
English Lacrosse Association Ltd

Articles of Association

Company Registration Number 03476816

Private Company limited by guarantee

as amended by a special resolution dated [•] 2023

INDEX TO THE ARTICLES

PART 1 – INTERPRETATION AND LIMITATION OF LIABILITY	1
1. Defined terms.....	1
2. Liability of members	3
PART 2 – DIRECTORS AND OTHER OFFICE HOLDERS.....	3
Directors' Powers and Responsibilities	3
3. Directors' general authority	3
4. Action by the directors	3
5. Committees	4
DECISION-MAKING BY DIRECTORS.....	4
6. Directors to take decisions collectively	4
7. Unanimous decisions (at other than meetings)	4
8. Calling a meeting of the Board	4
9. Participation in meetings of the Board	5
10. Composition of the Board and Quorum	5
11. Chairing of meetings of the Board	5
12. Casting vote	6
13. Conflicts of interest	6
14. Records of decisions to be kept.....	7
15. Directors' discretion to make further rules	7
16. Officers.....	8
APPOINTMENT OF DIRECTORS	8
17. Methods of appointing directors.....	8
18. Elected directors	9
19. Termination of a director's appointment	9
20. Directors' remuneration	9
21. Directors' expenses	10
22. Chair	10
23. Chief Executive	11
24. Elections	11
25. Casual Vacancies	11
PART 3 – MEMBERS	11
BECOMING AND CEASING TO BE A MEMBER	11
26. Applications for membership	11
27. Conditions of membership	12
28. Termination of membership	12
ORGANISATION OF GENERAL MEETINGS	12
29. Notice of and Calling General Meetings	13
30. Annual General Meetings	13
31. Attendance, speaking and voting at general meetings.....	14
32. Quorum for general meetings	15
33. Chairing general meetings	15
34. Attendance and speaking by directors and non-members	15
35. Adjournment.....	15
VOTING AT GENERAL MEETINGS	16
36. Voting: general.....	16

English Lacrosse Association Ltd. Articles of Association

37. Errors and disputes.....	16
38. Electronic Voting.....	16
39. Poll votes	17
40. Content of proxy notices	17
41. Delivery of proxy notices.....	18
42. Amendments to resolutions	18
43. Written Resolution	18
PART 4 – ADMINISTRATIVE ARRANGEMENTS	19
44. Means of communication to be used	19
45. No right to inspect accounts and other records	20
DIRECTORS’ INDEMNITY AND INSURANCE	20
46. Indemnity	20
47. Insurance	20
48. Playing Rules and Bye laws	21
49. Dissolution	21

PART 1 – INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

1.1 In these Articles, unless the context requires otherwise:

"Articles"	these articles of association, as may be amended from time to time;
"bankruptcy"	bankruptcy of any individual including 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"	the Board of directors of the Company established from time to time in accordance with Article 17. All the members of which are registered as the directors of the Company for the purposes of the Companies Act;
"Bye Laws"	the bye laws of the Company made by the Board in accordance with Article 48 and amended from time to time;
"clear days"	a period of days exclusive of the day on which the notice is served and of the day for which it is given;
"Chair"	the independent Chair of the Board as appointed by the Board;
"Chair of the meeting"	has the meaning given in Article 11.2 (in respect of a board meeting) or Article 33 (in respect of a general meeting);
"Chief Executive"	If appointed, means the person appointed as Chief Executive Officer in accordance with Article 23.
"Companies Act"	the Companies Act 2006 as modified by statute or re-enacted from time to time;
"Company"	English Lacrosse Association Ltd;
"director"	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;
"electronic platform"	communication any form of electronic platform which provides a medium for communication between individuals, groups or organisations and which includes, without limitation application technology, video calling, conference calling and other digital communication channels
"general meeting"	an annual general meeting or other general

	meeting of the Company;
"hard copy form"	has the meaning given in Section 1168 of the Companies Act;
"members"	the Voting Members and non-Voting Members together;
"Nominations group"	a group to advise the Board on the appointment and/or election of appropriate Board members as required by the Company's Articles;
"Non-Voting Members"	all members of the Company other than the Voting Members and who shall not be members for the purposes of the Companies Act;
"ordinary resolution"	has the meaning given in Section 282 of the Companies Act;
"participate"	in relation to a directors' meeting, has the meaning given in Article 9;
"Place"	an agreed physical and/ or virtual location and/or method in which a meeting is conducted, this may be an electronic communication platform as agreed by the directors and by which all those participating in the meeting are able to communicate with all other participants;
"Playing Rules"	the playing rules relating to the playing and supervision of the Sport referred to in Article 48 as amended from time to time;
"proxy notice"	has the meaning given in Article 40.1;
"special resolution"	has the meaning given in Section 283 of the Companies Act;
"subsidiary"	has the meaning given in Section 1159 of the Companies Act;
"the Sport"	lacrosse;
"Voting Members"	the members of the Company who, under these Articles are entitled to receive notice of, attend and vote at general meetings and who are members of the Company for the purposes of the Companies Act; and
"writing"	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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

1.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations and unincorporated associations.

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

2. **Liability of members**

2.1 The liability of members is limited to £10 for each Voting Member only, being the amount that each Voting Member undertakes to contribute to the assets of the Company in the event of its being wound up while the Voting Member is a member or within one year after the ceasing to be a member, for any of the items set out in Article 2.2.

2.2 The items for which the members undertake to contribute (subject to Article 2.1) are:

2.2.1 payment of the Company's debts and liabilities contracted before the Voting Member ceases to be a member;

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

2.2.3 adjustment of the rights of the contributories among themselves.

PART 2 – DIRECTORS AND OTHER OFFICE HOLDERS

DIRECTORS' POWERS AND RESPONSIBILITIES

3. **Directors' general authority**

3.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:

3.1.1 to such person or committee;

3.1.2 by such means (including by power of attorney);

3.1.3 to such an extent;

3.1.4 in relation to such matters or territories; and

3.1.5 on such terms and conditions;

as it thinks fit.

3.2 All acts and proceedings delegated under Article 3.1 shall be reported to the Board in due course.

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

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

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

4. **Action by the directors**

4.1 The Voting Members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

4.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

5. **Committees**

5.1 The Board shall establish such committees as it thinks fit from time to time. Membership of a committee is not restricted to Board members.

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

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

DECISION-MAKING BY DIRECTORS

6. **Directors to take decisions collectively**

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 7.

7. **Unanimous decisions (at other than meetings)**

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

7.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director (some may be ineligible through a conflict of interests) or to which each eligible director has otherwise indicated agreement in writing or by assent via an electronic communication platform.

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

7.4 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.

8. **Calling a meeting of the Board**

8.1 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Chief Executive Officer to give such notice.

8.2 A meeting of the Board may be held via an electronic communication platform, or may be a physical meeting in which one or more directors are located in the same physical place, or may be a hybrid meeting.

8.3 Notice of any meeting of the Board must indicate:

8.3.1 its proposed date and time;

8.3.2 where it is to take place;

8.3.3 if a virtual or hybrid meeting is envisaged, details of the electronic communication platform which will be used to host the meeting, including means of access and participation thereat; and

8.3.4 details of how the persons attending or participating in the meeting can communicate with each other.

8.4 Notice of a meeting of the Board must be given to each director but need not be in writing. A director who is absent from Great Britain shall be entitled to notice of a meeting if they have provided a valid email address.

9. **Participation in meetings of the Board**

9.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:

9.1.1 the meeting has been called and takes place in accordance with these Articles;

9.1.2 they can each be identified and identify each other; and

9.1.3 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

9.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.

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

10. **Composition of the Board and Quorum**

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

10.2 Subject to Article **Error! Reference source not found.** the quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than three (3) (which shall be made up of (i) the Chief Executive Officer (or other director nominated by the Chief Executive Officer in writing in respect of that meeting) and (ii) two other directors).

10.3 Subject to Article 10.4, the Board may act notwithstanding any vacancy in their body.

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

10.4.1 either to fill a casual vacancy arising among the directors in accordance with Article 26;

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

10.4.3 to admit Voting Members to the Company.

11. **Chairing of meetings of the Board**

11.1 The appointed/elected Chair shall be Chair of the Board and should be independent of the Company. The Chair shall preside as Chair at all meetings of the Board at which they shall be present.

11.2 If at any meeting the Chair is not present within fifteen (15) minutes after the time appointed for holding the meeting or they are not willing to preside, the members of the Board present shall choose one of their number to be Chair of the meeting. The person so appointed for the time being is known as the Chair of the meeting.

12. **Casting vote**

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

13. **Conflicts of interest**

13.1 Subject to Article 13.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

13.2 The prohibition under Article 13.1 shall not apply when:

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

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

13.2.3 the director's conflict of interest arises from a permitted cause.

13.3 For the purposes of Article 13.2, the following are "permitted causes":¹

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

13.3.2 subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

13.3.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries which do not provide special benefits for directors or former directors.

13.4 For the purposes of this Article 13, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.

13.5 Subject to Article 13.6, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair of the meeting whose ruling in relation to any director other than themselves is to be final and conclusive.

¹ RPC note: do any of the directors hold any cross-directorships that need to be considered such that any arrangements with those entities are a "permitted cause"?

- 13.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 13.7 Where proposals are under consideration concerning the appointment of two or more directors to employment with the Company or any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each director separately and (provided they are not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment.
- 13.8 A director may vote, and count towards the quorum, in regard to any transaction or arrangement in which they have, or can have, a direct or indirect conflict of interest that conflicts, or possibly may conflict with the interests of the Company only where such matter has been authorised in accordance with Article 13.2.
- 14. Records of decisions to be kept**
- 14.1 The Board must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board (and all committees) and by the Company at general meeting.
- 14.2 Any such records, if purporting to be signed, or recorded as agreed, by the Chair of the meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 15. Directors' discretion to make further rules**
- 15.1 The Board may from time to time make, vary and revoke rules relating to membership of the Company including (without limitation) those which:
- 15.1.1 set out different categories of membership of the Company;
 - 15.1.2 set out rights, privileges and obligations of the different categories of member; and
 - 15.1.3 set the levels of subscriptions or membership fees to be paid by the different categories of member.
- 15.2 Subject to Article 48, the Board (or any committee to whom it delegates its powers) shall have the power to make, vary and revoke rules and policies for the better administration of the Company including (without limitation):
- 15.2.1 terms of reference as to the function, role and operation of committees of the Board;
 - 15.2.2 policies and rules to ensure compliance with national and international rules relating to anti-doping control;
 - 15.2.3 policies and rules to ensure compliance with national and international rules relating to betting and gaming control;
 - 15.2.4 regulations setting out disciplinary procedures for members;
 - 15.2.5 regulations for the promotion and organisation of competitions for the Sport;

15.2.6 child protection policies;

15.2.7 equity and equality policies; and

15.2.8 such other regulations or policies as the Board thinks fit.

15.3 Policies and rules made under Articles 15.1 and 15.2 must be compliant with the Companies Act and these Articles in order to be valid.

16. **Officers**

16.1 The Officers shall comprise the Chair and the Chief Executive Officer as appointed.

16.2 The Officers shall have power to consider and make decisions on any matters of urgency. Such decisions shall be communicated promptly to all members of the Board and shall be ratified or rejected by the Board at its next meeting.

APPOINTMENT OF DIRECTORS

17. **Methods of appointing directors**

17.1 The number of directors shall be not less than five (5) and shall be subject to a maximum of twelve (12).

17.2 The members of the Board shall be

17.2.1 the Chair;

17.2.2 the Chief Executive Officer;

17.2.3 up to three (3), or such lower number as the Board shall from time to time decide, elected or appointed directors, and

17.2.4 a minimum of three (3) other independent persons as the Board may from time to time in its sole discretion appoint to the Board,

provided that the total number of directors at any one time shall not exceed the maximum number fixed by these Articles.

17.3 Independent directors and other appointed directors shall be entitled to vote at the meetings of the Board.

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

17.5 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

17.5.1 by ordinary resolution of the Voting Members; or

17.5.2 by a decision of the directors in accordance with Article 6.

18. Elected directors

Each director (including independent directors) shall serve for a three (3) year term, from the annual general meeting at which they are elected or affirmed, following an appointment to the board pursuant to Article 17.5.2 to the annual general meeting in the third year after their election, but shall be eligible for re-election for a further two terms of three (3) years. The election for the office of elected directors shall be conducted in accordance with Article 24. When a director has completed their maximum term of 9 years, at least four years must elapse before they can be eligible to stand as a director for the Board.

19. Termination of a director's appointment

19.1 Without prejudice to the provisions of the Companies Act, a person shall cease to be a director of the Company as soon as:

19.1.1 that person ceases to be a director by virtue of any provision of the Companies Act or is otherwise prohibited from being a director by law;

19.1.2 a bankruptcy order is made against that person;

19.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

19.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

19.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

19.1.6 unless the Board resolves otherwise, that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board;

19.1.7 that person is requested to resign by all the other members of the Board acting together;

19.1.8 being the Chair, when their term of office expires, and they are not re-elected; or

19.1.9 notification in writing is received by the Board from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

19.2 A person serving as Chair who is removed from office as a director for whatever reason shall be deemed to have resigned from their position as Chair (as appropriate) and the vacancy shall be filled in accordance with these Articles.

20. Directors' remuneration

20.1 Subject to the provisions of the Companies Act, and to Article 20.3 below, the Board may enter into an agreement or arrangement with any director for their employment by the Company or for the provision by them of any services that the directors decide. Any appointment of a director to an executive office shall terminate if they cease to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Company.

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

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

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

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

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

20.4 No director shall take any loan from the Company.

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

20.6 Directors may undertake any services for the Company that the directors decide.

21. **Directors' expenses**

21.1 Without prejudice to Article 20, the Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

21.1.1 meetings of the Board or committees of the Board; or

21.1.2 general meetings,

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

22. **Chair**

22.1 The Chair shall be one of the independent Board members and shall be appointed by the Board. The appointee shall serve for a period determined by the Board and this will not exceed the appointee's term of office on the Board. The appointee shall be eligible for re-election in accordance with these Articles and may be appointed for a further period as Chair of the Board.

22.2 The Chair shall be a director by virtue of their office and shall have such rights and privileges as the Board shall from time to time prescribe. The Chair post may be a remunerated position.

- 22.3 The office of Chair shall be vacated with immediate effect if the person appointed as Chair ceases to be a director of the Company.

23. **Chief Executive**

Subject to the provisions of the Companies Act, a Chief Executive Officer may be appointed by the Board for such term at such remuneration and upon such conditions as they may think fit and any Chief Executive Officer appointed may be removed by them.

24. **Elections**

- 24.1 The Board and any Voting Member may nominate individuals to be elected to those positions that are subject to election and advertised as such by the Company. Any nomination must be made by submission of a CV and accompanying letter of application to the Chief Executive Officer and reviewed by the Nominations Group of the Board. The Nominations Group will recommend to the Board candidates for interview. On completion of the interview the nominee will then be put forward for election by the membership at the next annual general meeting of the Company. Any nomination, other than from the Board, must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each post.

- 24.2 If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting unless a specific vote is requested. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting of the Company or via advance electronic voting in accordance with the provisions of Article 38 as directed by the Board of such annual general meeting. The results of any such election must be announced at the annual general meeting by the Board.

- 24.3 For new candidates, a curriculum vitae and references will be required by the Nominations Group for short listing; and short-listed candidates made available to the Voting Members.

25. **Casual Vacancies**

A casual vacancy arising among the offices of Chair, Chief Executive Officer, or any other director, shall be filled by the Board and for elected positions this will last until the following annual general meeting of the Company.

PART 3 – MEMBERS

BECOMING AND CEASING TO BE A MEMBER

26. **Applications for membership**

- 26.1 The existing Voting Members and such other persons as are admitted to membership as Voting Members by the Board in accordance with these Articles (and any applicable policies), shall be the Voting Members.

- 26.2 No person shall become a member of the Company, whether voting or non-voting, unless:

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

26.2.2 the Board, or the body to whom this has been delegated to by the Board, has approved the application.

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

27. Conditions of membership

27.1 All members (whether Voting Members or Non-Voting Members) shall be subject to these Articles and the Bye Laws.

27.2 The members shall pay any membership fees and annual subscription set by the Board under Article 26.3. Any member whose subscription and/or membership is more than six (6) months in arrears shall be deemed to have resigned their membership of the Company unless the Board decides otherwise.

28. Termination of membership

28.1 It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Company so require, by notice in hard copy form sent by prepaid post to a member's address, to request that member to withdraw from membership of the Company within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors present and voting, which majority shall include one half of the total number of the Board for the time being, or by a unanimous decision in accordance with Article 7.

28.2 If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice in hard copy form of their resignation, or if at any time after receipt of the notice requesting them to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board, or such sub-committee to which it has delegated its powers. The Board, or sub-committee, and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in their defence either verbally or in hard copy form, and they shall not be required to withdraw from membership unless a majority of the Board members or sub-committee members present and voting shall, after receiving the statement in their defence, vote for their expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, they shall thereupon cease to be a member and their name shall be erased from the register of Voting Members or Non-Voting Members (as applicable). The Board may exclude the member from the Company's premises until the meeting considering their expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend the Company's premises to attend that meeting (if it is held at them) for the purpose of making their representations.

28.3 A member may withdraw from membership of the Company by giving seven (7) clear days' notice to the Company in writing.

28.4 A membership terminates automatically when that person dies or ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Playing Rules².

28.5 Membership is not transferable.

ORGANISATION OF GENERAL MEETINGS

² RPC note: We corrected this to "Playing Rules". Please confirm this is correct.

29. Notice of and Calling General Meetings

- 29.1 A general meeting may be called at any time by the Board or by the Chief Executive Officer acting on behalf of the Board or may be called on a written request to the Board from at least 5% of the Voting Members.
- 29.2 Upon such call or on receipt of a written request made pursuant to Article 29.1, the Chief Executive Officer must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the general meeting.
- 29.3 Notice of a general meeting must be sent to every director and every Voting Member of the Company.
- 29.4 A general meeting may be held via an electronic communication platform, or may be a physical meeting in which one or more attendees are located in the same physical place, or may be a hybrid meeting.
- 29.5 If the Board determines that a general meeting shall be held wholly or in part by means of an electronic communication platform, the notice of the meeting shall:
- 29.5.1 include a statement to that effect;
 - 29.5.2 specify the details of the electronic communication platform which will be used to host the meeting, including means of access and participation thereat;
 - 29.5.3 specify details of how the persons attending or participating in the meeting can communicate with each other; and
 - 29.5.4 specify details of how a member may exercise their right to vote.

30. Annual General Meetings

- 30.1 The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.
- 30.2 The annual general meeting shall be held for the following purposes:
- 30.2.1 to receive from the Board the Company's accounts;
 - 30.2.2 to receive from the Board a report of the activities of the Company since the previous annual general meeting;
 - 30.2.3 to appoint the Company's auditors;
 - 30.2.4 to elect directors in place of those retiring;
 - 30.2.5 to transact such other business as may be brought before it.
- 30.3 All general meetings, other than the annual general meeting, shall be called general meetings. The business of such general meetings shall be decided by the Board subject to due notice having been given.

31. Attendance, speaking and voting at general meetings

- 31.1 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.
- 31.2 A person is able to exercise the right to vote at a general meeting when:
- 31.2.1 that person is able to vote on resolutions put to the vote at the meeting; and
 - 31.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 31.3 In determining attendance at a general meeting, it is immaterial whether any two or more directors or Voting Members attending it are in the same place as each other, or how they are able to communicate with each other.
- 31.4 A general meeting held wholly or in part by means of an electronic communication platform shall be duly constituted and its proceedings valid if the Chair of the meeting is satisfied that a quorum is present in accordance with Article 32 and adequate facilities are available throughout the meeting to ensure that those attending the meeting by all means are able to:
- 31.4.1 participate in the business of the meeting;
 - 31.4.2 can hear or communicate with all persons who speak at a meeting; and
 - 31.4.3 can be heard or communicated with by all other persons attending and participating in the meeting.
- 31.5 The Board and the Chair of the meeting may make any arrangement and impose any requirement or restriction that is:
- 31.5.1 necessary to ensure the identification of those taking part via the electronic communication platform and the security of such electronic communication platform;
 - 31.5.2 appropriate to enable those attending the meeting to exercise their rights to participate and speak at it; and
 - 31.5.3 in its view, proportionate to those objectives.
- 31.6 If the electronic communication platform fails such that directors and shareholders are unable to participate in a meeting, the Chair of the meeting may adjourn the meeting under Article 35. Such adjournment will not affect the validity of such meeting, or any business conducted at such meeting up to the point it is adjourned, or any action taken following such a meeting.
- 31.7 Any person who is entitled to attend, speak or vote at a general meeting may submit a written request to the Board requiring the Board to make alternative arrangements for that person (or, if a Voting Member, their proxy) to attend, speak and vote at a general meeting, including an annual general meeting, if such person (or, if a Voting Member, their proxy) cannot attend, speak or vote via the chosen electronic communication platform. Such request should include the reason why that person (or, if a Voting Member, their proxy) cannot attend, speak or vote via the electronic communication platform and should be delivered to the Company within seven (7) clear days of the date of the meeting (or within such shorter time frame as specified in the notice of the meeting). The Board may make

whatever arrangements it deems appropriate to enable those attending the meeting to exercise their rights to speak and vote at it.

32. Quorum for general meetings

32.1 No business other than the appointment of the Chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

32.2 Five (5) eligible persons (which expression shall include Voting Members and directors) present in person or by proxy (including by means of an electronic communication platform) shall be a quorum.

33. Chairing general meetings

33.1 The Chair shall chair general meetings if present and willing to do so. If the Chair shall be absent, or if at any meeting they are not present within fifteen minutes after the time appointed for holding the same:

33.1.1 the directors present; or

33.1.2 if no directors are present, the meeting,

must appoint a nominee to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting.

33.2 The person chairing a meeting in accordance with this Article is referred to as “the Chair of the meeting”.

34. Attendance and speaking by directors and non-members

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

34.2 The Chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

35. Adjournment

35.1 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.

35.2 The Chair of the meeting may adjourn a general meeting at which a quorum is present if:

35.2.1 the meeting consents to an adjournment; or

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

35.3 When adjourning a general meeting, the Chair of the meeting must:

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

35.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- 35.4 If the continuation of an adjourned meeting is to take place more than fourteen (14) days after it was adjourned, the Company must give at least seven clear days' notice of it:
- 35.4.1 to the same persons to whom notice of the Company's general meetings is required to be given; and
- 35.4.2 containing the same information which such notice is required to contain.
- 35.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting. Five (5) eligible persons (which expression shall include Voting Members and directors) present in person or by proxy shall be a quorum for an adjourned meeting.

VOTING AT GENERAL MEETINGS

36. Voting: general

- 36.1 Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one (1) vote.
- 36.2 Directors shall be entitled to cast a vote.
- 36.3 Unless the Board resolves otherwise, any resolutions or decisions to be put to the vote at a general meeting shall be carried out by way of electronic voting in accordance with Article 38 and shall be decided on a poll.
- 36.4 Except where otherwise provided by the Companies Act, every resolution is decided by a majority of votes cast.
- 36.5 In the event of an equality of votes, the Chair is entitled to a casting vote in addition to any other vote they may have.
- 36.6 Every Voting Member is entitled to send up to two (2) representatives to general meetings but only one (1) of those representatives in attendance shall be counted in the quorum and entitled to vote.

37. Errors and disputes

- 37.1 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.
- 37.2 Any such objection must be referred to the Chair of the meeting whose decision is final.

38. Electronic Voting

- 38.1 The Board, in its sole discretion, shall determine the means of electronic voting application, if any, to be used at a general meeting of the company.
- 38.2 The Board may enable Voting Members to submit electronic votes on resolutions on a poll to be put to a general meeting of the Company in advance of the meeting.

38.3 A person who is entitled to attend or speak at a general meeting remains so entitled in respect of that meeting or any adjournment of it, notwithstanding that they have submitted a valid electronic vote in advance of such meeting to the Company.

39. **Poll votes**

39.1 A poll on a resolution may be demanded:

39.1.1 in advance of the general meeting where it is to be put to the vote; or

39.1.2 at a general meeting, either before a show of hands on that resolution is declared or immediately after the result of a show of hands on that resolution is declared.

39.2 A poll may be demanded by:

39.2.1 the Chair of the meeting;

39.2.2 the Board; or

39.2.3 two (2) or more Voting Members present in person or proxy having the right to vote on the resolution.

39.3 A demand for a poll may be withdrawn if:

39.3.1 the poll has not yet been taken; and

39.3.2 the Chair of the meeting consents to the withdrawal.

40. **Content of proxy notices**

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

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

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

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

40.1.4 is delivered to the Chief Executive Officer in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

40.2 The Board may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

40.3 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.

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

40.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

40.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

41. Delivery of proxy notices

- 41.1 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 Chief Executive Officer by or on behalf of that person.
- 41.2 An appointment under a proxy notice may be revoked by delivering to the Chief Executive Officer a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 41.3 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.
- 41.4 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.

42. Amendments to resolutions

- 42.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 42.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine); and
- 42.1.2 the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 42.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 42.2.1 the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 42.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 42.3 With the consent of the Chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 42.4 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.

43. Written Resolution

- 43.1 Subject to Article 43.3, a resolution in writing agreed by the Appropriate Majority (as defined in Article 43.2) of members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and the Appropriate Majority of Voting Members has signified its agreement to the resolution in an authenticated document which has been received at the registered office of the Company within the period of twenty-eight (28) days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement.

43.2 In Article 43.1, the “Appropriate Majority” is:

43.2.1 in the case of an ordinary resolution, a simple majority of the Voting Members;

43.2.2 in the case of a special resolution, 75% or more of the Voting Members.

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

43.3.1 a resolution to remove a director before their period of office expires; and

43.3.2 a resolution to remove an auditor before their period of office expires.

PART 4 – ADMINISTRATIVE ARRANGEMENTS

44. Means of communication to be used

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

44.2 The applicable address shall be:

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

44.2.2 in the case of a Non-Voting Member, at their last known address as notified to the Company.

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

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

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

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

45. No right to inspect accounts and other records

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

DIRECTORS' INDEMNITY AND INSURANCE

46. Indemnity

46.1 Subject to Article 47, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:

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

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

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

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

46.3 In this Article:

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

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

47. Insurance

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

47.2 In this Article:

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

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

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

48. Playing Rules and Bye laws

48.1 Only the Voting Members in general meeting, or by advance electronic vote, may from time to time make, vary and revoke the Playing Rules and Bye Laws associated with these Articles. The creation, variation or revocation of Playing Rules or Bye Laws will only be passed by a special resolution.

48.2 Playing Rules and Bye Laws made pursuant to Article 48.1 must be compliant with the Companies Act and these Articles in order to be valid.

49. Dissolution

49.1 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 Voting Members of the Company in proportion to their contributions to such property.