

ARTICLES OF ASSOCIATION FOR THE ENGLISH BRIDGE UNION LIMITED. A COMPANY LIMITED BY SHARES

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the Articles, unless the context requires otherwise—

“Articles” means the Company’s Articles of Association;

“Association” means a constituent County Association of the Company on the date when these Articles become binding on the Company.as amended from time to time under Articles 22.12 and 22.13.

“Affiliated Club” means a club which is affiliated to the Company and has paid an annual subscription as set out in the Bye Laws. Any club which is affiliated to an Association shall be affiliated to the Company and any club which, for geographical reasons, cannot be affiliated to an Association may become affiliated to the Company directly. This includes clubs that only run online games and do not run games at a physical location.

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

“The Board” shall mean the Directors acting collectively

“Chair” and “Vice-Chair” have the meanings given in article 12;

“Chair of the meeting” has the meaning given in article 28(4);

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

“County Association” means a specific county association or other properly constituted entity affiliated to the Company from time to time;

“Direct Player Members”, means persons who for geographical or other reasons become Player Members by being admitted to direct membership of the Company upon payment directly to the Company of whatever Subscription is determined by the Company;

“Director” means a Director of the Company, and includes any person occupying the position of Director, by whatever name called;

“Document” includes, unless otherwise specified, any document sent or supplied in electronic form;

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

“Fully paid” in relation to a share, means that the nominal value and any premium to be paid to the Company in respect of that share have been paid to the Company;

“Hard copy form” has the meaning given in section 1168 of the Companies Act 2006;

“Instrument” means a document in hard copy form;

“Interest” in Article 14 has the meaning given to it in section 175 of the Companies Act 2006

“Ordinary Player Member” means a person who is a member of an Affiliated Club

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

“Paid” means paid or credited as paid;

“Participate”, in relation to a Directors’ meeting, has the meaning given in article 10;

“Player Member” means any Ordinary Player Member, any Direct Player Member, or any player in any such other categories of membership for Player Members as may be decided by the Board of Directors from time to time.

“Primary allegiance” means that subject to any terms imposed by an Association, a Player Member may be a member of any number of Associations provided that they indicates to the Company in writing which Association they considers to be the primary Association of which they are a member for the purposes of Article 22 of the Company's Articles of Association.

“Proxy notice” has the meaning given in Articles 37 and 38;

“Shareholder” means a person who is the holder of a share;

“Shares” means shares in the Company;

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

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

“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.

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 Company.

Unless the context otherwise requires, in these Articles:

- (a) words denoting the singular include the plural and vice versa; and
- (b) paragraph
- (c) adings are for convenience only and shall not affect the interpretation of these Articles, and any reference to a Section or paragraph is to the relevant Section or paragraph of these Articles.

Liability of Associations and Shareholders

2. The liability of Associations and Shareholders is limited to the amount, if any, unpaid on the shares held by them.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3.(1) Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

(2) Unless otherwise determined by Ordinary Resolution, the maximum number of Directors shall be eleven, and the minimum number of Directors shall be five.

(3) Eight Directors may be elected as described in Article 17.

(4) Additional Directors may be appointed by the Board so long as the total number of Directors does not exceed eleven.

Shareholders' reserve power

4.(1) The Shareholders 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.

Directors may delegate

5.(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 authorize 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 except as set out in Article 6.3.

Committees

6.(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 or procedures for all or any committees. Such rules override any rules derived from these Articles with which they conflict. In the event of a vacancy occurring it shall be filled by the body who appointed the person who ceased to be a member of the Committee.

(3) There shall be three Standing Committees to which the Directors will appoint members who shall serve for 3 years or until they resign or until the Directors decide they shall no longer be members of the Committee whichever is the earliest. No person shall be Chair of more than one of these Standing Committees.

(4) The three Standing Committees shall be the Selection Committee, the Conduct Committee and the Regulation Committee which shall be governed as follows:

(a) The Selection Committee

- I. The Selection Committee shall be responsible all matters related to the representation of England for international events,

including defining and managing the trials processes (especially the Premier League) by which teams will qualify to play for England;

- II. Where the Selection Committee has followed the procedures laid down for taking its decisions the Directors irrevocably delegate their powers to make such selections to the Selection Committee;
- III. The remedy if the Selection Committee has not followed the appropriate procedures will be for the Directors to ask the Selection Committee to reconsider its decision following the appropriate procedures;
- IV. The Selection Committee shall consist of 5 members appointed by the Board for 3 years, one and only one of whom shall be a Director, who shall act as Chair of the Selection Committee but who shall only exercise a vote as a casting vote in the event of tied vote amongst the other members, and up to 4 other members appointed by the existing members of the Committee;
- V. These latter appointments shall be for 3 years also. In the event of a vacancy occurring it shall be filled by the body who appointed the person who ceased to be a member of the Committee.

(b) The Conduct Committee

- I. The Conduct Committee shall be responsible for all disciplinary matters. In particular in respect of any Player Member being involved in:
 - i. a breach of the Bye-Laws or Articles of the Company;
 - ii. a breach of the regulations laid down by the Board or any of its Standing or other Committees, or any conditions of contest or other tournament regulations; including any breach of the fundamental principle set out in the EBU's "Best Behaviour at Bridge" policy;
 - iii. unfair or dishonest play in an organised duplicate bridge event, whether online or face to face;
 - iv. any other act that results in reputational damage for the Company or to organised bridge. This may include any conduct or behaviour, whether at or away from the bridge table, which falls below the accepted standards required of Player Members; or

- v. a failure to provide full or true information or evidence to the Conduct Committee or any other body set up by it to administer its functions or to comply with any decision made by the Conduct Committee or any other body set up by it to administer its functions.
- II. Where the Conduct Committee or any other body set up by it to administer its functions has followed the procedures laid down for taking its decisions the Directors irrevocably delegate its powers to make such decisions to the Conduct Committee. The remedy if the Conduct Committee has not followed the appropriate procedures will be for the Directors to ask the Conduct Committee to reconsider its decision following the appropriate procedures;
- III. The Conduct Committee shall consist of 5 members appointed by the Board for 3 years, one and only one of whom shall be a Director, who shall act as Chair of the Conduct Committee but who shall only exercise a vote as a casting vote in the event of tied vote amongst the other members, and up to 4 other members appointed by the existing members of the Committee.;
- IV. These latter appointments shall be for 3 years also. In the event of a vacancy occurring it shall be filled by the body who appointed the person who ceased to be a member of the Committee.

(c) The Regulation Committee

- I. The Regulation Committee shall be the Regulating Authority under the Laws of Duplicate Bridge for games run by the Company;
- II. It shall publish with the approval of the Board the Handbook of EBU Permitted Understandings - the 'Blue Book' and the 'White Book' which contains current EBU regulations (other than those in the Blue Book), EBU interpretations of the laws, and general guidance for players, Tournament Directors, Appeals Committees, Tournament Organisers and scorers;
- III. The Regulation Committee shall consist of 5 members appointed by the Board for 3 years and up to 4 other members appointed by the existing members of the Committee;
- IV. These latter appointments shall be for 3 years also. In the event of a vacancy occurring it shall be filled by the body who appointed the person who ceased to be a member of the Committee.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7. (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 8.

Unanimous decisions

8.(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.

Calling a Directors' meeting

9.(1) Any Director may call a Directors' meeting by authorizing the company secretary (if any) to give notice of the meeting to the Directors. If there is no company secretary any Director may give such notice.

(2) Notice of any Directors' meeting must indicate—

- (a) its proposed date and time, which must be at least 7 days in the future;
- (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 Company 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.

Participation in Directors' meetings

10.(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.

Quorum for Directors' meetings

11.(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 five.

(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 Shareholders to elect further Directors.

Chairing of Directors' meetings

12.(1) The elected Directors shall appoint a Director to chair their meetings and a deputy, both of these must be elected Directors. They shall also appoint a Director to act as Treasurer of the Company. In the event of a tie for the post of Chair then:

- (a) If the current Chair is one of those involved they shall continue in office;
- (b) If the current Chair is not involved the Director who has served the longest shall be appointed;
- (c) If neither of these apply then the Chair will be decided by drawing lots;

(d) If the appointment of Vice-Chair or Treasurer is tied the Chair shall have a casting vote in the usual way..

(e) If the Chair has been appointed through (a), (b) or (c) above the appointment will only be for one year before a new election shall be held.

(2) The persons so appointed for the time being are known as the Chair and Vice Chair.

(3) The Directors may terminate the Chair's or Vice Chair's appointment at any time.

(4) If the Chair is not participating in a Directors' meeting, the Vice Chair shall take the chair. If both the Chair and Vice Chair are absent the participating Directors must appoint one of themselves to chair it.

(5) No person may serve as Chair, Vice-Chair or Treasurer for more than 6 years continuously. After the end of any such period of 6 years they may not return to that office for a further period of 3 years.

Casting vote

13.(1) If the numbers of votes for and against a proposal are equal, the Chair or other Director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the Articles, the Chair or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

14.(1) If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is Interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a Director who is Interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when:

(a) the Company 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 Company or any of its subsidiaries; or

(b) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries 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 Chair whose ruling in relation to any Director other than the Chair 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 Chair, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

(8) The Directors may make further regulations concerning conflicts of interest which are compatible with (1) to (7) above.

Records of decisions to be kept

15. The Directors must ensure that the Company 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.

Directors' discretion to make further rules

16. 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

Methods of appointing Directors

17.(1) Any Player Member of an Association who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:

(a) by election at an Annual General Meeting in accordance with the procedure set out in 17(2) such appointment to take effect at the end of that meeting; or

(b) by a decision of the Directors such an appointment to take effect immediately unless the Directors decide otherwise.

(2) Subject to the other provisions of this Article, each Shareholder 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, eight weeks prior to each Annual General Meeting, notify all Shareholders of their right to make such nominations (which notice shall be copied to the secretaries of all Associations);

(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 four 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;

(d) In the event that the number of nominations received in accordance with this Article is higher than the number of vacant elected Director positions, all such nominated persons shall be subject to the election process specified in (h);

(e) In the event that the number of nominations received in accordance with the provisions of this Article is lower than the number of vacant elected Director positions the Chair shall accept further nominations either in writing after the due date specified in (c) or orally at the Annual General Meeting;

(f) In the event that the number of nominations received in accordance with (c) and (e) together, is lower or equal to the number of vacant elected Director positions, all persons so nominated shall automatically be elected as Directors unless a vote is necessary under Article 18(f) to determine the terms of those elected;

(g) In the event that the number of nominations received in accordance with Article (c) and (e) together is higher than the number of vacant elected Director positions, all persons so nominated by the date specified in (c) shall automatically be elected as Directors, unless there are more than 3 such nominations and a vote is necessary to determine the terms of those elected under Article 18(f) and only the remaining

persons nominated in accordance with (e) shall be subject to the election process specified in Paragraph (h) –(l) of this Article;

(h) In the event of more nominations being received than the number of vacant elected Director positions in accordance with (d) or (g), the Directors shall be elected from the persons so nominated (or, in the case where (g) applies, from those persons nominated in accordance with (e) only);

(i) This may be done by a poll taken at the Annual General Meeting, or, if the Directors so decide, electronically in advance, during the three working days before the meeting;

(j) Each Shareholder shall be entitled to a number of votes in such poll as is equal to the number of Shares held by them (and each Shareholder shall be entitled to cast each such vote for any person so nominated).

(k) Subject to the maximum number of elected 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.

Termination of Director's appointment

18. 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 Acts 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 Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months; or

(e) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

(f) Otherwise an elected Director will cease to be a Director at the end of the third Annual General Meeting following their election, except where 5 or more directors are elected at a single AGM when only the three Directors receiving the highest number votes will so retire and the others will retire at the end of the second Annual General Meeting following their election. Where there is a tie for the final place(s) for three-year terms lots will be

drawn to determine the terms of those directors tied in the vote. For the purposes of this Article Directors elected under Article 17(f) and (g) will be deemed to have received more votes than those elected under Article 17(h). An appointed Director will cease to be a Director at the end of the Annual General Meeting following their appointment.

Directors' remuneration

19.(1) Directors may undertake any services for the Company that the Directors decide.

(2) Directors are entitled to such remuneration as the Directors determine for any services, other than acting as a Director, which they undertake for the Company.

(3) Subject to the Articles, a Director's remuneration may:

(a) take any form, and

(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director.

(4) Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.

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Directors' expenses

20. The Company may, if the Directors so decide, 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

(c) separate meetings of the holders of any class of shares or of debentures of the Company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

PART 3

SHARES AND DISTRIBUTIONS

Private Company

21. 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.

Share Capital

22.(1) The authorised share capital of the Company is £100 divided into 2,000 ordinary shares of 5 pence each all of which are fully paid up.

(2) 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 22(3), 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 persons shall at all times whilst they hold legal title to such Share as the nominee of an Association have primary allegiance to that Association (as determined in accordance with the Bye Laws);

(ii) such persons shall hold the legal title to such Share on trust for the Association of which they are the secretary or by which they have been nominated in accordance with this clause;

(iii) such Association shall at all times remain the beneficial owner of such Share; and

(iv) such persons do not at the time of such issue or transfer of the legal title to such Share to them 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 Company as treasury shares.

and no other person may hold a share in the Company.

(3) Each Shareholder holding legal title to any Share shall be responsible for compliance with the provisions of these Articles by the Association on trust for which they hold such Share.

(4) None of the Chief Executive, the Secretary, any Director nor any employee of the Company may hold a share whilst they hold such office or employment.

(5) In the event that a Shareholder is elected or co-opted as a Director of the Company, or is appointed as the Chief Executive or the Secretary of the Company, or becomes an employee of the Company:

(a) the Shareholder shall immediately transfer any share(s) they hold to the Company to become Treasury Shares;

(b) the Association on trust for which such person held any Share(s) pursuant to Article 22(2) shall forthwith nominate in writing to the Secretary another person who is thereafter to hold such Share(s) on trust for it in accordance with Article 22(2); and

(c) the Company shall transfer such Share(s) to the person nominated under 22(4)(b).

(6) A Shareholder who is elected or co-opted as a Director of the Company, or is appointed as the Chief Executive or the Secretary or becomes an employee of the Company may not thereafter exercise any rights in relation to any Shares in the Company held by them.

(7) 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 22(2)) 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:

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

(8) Subject to Article 22(2), 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.

(9) For the purposes of Article 22(7) the number of Player Members of an Association shall be the number of Player Members of such Association on the EBU register of Player Members, on the preceding 31 March. It should be noted that this definition applies only to such members who have primary allegiance to that Association and any Player Member may only have primary allegiance to one Association. The Company shall apply the formula specified in Article 22(7) to each Association on or before 15 June 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 22(2)) for the period of one year from the following 1 July.

(10) Should the application of the formula pursuant to Articles 22(7) to 22(9) entitle an Association to hold more Shares than it holds beneficially at the relevant time, the Company shall notify the secretary of such Association of the number of additional Shares to which it is entitled and the Company shall transfer sufficient treasury shares or in the absence of treasury shares, previously unissued shares, to the person or persons nominated in writing by the Association as soon as is reasonably practicable after the Company receives notification from such 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 22(2) to hold Shares).

(11) Should the application of the formula pursuant to Articles 22(7) to 22(9) result in an Association being entitled to hold fewer Shares than it holds beneficially at the relevant time, the Company shall notify the secretary of such Association of the number of Shares which it holds beneficially at that time which is in excess of its entitlement (its "Excess Shares") and instruct them to be transferred to the Company as treasury shares. Each such Association shall cause nominees holding Shares on its behalf to transfer its Excess Shares to the Company as treasury shares as soon as is reasonably practicable after receiving instruction from the Company pursuant to this Article.

(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 Shareholder 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 Shareholder or Shareholders holding any Share on trust for such Association shall transfer each such Share to the Company as treasury shares 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.

(13) The Board may at any time upon application agree to the sub-division of any Association or to the merger of any two or more Associations (with the resultant Associations or Association maintaining their Constituent Membership) Provided always that such merger may only be sanctioned when made between geographically adjacent Associations. At the point of such sub-division or merger the existing Shareholders shall transfer their shares to the Company as Treasury Shares. The Company shall then issue shares in accordance with the table in 22(5) to the resultant Associations.

(14) If for any reason, including the death of the Shareholder, a Shareholder ceases to be entitled to hold a share on trust for an Association, the Chair of the Board for the time being shall be authorised to sign a transfer of the share(s) held by that person to the Company to be held as Treasury Shares.

Where an Association remains entitled to hold these shares beneficially the shares shall be transferred as soon as practicable to the person(s) validly nominated by the Association to hold the shares in trust for them.

Share certificates

23. (1) The Company must issue each Shareholder, free of charge, with one or more certificates in respect of the shares which that Shareholder holds.

(2) Every certificate must specify:

- (a) in respect of how many shares, of what class, it is issued;
- (b) the nominal value of those shares;
- (c) that the shares are fully paid; and
- (d) any distinguishing numbers assigned to them.

(3) No certificate may be issued in respect of shares of more than one class.

(4) Certificates must—

- (a) have affixed to them the Company's common seal, or
- (b) be otherwise executed in accordance with the Companies Acts.

Replacement share certificates

24. (1) If a certificate issued in respect of a Shareholder's shares is:

- (a) damaged or defaced, or
- (b) said to be lost, stolen or destroyed

that Shareholder is entitled to be issued with a replacement certificate in respect of the same shares.

(2) A Shareholder exercising the right to be issued with such a replacement certificate:

- (a) may at the same time exercise the right to be issued with a single certificate or separate certificates;
- (b) must return the certificate which is to be replaced to the Company if it is damaged or defaced; and
- (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Directors decide.

Share transfers

25 No shares may be transferred except as provided for under Article 22.

Procedure for declaring dividends

26 The Company shall not pay any dividends or make other distributions to Shareholders. 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 constituent Associations at that time in proportion to their number of player members on the previous 31st March, unless the Directors or a General Meeting shall have determined to give or transfer such property otherwise prior to such winding-up or dissolution.

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

Annual General meeting.

27. (1) An Annual General Meeting of the Company must take place not more than 15 months after the preceding Annual General Meeting.

(2) The following items must be on the agenda of the Annual General Meeting:

- (a) Considering and adopting the Annual Accounts and the Treasurer's Report
- (b) Considering and adopting the Annual Report of the Directors.

Additional General Meetings

28(1) Without prejudice to their rights under the Companies Acts and these Articles to requisition general meetings, the Shareholders 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.

(2) Notwithstanding Article 28(1) and without prejudice to the rights of Shareholders under Statutes, a general meeting may be held on the written request signed by not less than 12 Shareholders 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.

(3) Without prejudice to the rights of Shareholders under the Statutes or otherwise under these Articles:

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

(b) the Chair shall cause a notice of each general meeting of the Company to be prepared and circulated to all Shareholders in accordance with the requirements of the Companies Acts and additionally to the secretary of each Association, which notice shall include notice of any Association-Proposed Resolutions which have been proposed pursuant to Article 28(3)(a) prior to circulation of the notice but since the circulation of the notice which convened the preceding general meeting;

(4) The Secretary or, at the request of the person properly appointed to chair of the meeting, another person shall take minutes of the proceedings of Company meetings.

(5) At every such meeting the minutes of the immediately preceding meeting of the Company shall be considered and, if agreed, duly signed by the Chair of the meeting, and any business arising out of the same shall be considered before any other business unless the Chair of the meeting directs otherwise.

Attendance and speaking at general meetings

29.(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 persons 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.

Quorum for general meetings

30. No business other than the appointment of the Chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. Except as otherwise provided by these Articles, 21 persons entitled to vote upon the business to be transacted, each being a Shareholder or a proxy for a Shareholder, shall be a quorum at a general meeting.

Chairing general meetings

31.(1) If the Directors have appointed a Chair, the Chair shall chair general meetings if present and willing to do so otherwise the Vice-Chair shall chair general meetings if present and willing to do so.

(2) If the Directors have not appointed a Chair or a Vice-Chair, or if the Chair and Vice-Chair are unwilling to chair the meeting or are 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 Shareholder to chair the meeting, and the appointment of the Chair 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 Chair of the meeting”.

Attendance and speaking by Directors and non-Shareholders

32.(1) Directors may attend and speak at general meetings.

(2) The Chief Executive, and the Secretary shall be entitled to attend all General Meetings and shall, at the invitation of the Chair, be entitled to speak (but, for the avoidance of doubt, shall not be entitled to vote).

(3) The Chair of the meeting at their absolute discretion may permit other persons who are not:

- (a) Shareholders of the company; or
- (b) otherwise entitled to exercise the rights of Shareholders in relation to general meetings,

to attend and speak at a general meeting.

Adjournment

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

(2) The Chair 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 Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the Chair 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 company 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 company'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

Voting: general

34.(1) The following matters require a Special Resolution:

- (a) Amendments to these Articles;
- (b) Resolutions under Articles 4(1) and 22(12);
- (d) Changing the Company name;
- (e) Reducing share capital;
- (f) Dis-applying pre-emption rights when issuing new shares;
- (g) Authorising a share buy-back when the Company purchases its own shares save as authorised in these Articles;
- (h) Re-registering the Company (e.g. from private to public or vice versa);
- (i) Altering any class rights attached to shares;
- (j) Winding up the Company voluntarily;
- (k) Any other matters required by law to be the subject of a Special Resolution.

(2) All other matters will be decided by Ordinary Resolution.

(3) 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.

Errors and disputes

35.(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 Chair of the meeting, whose decision is final.

Poll votes

36.(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 Chair 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 Shareholders 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 Chair of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the Chair of the meeting directs.

Content of proxy notices

37.(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

- (a) states the name and address of the Shareholder appointing the proxy;
- (b) identifies the person appointed to be that Shareholder’s proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Shareholder appointing the proxy, or is authenticated in such manner as the Directors may determine; and
- (d) is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company 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.

Delivery of proxy notices

38.(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 company by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(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.

Amendments to resolutions

39.(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 company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine); and

(b) the proposed amendment does not, in the reasonable opinion of the Chair 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 Chair 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 Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

40.(1) Subject to the Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which the Companies Acts provide for documents or information which are authorized or required by any provision of those Acts to be sent or supplied by or to the Company.

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

Company seals

41.(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 company has a common seal and it is affixed to a document, the document must also be signed by at least one authorized person in the presence of a witness who attests the signature.

(4) For the purposes of this Article, an authorized person is:

(a) any Director of the company;

(b) the company secretary (if any); or

(c) any person authorized by the Directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

42. Except as provided by law or authorized by the Directors or an Ordinary Resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a Shareholder.

Provision for employees on cessation of business

43. The Directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a Director or former Director) in connection with the cessation or

transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

Honorary Life Members

44(1) The Board may, in its discretion, nominate any person to be considered for the position of Honorary Life Member at the next Annual General Meeting of the Company.

(2) In the event that the Board of Directors nominates a person to be considered for the position of Honorary Life Member, such nomination shall be put to the Shareholders in the Annual General Meeting and, if approved by Ordinary Resolution, such person shall be appointed as an Honorary Life Member of the Company.

Bye Laws

45.(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.

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

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

46.(1) Subject to paragraph (2), a relevant Director of the company or an associated company may be indemnified out of the Company'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 company or an associated company;

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

(c) any other liability incurred by that Director as an officer of the company or an associated company.

(2) This Article does not authorize 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 company or an associated company.

Insurance

47.(1) The Directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant Director in respect of any relevant loss.

(2) In this Article:

(a) a “relevant Director” means any Director or former Director of the company or an associated company;

(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 Company, any associated company or any pension fund or employees’ share scheme of the Company or associated company; and

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