisions of Article 9.2 shall apply to such meeting. Regulation 45 of Table A shall not apply to the Company.

9.4 Without prejudice to their rights under the Act to requisition general meetings, the Members may require a number of general meetings, in addition to the Annual General Meeting, to be held during each calendar year by passing an ordinary resolution specifying such number of additional general meetings, and the dates on which they are to be held, at the Annual General Meeting. In addition, general meetings shall be held at such time as the Board determines that the business for discussion is sufficient to warrant discussion in general meeting.

9.5 Notwithstanding Article 9.4 and without prejudice to the rights of Members under Statutes, a general meeting may be held on the written request signed by not less than 12 Members and delivered in writing to the Secretary. Such written request shall state the purpose or purposes for which the said meeting is to be held, and at such general meeting (which shall be held within one calendar month after receipt by the Secretary of such request) no matter shall be discussed except matters specified in the notice convening the same.

9.6 The Chairman, if any, shall preside as chairman at every general meeting of the Company. If there is no Chairman, or at any meeting he is not present within 15 minutes after the time appointed for the commencement of the meeting, or the Chairman is unwilling to act as the chairman of the meeting, the Vice-Chairman, if any, shall preside as chairman of the meeting if he is present or, failing him, the Members present at the meeting shall choose one of their number to be chairman of the meeting. Regulations 42 and 43 of Table A shall not apply to the Company.

9.7 Without prejudice to the rights of Members under the Statutes or otherwise under these Articles:

(a) any Member may transmit to the Secretary any resolution which he may desire to be moved in a general meeting of the Company (a "Member-Proposed Resolution");

(b) the Chairman shall cause a notice of each general meeting of the Company to be prepared and circulated to all Members in accordance with the requirements of the Act and additionally to the secretary of each Association, which notice shall include notice of:

(i) any Member-Proposed Resolutions which have been proposed pursuant to Article 9.7(a) prior to circulation of the notice but since the circulation of the notice which convened the preceding general meeting ; and

(ii) any other Member-Proposed Resolutions to be considered at such general meeting pursuant to Article 9.7(d),

Provided That, subject to the provisions of the Act and Article 9.7(d), the Chairman may omit from such notice any Member-Proposed Resolution received pursuant to

Article 9.7(b)(i) which the Chairman does not consider it desirable to move at the general meeting convened by the notice;

(c) the Chairman shall notify the Member promptly if he intends to exercise his discretion under Article 9.7(b) to exclude from the notice of a general meeting any Member-Proposed Resolution proposed by that Member pursuant to Article 9.7(a); and

(d) any Member who proposes a resolution pursuant to Article 9.7(a) which is excluded by the Chairman from the notice of the next ensuing general meeting pursuant to Article 9.7(b) (such resolution being an "Excluded Member-Proposed Resolution"), or any other Member who holds Shares on trust for the Association for which the Member who proposed the Excluded Member-Proposed Resolution also holds Shares on trust, may make a statement to the Members at the commencement of business at such general meeting, specifying only the contents of such Excluded Member-Proposed Resolution and its intended purpose. The Chairman or another Director may then state the reasons for the exclusion of such Excluded Member-Proposed Resolution from the notice convening that meeting pursuant to Article 9.7(b). The aforementioned Member may then move a resolution that the Excluded Member-Proposed Resolution be considered by the Company in general meeting and, if such resolution is passed, such Excluded Member-Proposed Resolution shall be included in the notice of, and moved at, the general meeting of the Company next held thereafter.

9.8 Without prejudice to the rights of Members under the Statutes, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded (before or on the declaration of the result of the show of hands) by at least five Members present in person or by proxy entitled to vote. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against that resolution being required. Regulations 46 and 47 of Table A shall not apply to the Company.

9.9 On a show of hands every Member present in person shall have one vote. On a poll every member shall have one vote for each Share of which he is the registered holder. In no circumstances shall any Share held by the Chairman and Vice-Chairman jointly pursuant to Article 4.12 or 4.13 carry a vote. Regulations 54 and 55 of Table A shall not apply to the Company.

9.10 The General Manager, the Secretary and, subject to Article 17.3, the Vice-Presidents shall be entitled to attend all Company meetings and shall, at the invitation of the Chairman, be entitled to speak (but, for the avoidance of doubt, shall not be entitled to vote).

9.11 The Secretary or, at the request of the chairman of the meeting, another person shall take minutes of the proceedings of Company meetings. At every such meeting the minutes of the immediately preceding meeting of the Company shall be considered and duly signed by the chairman of the meeting, and any business arising out of the same shall be considered before any other business unless the chairman of the meeting directs otherwise.

9.12 An instrument appointing a proxy or power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited with the Secretary not less than five minutes before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default of the same the instrument of proxy shall not be treated as valid. Regulation 62 of Table A shall not apply to the Company.

## **10 DIRECTORS**

Unless otherwise determined by ordinary resolution, the maximum number of Directors shall be ten, and the minimum number of Directors shall be five. Eight Directors may be elected as described in Section 11. Additional Directors may be appointed by the Board so long as the total number of Directors does not exceed ten. Regulation 64 of Table A shall not apply to the Company.

## **11 APPOINTMENT AND RETIREMENT OF DIRECTORS**

11.1 A Director need not hold any Shares in the capital of the Company.

11.2 The following conditions apply to Directors.

- (a) A Director must be a Player Member of the EBU
- (b) A Director must be at least 18 years of age. There is no maximum age limit.
- (c) A Director may not be an employee of the Company

11.3 Subject to the other provisions of this Article, each Member shall have the right to nominate any number of persons to be appointed as Directors of the Company at the Annual General Meeting, and:

- (a) the Secretary shall, six weeks prior to each Annual General Meeting, notify all Members of their right to make such nominations (which notice shall be copied to the secretary of the Association on trust for which such Member holds Shares);
- (b) any such nominated person shall be a Player Member;
- (c) each such nomination will require a completed application form from the nominated person indicating that they are prepared to act or continue to act as a Director for a period from the Annual General Meeting at which they may be elected. Any such nomination must be made in writing and received by the Secretary at least three weeks prior to the date of the Annual General Meeting at which the person so nominated is to be considered for election pursuant to this Article 11.

11.4 In the event that a number of nominations is received in accordance with Article 11.3 which is higher than the number of vacant elected Director positions, all such nominated persons shall be subject to the election process specified in Article 11.8.

11.5 In the event that a number of nominations is received in accordance with the provisions of Article 11.3 which is lower than the number of vacant elected Director positions the Chairman shall accept further nominations either in writing after the due date specified in Article 11.3(d) or orally at the Annual General Meeting.

11.6 In the event that a number of nominations is received in accordance with Article 11.3 and 11.5 together, which is lower or equal to the number of vacant elected Director positions, all persons so nominated shall automatically be elected as Directors.

11.7 In the event that a number of nominations is received in accordance with Article 11.3 and 11.5 together which is higher than the number of vacant elected Director positions, all persons so nominated by the date specified in Article 11.3 shall automatically be elected as Directors, and only the remaining persons nominated in accordance with Article 11.4 shall be subject to the election process specified in Article 11.8.

11.8 In the event of more nominations being received than the number of vacant elected Director positions in accordance with Article 11.4 or 11.7, the Directors shall be elected from the persons so nominated (or, in the case where Article 11.7 applies, from those persons nominated in accordance with Article 11.5 only) by a poll being taken at the Annual General Meeting. Each Member shall be entitled to a number of votes in such poll as is equal to the number of Shares held by him (and each Member shall be entitled to cast each such vote for any person so nominated). Subject to the maximum number of Directors and the automatic election of nominated persons as

Directors in accordance with these Articles, the persons receiving the most votes on such poll shall be elected as the Directors.

11.9 At the 2010 Annual General Meeting all Directors and Officers shall retire from office unless, by the close of the meeting, the Members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent Annual General Meeting the following Directors shall retire:

- (a) all Directors appointed pursuant to Article 11.10;
- (b) One-third of the elected Directors (or if their number is not a multiple of three, the number nearest to one-third). The elected Directors to retire shall be those who have been longest in office since their last appointment. If any Directors were elected on the same day, those to retire shall (unless they otherwise agree among themselves) be decided by lot.
- (c) Any vacancies for elected Directors will be filled through the process defined in Articles 11.3 to 11.8

The Officers (Chairman, Vice-Chairman and Treasurer) may serve until they retire as a Director under the provisions of Article 11.9(b), at which point they must also retire as an Officer. No person may serve in one of the Officer posts for more than three consecutive years without seeking re-election, or for more than six consecutive years in total, or for more than a total period of six years out of any period of eleven years. The Company shall elect Directors to fill any Officer vacancy by the polling process described in Article 11.8. The poll shall be amongst those of the elected Directors who are eligible for, and wish to stand for such position(s);

If a Director or Officer is required to retire at an Annual General Meeting by a provision of the Articles then the retirement shall take effect upon the conclusion of the meeting

11.10 The Directors may at any time appoint additional Board Directors provided that these appointments do not cause the number of Directors to exceed the number fixed by Article 10. Such appointed Directors must be Player Members of the EBU and willing to be a Director. A Director so appointed shall hold office only until the next Annual General Meeting, at which he shall retire from office.

11.11 Any casual vacancy in the office of Chairman or Vice-Chairman or Treasurer may be temporarily filled by the Directors from among their members Provided That such Director fulfils the eligibility criteria specified in relation to such office as specified in Article 11.9(c), (d) or (e) respectively, and the person so appointed shall hold office until the next following Annual General Meeting, at which he shall vacate such office which shall be filled in accordance with the provisions of Article 11.9(c), (d) or (e).

11.12 Regulations 73-79 of Table A shall not apply to the Company.

## **12 DISQUALIFICATION AND REMOVAL OF DIRECTORS**

The office of a Director shall be vacated if:

- (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director;
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) he is, or may be, suffering from mental disorder and either:
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960 or successor or equivalent legislation; or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

- (d) he becomes otherwise incapable by reason of illness or injury of managing and administering his property and affairs;
- (e) he resigns his office by notice to the Company;
- (f) he is duly removed from office under section 303 of the Act or otherwise; or
- (g) he attends none of the meetings of the Board of Directors held in any continuous period of six months;

and Regulation 81 of Table A shall not apply to the Company.

### **13 REMUNERATION OF DIRECTORS**

The Chairman, Vice-Chairman and Treasurer, and any person who is serving as the Chairman of any Standing Committee, shall be entitled to such remuneration as may be determined by the Board of Directors (but so that no Director shall be entitled to vote on any resolution of the Board relating to his own remuneration), but no other Director shall be entitled to receive any remuneration from the Company by virtue of holding such office (save for their expenses in accordance with regulation 83 of Table A), and regulation 82 of Table A shall not apply to the Company.

### **14 PROCEEDINGS OF DIRECTORS**

14.1 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be five.

14.2 If at any meeting of the Board of Directors the Chairman is not present within five minutes after the time appointed for holding the same the Vice-Chairman shall preside and, failing him, those present may choose one of their number to be chairman of the meeting. Regulation 91 of Table A shall not apply to the Company.

14.3 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and constituted. Regulation 93 of Table A shall not apply to the Company.

14.4 A Director may hold any other office or place of profit under the Company except that of Secretary or auditor, in conjunction with his office of Director, upon such terms as to remuneration and otherwise as may be determined by the Board.

14.5 Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in the manner provided by section 317 of the Act he shall be counted in the quorum of any meeting of Directors at which it is considered and shall be entitled to vote as a Director in respect of it. Regulation 94 of Table A shall not apply to the Company.

14.6 A meeting of the Board of Directors may consist of a conference between Directors, some or all of whom are in different places, Provided That each Director is able to participate in the business of the meeting whether directly, by telephone or by any other electronic means which enables him:

- (a) to hear each of the other participating Directors addressing the meeting; and
- (b) if he so wishes, to address all of the other participating Directors simultaneously.

A quorum is deemed to be present at a meeting of the Board of Directors held in the manner specified in this Article 14.6 if at least the number of Directors required to form a quorum may participate in the manner specified above in the business of the meeting. A meeting of the Board held in the manner specified in this Article 14.6 is deemed to take place at the place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

## **15 DELEGATION OF DIRECTORS' POWERS**

15.1 Subject to Article 16, the Directors may delegate any of their powers to any committee consisting of one or more Directors and such other members as such Directors may co-opt onto such Committee. The Directors may also delegate to the General Manager or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a Committee with two or more members shall be governed by the Articles regulating the proceedings of Directors insofar as they are capable of applying.

15.2 The Directors may also establish Working Groups to make recommendations to the Board and/or Standing Committees. No Directors' powers may be delegated to Working Groups.

15.3 The General Manager may attend, but not vote at, any meeting of any Standing Committee or any other Committee or Working Group established by the Board.

## **16 STANDING COMMITTEES OF THE BOARD OF DIRECTORS**

16.1 There shall be three Standing Committees of the Board, namely a Selection Committee, a Tournament Committee and a Laws and Ethics Committee (constituted in accordance with this Article 16), together with such other Standing Committees as the Board shall determine from time to time. These Standing Committees shall have authority, subject to the direction of and in accordance with the principles laid down in these Articles, the Bye Laws or from time to time by the Members in general meeting, to exercise such powers of the Directors as the Directors shall determine.

16.2 Unless otherwise determined by ordinary resolution and subject to Article 16.6, each Standing Committee shall consist of not more than seven Ordinary Player Members elected by the Members in accordance with this Article 16, the ex-officio members of the Standing Committee referred to in Article 16.16, any members of the Standing Committee appointed in accordance with Article 16.17 and any members of the Standing Committee co-opted in accordance with Article 16.18.

16.3 All members of the Standing Committees must be Player Members in good standing.

16.4 Members of the Standing Committees must be at least 18 years of age. There is no maximum age limit.

16.5 Any member of a Standing Committee shall hold such office until:

- (a) the expiry of his term of office as determined in accordance with Article 16.7; or
- (b) he dies, resigns from the Committee or ceases to be eligible to be a member of the Committee;

whichever shall first happen.

16.6 Notwithstanding any other provision of this Article 16 (but subject to Articles 16.16 to 16.23), the persons who were the elected members of the Committees of the former unincorporated association which was known as the English Bridge Union immediately prior to its dissolution shall automatically be appointed as the members of the equivalent Standing Committee upon the adoption of these Articles, without the need for any nomination, election, resolution or other action to be taken.

16.7 The term of office of member of a Standing Committee shall expire:

- (a) in the case of a member of the Standing Committee appointed pursuant to Article 16.6, at the commencement of the Annual General meeting which falls in the year in which their term of office with the equivalent Committee of the former unincorporated association which was known as the English Bridge Union was due to expire pursuant to its bye laws and the terms of their appointment thereto;

- (b) in the case of a member of the Standing Committee appointed in place of a member who resigns, dies or ceases to be eligible to be a member, before the expiry of his term of office, on the expiry of the term of office of the member in whose place he has been appointed;
- (c) in the case of a member of the Standing Committee elected on the occasion of the first use of rolling elections pursuant to Article 16.15, at the commencement of the Annual General Meeting which falls the number of years after his election specified in Article 16.15; and
- (d) in any other case, at the commencement of the Annual General Meeting of the Company which falls three years after his election.

16.8 Each Member shall have the right to nominate persons to fill any vacancy on any Standing Committee of the Company which will arise at an Annual General Meeting, and a member of a Standing Committee whose term of office is due to expire at the commencement of such an Annual General Meeting may nominate himself for re-election to that Committee and:

- (a) the Secretary shall, six weeks prior to each Annual General Meeting, notify all Members of their right to make such nominations (which notice shall be copied to the Association on trust for which such Member holds Shares);
- (b) any nomination so made shall specify the Standing Committee for which the nominated person is being nominated;
- (c) any nomination so made shall be accompanied by confirmation from such nominated person that they are prepared to act as a member of the relevant Standing Committee; and
- (d) any nomination so made shall be made in writing and received by the Secretary at least three weeks prior to the date of the Annual General Meeting at which the person so nominated is to be considered for election.

16.9 Subject to Article 16.10, in the event that a number of nominations to a Standing Committee is received in accordance with the provisions of Article 16.8 which is not greater than the number of vacancies on that Committee to be filled at the forthcoming Annual General Meeting, all persons so nominated shall automatically be appointed to fill the vacancies on that Committee. Otherwise, all such nominated persons shall be subject to the election process specified in Article 16.12.

16.10 In the event that a number of nominations to a Standing Committee is received in accordance with the provisions of Article 16.8 which is smaller than the number of vacancies on that Committee to be filled at the forthcoming Annual General Meeting, the Chairman shall accept further nominations either in writing after the due date specified in Article 16.8(d) or orally at the meeting.

16.11 In the event that the number of nominations to a Standing Committee received in accordance with Article 16.10 is not greater than the number of vacancies on that Standing Committee to remaining to be filled at the Annual General Meeting (after taking into account any vacancies already filled under Article 16.9), all persons so nominated shall automatically be appointed to fill the vacancies on such Committee. Otherwise, all such persons nominated in accordance with Article 16.10 shall be subject to the election process specified in Article 16.12.

16.12 Subject to Article 16.15, in the event that any election is required to fill the vacancies on any Standing Committee in accordance with these Articles, a poll shall be taken at the Annual General Meeting to determine which nominated persons are to fill such vacancies. Each Member shall be entitled to a number of votes in such poll as is equal to the number of Shares held by him multiplied by the number of vacancies on the relevant Standing Committee (and each Member shall be entitled to cast each such vote for any person nominated to a particular Standing Committee). Subject to the number of vacancies, the persons receiving the most votes on such poll shall be elected to fill such vacancies on such Standing Committee. A tie for the last vacancy shall be broken by taking a fresh poll to determine which of the persons affected by the tie is to fill the last remaining vacancy.

16.13 In the event that the vacancies on a Standing Committee to be filled at an Annual General Meeting do not all carry the same term of office, the term of office shall be allocated in the following order of priority:

- (a) the longest terms of office available to the persons filling any vacancies automatically pursuant to Article 16.9; then
- (b) the longest terms of office remaining available (after the filling of vacancies pursuant to paragraph (a) above) to the persons filling vacancies automatically pursuant to Article 16.11; then
- (c) the longest terms of office remaining available (after the filling of vacancies pursuant to paragraphs (a) and (b) above) to the persons filling vacancies pursuant to an election held under Article 16.12, the term of office of the longest duration being given to persons receiving the highest number of votes and so on.

16.14 In the event that it is necessary to allocate terms of office of different durations to persons having equal entitlement under Article 16.13, a poll shall be taken at the Annual General Meeting to determine the allocation of such terms of office, the longest term of office being allocated to the person receiving the highest number of votes and so on. Each Member shall be entitled to a number of votes in such poll as is equal to the number of Shares held by him.

16.15 The Company may, by ordinary resolution, determine that any elections for the appointment of the members to any one or more Standing Committees shall be 'rolling elections', giving each of the elected nominees a three year term in office. In the event that such 'rolling elections' are adopted in relation to any Standing Committee, then on the first occasion on which such system is used to appoint the members of such Standing Committee:

- (a) the term of office of the three nominated persons who receive the most votes in such elections shall end on the commencement of the Annual General Meeting of the Company which falls three years after their appointment;
- (b) the term of office of the two nominated persons who receive the next highest number of votes after the persons referred to in Article 16.15 (a) shall end on the commencement of the Annual General Meeting of the Company which falls two years after their appointment; and
- (c) the term of office of the remaining nominated persons who are elected to the Standing Committee in accordance with Article 16.12 shall end on the commencement of the Annual General Meeting of the Company which falls one year after their appointment;

(and the term of office of any subsequent appointee to the Standing Committee shall be as specified in Article 16.7).

16.16 The Chairman and Vice-Chairman shall be ex-officio members of all the Standing Committees. Additionally, the Treasurer shall be an ex-officio member (but may not be the chairman) of the Tournament Committee.

16.17 The Board may appoint one additional Director to be an ex-officio member of the Selection Committee. The Chief Tournament Director shall be an ex-officio member (but may not be the chairman) of the Tournament Committee and the Laws and Ethics Committee.

16.18 Each Standing Committee has the power to co-opt non-voting members, who may be co-opted for a purpose limited to one or more particular aspects of the Committee's work.

16.19 The chairman of each Standing Committee shall be elected by the members of that Committee from amongst themselves at its first meeting after each Annual General Meeting, and any Standing Committee may elect a vice-chairman from amongst themselves, Provided That:

- (a) any person appointed to a Standing Committee pursuant to Article 16.6 who held the position of chairman or vice-chairman of a Committee of the former unincorporated association which was known as the English Bridge Union immediately prior to its dissolution shall automatically be appointed to the equivalent position on the equivalent Standing Committee upon the adoption of these Articles, without the need for any nomination, election, resolution or other action to be taken;

- (b) no member of a Standing Committee appointed pursuant to Article 16.17, or any member co-opted pursuant to Article 16.18, may hold the office of chairman of any Standing Committee;
- (c) no person may serve as chairman of any Standing Committee for more than five consecutive years, or for more than a total period of five years out of any period of ten years;
- (d) no employee of the Company may be the chairman of any Standing Committee; and
- (e) no active member of the Company's panel of Tournament Directors may be the Chairman of either the Tournament Committee or the Law and Ethics Committee.

16.20 A quorum of any meeting of any Standing Committee shall be three of its members (excluding any such members appointed pursuant to Article 16.17 or co-opted pursuant to Article 16.18).

16.21 The Secretary (or such other person as is nominated by the Secretary) shall attend and take minutes of the proceedings of each Standing Committee. If for any reason the Secretary or his nominee is not in attendance at a meeting of a Committee, the chairman of the Standing Committee shall arrange for minutes to be taken.

16.22 Subject to Article 16.23, Vice-Presidents and Directors who are not themselves members of the Standing Committees shall be entitled to attend, and at the invitation of the Chairman to speak at, but not to vote, at all meetings of the Standing Committees.

16.23 Any Vice-President's entitlement to attend and speak at meetings of the Laws and Ethics Committee shall be suspended during such time as such Vice-President is a member of a Disciplinary Panel constituted pursuant to the Disciplinary Rules.

## **17 VICE-PRESIDENTS**

17.1 The Board may, in its discretion, nominate any Ordinary Player Member or former Ordinary Player Member to be considered for the position of Vice-President at the next Annual General Meeting of the Company.

17.2 In the event that the Board of Directors nominates a person to be considered for the position of Vice-President, such nomination shall be put to the Members in the Annual General Meeting and, if approved by ordinary resolution, such person shall be appointed as a Vice-President of the Company.

17.3 Any person appointed as a Vice-President of the Company shall hold such position for life, and shall be entitled to attend general meetings of the Company and meetings of its Standing Committees in accordance with Articles 9 and 16 respectively (but not, for the avoidance of doubt, meetings of the Board of Directors).

17.4 In the event that any Vice-President is elected or appointed as a Director, he shall cease to be a Vice-President upon so being elected or appointed, but shall be re-instated as a Vice-President automatically and immediately upon ceasing to be a Director.

## **18 DISTRIBUTIONS**

18.1 The profits of the Company, howsoever derived, shall be applied solely towards the objects of the Company as set out in the Memorandum of Association, and no portion shall be paid by way of dividend or bonus or other distribution to the Members of the Company. Regulations 102 to 108 of Table A shall not apply to the Company.

18.2 If upon the winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid to or distributed among the Members of the Company on trust for the Associations for whom they held Shares in the Company, pursuant to Regulation 117 of Table A or otherwise, unless the Directors shall have determined to give or transfer such property otherwise prior to such winding-up or dissolution.

## **19 INDEMNITY**

Subject to the Act but without prejudice to any indemnity to which he may otherwise be entitled, every Director or other officer (which shall include any member of any Committee) or auditor of the Company shall be indemnified out of the assets of the Company against all liabilities incurred by him in relation to or in connection with his duties, powers or office including (without limitation) any liability incurred in defending any proceedings (whether civil or criminal) in relation to the affairs of the Company in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by any court of competent jurisdiction. Regulation 118 of Table A shall not apply to the Company.

## **20 BYE LAWS**

20.1 The Company may by ordinary resolution from time to time, adopt or amend Bye Laws for the furtherance of the purposes for which the Company was incorporated.

20.2 The Bye Laws for the time being of the Company shall be annexed to these Articles.