

SPORTCHEER SCOTLAND LIMITED (SC619926)

ARTICLES OF ASSOCIATION

Adopted by special resolution at Annual General Meeting December 2023

GENERAL

The Regulations contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended shall not apply to the Company.

Purpose

1. SportCheer Scotland Limited ("SCS") shall engage in activities that include but will not be limited to:
- a) To act as the governing body for the sport of cheer in Scotland,
 - b) Manage, direct, promote, organise and assist the activities and disciplines associated with cheerleading in Scotland,
 - c) Encourage the growth and development of the sport of cheerleading in Scotland,
 - d) Provide opportunities to all athletes involved in the sport of cheerleading in Scotland,
 - e) Provide or arrange for professional development for coaches and officials for the sport,
 - f) Provide SCS members with materials, policies, and ideas to promote best practice by member clubs,
 - g) Propose and support bids for international competitions in Scotland,
 - h) Provide and create the opportunity to discuss, enhance and evaluate changes in cheerleading in Scotland,
 - i) Work with SCS members to maximise participation in cheerleading in Scotland,
 - j) Work with SportCheerUK to maximise participation in cheerleading in the United Kingdom,
 - k) Work with Sport Scotland, SportCheerUK and its members, and the BOA to have cheerleading officially recognized as a Sport,
 - l) Serve on the SportCheerUK Board, as required by the SportCheerUK Statutes,
 - m) Represent Scottish Cheerleading to the ICU and other international and domestic organisations in the Cheerleading Community,
 - n) Recognise SportCheerUK as the sole United Kingdom governing body for the Sport of Cheer,
 - o) Recognize the ICU as the sole international governing body for the Sport of Cheer, and
 - p) Follow and support the programs that are endorsed by the IOC and the BOA pursuant to the rules and regulations of WADA and all those rules that are consistent with the best interest of the athletes involved in cheerleading.

Not for profit statement

2. SportCheer Scotland Limited does not exist for the purpose of generating a return for the members. Any profits or accretions to the Company will be used in the furthering of its objectives as set out in article 1 above.

Registered office

3. The registered office of the Company will be located in Scotland.

Interpretation

4. In the following Articles, unless the context requires otherwise, the singular will include the plural and the masculine will include the feminine and bodies corporate and unincorporated. Any organisation name, title, or programme will include any successor organisation name, title, or programme.

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

5. In the articles, unless the context requires otherwise—

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

“**Annual General Meeting**” means the annual general meeting of the members;

“**Associate**” means a professional of the cheerleading community that is a member of the Company including but not limited to coaches, choreographers and judges;

“**articles**” means the Company’s articles of association;

“**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;

“**BOA**” means the British Olympic Association;

“**Board**” means the Board of directors of the Company;

“**Chair**” means the person chairing a meeting of the directors or a meeting of the members;

“**Cheer/ Cheerleading**” means the sport of cheer;

“**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;

“**Company**” means SportCheer Scotland Limited;

“**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;

“**ICU**” means the International Cheer Union;

“**IOC**” means the International Olympic Committee;

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

“**officer**” means an individual elected or appointed to serve as an officer of the Company;

“**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**participate**”, in relation to a directors’ meeting, has the meaning given in article 10;

“**proxy notice**” has the meaning given in article 42;

“**registrants**”, individuals that are engaged in activities provided, sponsored, supported or sanctioned by a member club and may include, but is not limited to, athletes, coaches, officials and volunteers involved with the member club;

“**Scottish Student Cheer (“SSC”)** is the committee representative of student athletes, coaches and officials participating in the sport of cheerleading;

“**SCSO**” means Scotland Council Area Sport Organisation;

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

“**SportCheerUK**” is the ICU recognized national governing body for cheerleading in the United Kingdom;

“**sportscotland**” is the national agency for sport in Scotland, being a private Company limited by guarantee with Company Number SC199015;

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

“**WADA**” means World Anti-Doping Agency and is the foundation initiated by the International Olympic Committee to promote, coordinate and monitor the fight against drugs in sport; and

“**writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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.

Liability of members

6. The liability of each member, as defined in Part 2, is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while they is a member or within one year after they ceases to be a member, for—
- a) payment of the Company’s debts and liabilities contracted before they ceases to be a member,
 - b) payment of the costs, charges and expenses of winding up, and
 - c) adjustment of the rights of the contributories among themselves.

PART 2

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Classes of membership

7. The Company shall have the following classes of membership:
- a. Club Membership
 - b. Associate Membership
 - c. Individual Athlete Membership
 - d. Event Producer Membership

Club membership

8. A Club Member is a Scottish cheerleading programme who has applied for membership, is registered as a member of the Company and who has subscribed to the Memorandum of Association.
9. It is a requirement of this category of membership that all individuals who engage in activities provided by the Club, i.e., athletes, coaches, volunteers etc., are registered with SCS ("registrants").
10. Each Club will be entitled to mandate one or multiple delegate(s), who are registrants of that Club, to attend any General Meeting, speak and vote on its behalf:
- a. Members with up to 100 registrants will receive 1 vote;
 - b. Members with between 101 and 200 registrants will receive 2 votes; and
 - c. Members with over 200 registrants will receive 3 votes.
11. Registrants are not Members of the Company. A registrant shall not be entitled to attend, speak at and vote at general meetings of the Company in their capacity as a registrant but this provision shall not prejudice a registrant's entitlement to attend, speak at and vote at general meetings of the Company in any other capacity in accordance with these Articles.

Associate membership

12. An individual who has applied for membership, is registered as a member of the Company and who has subscribed to the Memorandum of Association.
13. Associate Members shall be entitled to attend, speak and vote at general meetings.
14. The following must be Associate Members of the Company—
- a) Board members that are not registered with a cheerleading programme that holds Club Membership;
 - b) Members of Committees established by the Board, as set out at Part 3 below, that are not registered with a cheerleading programme that holds Club Membership.

Individual Athlete Membership

15. Individual Membership is open to any person who wishes to participate in the sport of cheerleading but is not a registrant of a member club.
16. Individual Athlete Members aged eighteen (18) years or older are entitled to attend and speak but not vote at the General Meetings of the Company.
17. Athletes selected to represent Scotland that are not registrants within a Member Club must hold Individual Athlete Membership.

Event Producer Membership

18. Event Producer Membership is open to any person(s) responsible for the organising and running of cheerleading events in Scotland, is registered as a member of the Company and who has subscribed to the Memorandum of Association.
19. Event Producer Members shall be entitled to attend, speak and vote at general meetings.

Applications for membership

1. All applicants for membership are required to complete the application for membership form provided by SCS, which is to be signed by the person responsible for the guarantee as defined in the Memorandum of Association and provide any relevant information in support of such application. In completing the application form, the applicant agrees to be bound by the Rules and accept the policies, rules and conditions in relation to participation and the payment of fees, and generally the terms of these Articles.
2. No person shall become a member of the Company unless—
 - d) that person has completed an application for membership in a form approved by the directors, or by any Committee delegated this authority by the Board;
 - e) the directors, or any Committee delegated this authority by the Board, have approved the application; and
 - f) that person has paid the membership fee as prescribed by the Board.

Membership fee

3. Membership fees for each category of membership shall be determined annually by the Board and shall require the approval of the Voting Members of the Company by way of ordinary resolution.
4. Members will be notified in writing of the membership fees payable by them on acceptance of their membership application. If such amounts are not paid within thirty (30) days of the due date, the Member in default shall be suspended pending payment of all amounts outstanding or a Members' vote to terminate their membership.

Termination of membership

5. A member may withdraw from membership of the Company by giving 7 days' written notice to the Company in writing.
6. Membership is not transferable and non-refundable.
7. A person's membership terminates when that person dies or ceases to exist.
8. The Board may terminate a person's membership by Special Resolution, provided thirty (30) days notice is given and the member is provided written notice of the reasons for termination and given the opportunity to appeal. Any appeal opposing the termination must be submitted in writing.

Suspension of membership

9. A member may be suspended by ordinary resolution of the Board pending a termination vote per paragraph 20 for any of the following reasons:
 - a. Repeated non-payment of membership fees;
 - b. Non-compliance with any these Articles of Association, the Memorandum of Association or any rules, regulations or policies applicable to members implemented by the Board, or by any committee with delegated authority to set rules, regulations or policies applicable to members; or
 - c. Unfair or discriminatory treatment of any person participating in cheerleading in Scotland.

ORGANISATION OF GENERAL MEETINGS

Types of meeting

10. Meetings of members will include the Annual General Meeting and Extraordinary General Meetings.

Annual General Meeting

11. The Annual General Meeting will be held within six (6) months after the Company's accounting date or within eighteen (18) months of the last Annual General Meeting, at such date and time as determined by the Board.
12. The Board shall give notice of the date of the Annual General Meeting and invite notices of motion and nominations by email no less than thirty (30) days prior to the date of the Annual General Meeting.
13. The Board shall determine the location of the Annual General Meeting.

14. The agenda for the Annual General Meeting shall be determined by the Board and shall include, at minimum:
 - a. Call to order/ apologies for absence;
 - b. Determination of a quorum;
 - c. Appointment of scrutineers;
 - d. Approval of the agenda;
 - e. Declaration of any conflicts of interest;
 - f. Adoption of the minutes of the previous Annual General Meeting;
 - g. Presentation and adoption of the President's Report;
 - h. Presentation and adoption of other annual Board and Committee reports;
 - i. Presentation and adoption of the accounts;
 - j. Business as specified in the meeting notice;
 - k. Election of Directors and Officers, as applicable, and
 - l. Adjournment

15. No other item of business will be included in the notice of the Annual General Meeting unless note or proposal has been submitted to the Board in writing within sixty (60) days of the Annual General Meeting.

Extraordinary General Meetings

16. An Extraordinary General Meeting may be called at any time by:
 - a. The President,
 - b. The Board, or
 - c. At least two thirds (2/3) of the members, upon written request.

17. The agenda of an Extraordinary General Meeting will be limited to the subject matter for which the meeting was duly called.

Attendance and speaking at general meetings

18. Delegates representing members, the Directors, the Officers, those invited by the President and any other such person who is entitled or required under the Acts or these Articles may attend and speak at a general meeting.

Quorum for general meetings

19. A quorum shall consist of the minimum number of Members that comprises at least one third of all votes of all members. The quorum shall take into account all votes present, including votes by proxy and received in advance of the meeting.

Location of general meetings

20. General meetings will be held at such date, time and place as determined by the Board.

21. General meetings may be held by telephone or by electronic means, where this allows all participants to communicate adequately with each other.

Chairing general meetings

22. Meetings shall be chaired by the President, or where the President delegates this responsibility accordingly.

Adjournment

23. 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.
24. The person chairing 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.
25. The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

VOTING AT GENERAL MEETINGS

Voting: general

26. A resolution put to the vote of a general meeting must be decided on a show of hands or orally, unless a poll is duly demanded in accordance with the Articles.

Voting rights of members

27. Members will have the following voting rights at general meetings:
- a. Members with up to 100 registrants will receive 1 vote;
 - b. Members with between 101 and 200 registrants will receive 2 votes; and
 - c. Members with over 200 registrants will receive 3 votes.
28. A Member Club wishing to exercise its right to use each of its votes at a general meeting must either:
- a. appoint multiple authorised representatives to attend the general meeting on its behalf, with each of its authorised representatives being entitled to exercise one of the Member Club's votes. Each authorised representative of a Member Club shall be: (i) a registrant of that Member Club; (ii) over the age of 16; and (iii) in possession of a form of authorisation, signed on behalf of that Member Club, authorising that authorised representative to exercise one of the Member Club's votes; or
 - b. submit a Proxy Notice in accordance with article 48.
29. Associate Members will have one vote each.
30. Except where a person is appointed as a proxy on behalf of another Voting Member, each person present at a general meeting of the Company may only exercise a vote in one capacity.

Appointment of delegates by members

31. Members will appoint an individual (delegate) to represent the member at general meetings, and an alternate delegate in the event that the original delegate is unable to attend a meeting, in writing at least seven (7) days prior to the first meeting at which the delegate is to attend. The delegate will hold all of the votes of the member.

Poll votes

32. A poll on a resolution may be demanded—
- a. in advance of the general meeting where it is to be put to the vote,
 - 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, or
 - c. outside of a general meeting where a member's resolution, either ordinary resolution or special resolution, is required so as to enable the Board to carry out their duties. In such instances, members shall be given notice of the poll vote at least seven (7) days before the poll vote closes, provided with all relevant

information as to vote on the motion and the opportunity to oppose the raising of the motion. If more than 50% of members oppose the motion, the poll vote shall be withdrawn. Such poll votes may be cast electronically.

33. Polls must be taken immediately and in such manner as the chair of the meeting directs.

Voting by proxy

34. Members may vote by proxy at a general meeting if:
- a. The member notifies the Secretary of the appointment of a proxy holder at least seven (7) days prior to the general meeting in writing (a "proxy notice");
 - b. The proxy notice clearly states the date of the specific general meeting; and
 - c. The proxy notice clearly states to whom the proxy is given.
35. No member may hold more than one (1) proxy.
36. The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
37. 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.
38. 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.
39. 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.
40. 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.
41. 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.
42. 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.

Absentee voting

43. A member may vote in writing in advance of a general meeting on published proposed resolutions and for the election of Directors by so indicating the vote

to the Secretary or another appointed person, in a form prescribed by the Company, prior to the vote being taken.

Voting by mail or by electronic means

- 44.** A member may vote by mail, telephone or electronic means if:
- a. The votes may be verified as having been made by the member entitled to vote; and
 - b. The Company is not able to identify how each member voted if a secret vote is to be held.

Scrutineers

- 45.** At the beginning of each general meeting, the Board may appoint one or more scrutineers who will be responsible for ensure that all votes are properly cast and counted.

Majority of votes

- 46.** Except where otherwise provided in the Acts or in these Articles, the majority of votes and proxy votes cast will decide each motion. In the case of a tie, the motion is defeated.

Amendments to resolutions

- 47.** 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.
- 48.** 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.

PART 3

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Composition of the Board

49. The Board will consist of up to twelve (12) Directors as follows:

- a) The President of the Board,
- b) The Vice-President of the Board,
- c) The Secretary,
- d) The Treasurer,
- e) The Adaptive Abilities Director,
- f) The Allstar director,
- g) The Development director,
- h) The National Team Director,
- i) The Student Sport Director,
- j) Two (2) Directors-at-Large; and
- k) One (1) Director representative of the athletes.

50. Directors must reside in Scotland.

51. Should any of these Director positions not be filled from time to time, the vacant positions shall be advertised.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

52. 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—

- a. by ordinary resolution of members, or
- b. by a decision of the directors.

53. In any case where, as a result of death, the Company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

54. For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

Election of directors

55. Registrants of member clubs and associate members eligible to act as a director may nominate themselves for election as a director. Nominations must be submitted to the Board in the format prescribed by the Board.

56. Nominations and any relevant supporting information will be circulated to members ahead of elections being held at the Annual General Meeting.

57. The election of directors will take place at each Annual General Meeting, or at an Extraordinary General Meeting if required by exception. The elections will take place in two parts:
- a. The President, Treasurer, Adaptive Abilities Director, Development Director, one of the Directors-at-large and the Athlete Representative Director will be elected to the Board at alternate Annual General Meetings to those listed below in subsection b.)
 - b. The Vice-President, Secretary, Allstar Director, National Team Director, Student Sport Director and one of the Directors-at-large will be elected to the Board at alternative Annual General Meetings to those listed above in subsection a.
58. Elections will be decided by the members in accordance with the following:
- a. Where there is one valid nomination, the winner of the election is to be declared by Ordinary Resolution;
 - b. Where there are two or more valid nominations, the nominee receiving the greatest number of votes will be elected. In the event of a tie, the nominee receiving the fewest votes will be removed from the list of nominees and a second vote will be conducted. If there continues to be a tie then the winner will be declared by Ordinary Resolution of the Board.
59. Directors will hold office for a term of four (4) years and will hold office until their successors have been duly elected in accordance with these articles, unless they resign or are removed from their office, with the exception of the first Board elected under these Articles of Association, one half of which shall serve a first term of three (3) years and the Athlete Representative Director who will serve one (1) year.
60. Officers shall take office following a six-month transition period, or a period of alternative duration as agreed by the Board, beginning from the date of the AGM.
- a. The outgoing Officer shall promptly contact the newly elected Officer in the days immediately following the AGM to draft a personal handover plan to be executed during the handover period.
 - b. The newly elected Officers are entitled to attend Board Meetings during the Transition Period as attendees without the right to vote. Their presence shall be recorded in the Meeting Minutes as "Elected Officer".
 - c. The handover plan should be completed before the end of the transition period.

Termination of director's appointment

61. A person ceases to be a director as soon as—
- a. that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - b. a bankruptcy order is made against that person;
 - c. a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - d. a registered medical practitioner who is treating that person gives a written opinion to the 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.
- 62.** A director may be removed by special resolution of the members at a general meeting, provided the director has been given notice of and the opportunity to be heard at such a meeting.
- 63.** A director may be suspended, pending the outcome of a termination vote of the members per article 67, by special resolution of the Board at a directors meeting, provided the director has been given notice of and the opportunity to be heard at such a meeting.
- 64.** A director that resigns from office before the end of their agreed term, is responsible for fulfilling the handover terms of article 62 and may result in the termination of any self-employment agreements. They also forfeit the opportunity to engage in such agreements for one (1) year after resignation.

AUTHORITY OF DIRECTORS

Duties of directors

- 65.** 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.
- 66.** The President will be responsible for the general supervision of the affairs and operations of the Company, will preside at meetings of members and of the Board and will perform other such duties as may from time to time be established by the Board.
- 67.** The Vice President will act as liaison between the Board and all committees, will ensure that committees are working within their respective terms of reference and will perform other such duties as may from time to time be delegated by the President or established by the Board.
- 68.** The Secretary will be responsible for ensuring that all official documents and records of the Company are properly kept, record minutes of all meetings, prepare reports and communications to members, will give due notice of meetings of members and will perform such other such duties as may from time to time be established by the Board.
- 69.** The Treasurer will ensure proper accounting records are kept, will manage the funds of the Company, will provide the Board and members with details of the financial position of the Company and account of financial transactions, be responsible for the preparation of annual budgets and will perform other such duties as may from time to time be established by the Board.

70. The Adaptive Abilities Director will represent the interests and opinions of members with a disability and/or impairments at meetings of the Board and will perform other such duties as established by the Board.
71. The Allstar Director will represent the interests and opinions of Club members at meetings of the Board and will perform other such duties as established by the Board.
72. The Development Director will provide development opportunities for members and will perform other such duties as established by the Board.
73. The National Team Director will represent the interests and opinions of National Team athletes and clubs at meetings of the Board and will perform other such duties as established by the Board.
74. The Student Sport Director will represent the interests and opinions of Scottish Student Cheer and student cheerleaders, including school and further education, in Scotland and will perform other such duties as established by the Board.
75. Directors-at-Large will represent the interests and opinions of members at meetings of the Board and will perform other such duties as established by the Board.
76. The Director Representative of the Athletes will represent the interests and opinions of Scottish cheerleaders and will perform other such duties as established by the Board.
77. The Board will hold at least four (4) meetings per accounting period.
78. All directors must attend a minimum of two (2) meetings of the Board, whether in person, via telephone or any other electronic means.

Members' reserve power

79. The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
80. No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

81. 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. to a company or consultant
 - c. by such means (including by power of attorney);
 - d. to such an extent;
 - e. in relation to such matters or territories; and
 - f. on such terms and conditions;

as they think fit.

82. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
83. The directors may revoke any delegation in whole or part or alter its terms and conditions.

Committees

84. The directors may establish committees to undertake any activities as they see fit.
85. 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.
86. The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.
87. Once a committee has achieved its objectives it may be dissolved by the directors.
88. Committee members must be either registrants of Club Members or Associate Members of the Company.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

89. The general rule about decision-making by directors is that any decision of the directors must be a majority decision at a meeting.

Unanimous decisions

90. 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.
91. 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.
92. 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.

93. 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

94. Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Company secretary (if any) to give such notice at least five (5) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all directors waive notice.
95. Notice of any directors' meeting must indicate—
- a. its proposed date and time;
 - b. where it is to take place; and
 - c. if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
96. Notice of a directors' meeting must be given to each director but need not be in writing.
97. 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 five (5) 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

98. 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.
99. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

Voting at directors' meetings

100. Each director participating, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of director's present request a secret ballot.
101. Resolutions will be passed upon a majority of the votes being in favour of the resolution.
102. There will be no voting by proxy or absentee voting by directors.

Quorum for directors' meetings

103.At any meeting of the Board quorum will consist of a majority of directors holding office.

104.At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

Chairing of directors' meetings

105.The President, as elected by the members, is responsible for chairing directors' meetings, though may delegate this to any other director or officer.

Casting vote

106.If the numbers of votes for and against a proposal are equal, the President has a casting vote.

107.But this does not apply if, in accordance with the articles, the President is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

108.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.

109.But if article 104 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.

110.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.

111.For the purposes of this article, the following are permitted causes—

- d. 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;
- e. 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

- f. 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.
- 112.**For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 113.**Subject to article 108, 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.
- 114.**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.

Records of decisions to be kept

- 115.**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

- 116.**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.

Directors' remuneration

- 117.**Directors may undertake any services for the Company that the directors decide.
- 118.**Directors are entitled to such remuneration as the directors determine—
- a. for their services to the Company as directors, and
 - b. for any other service which they undertake for the Company.
- 119.**Subject to the articles, a director's remuneration may—
- c. take any form, and
 - d. 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.
- 120.**Unless the directors decide otherwise, directors' remuneration accrues from day to day.

121. Unless the directors decide 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.

Directors' expenses

122. The Company may pay any reasonable expenses which the directors properly incur in

- a. connection with their attendance at—
- b. meetings of directors or committees of directors,
- c. general meetings, or
- d. separate meetings of the holders of debentures of the Company,
- e. or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

121. 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 Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

122. 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.

123. 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.

No right to inspect accounts and other records

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

Provision for employees on cessation of business

- 125.** 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 or shadow 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.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

- 126.** 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),
 - c. any other liability incurred by that director as an officer of the Company or an associated Company.
- 127.** This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 128.** In this article—
- d. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - e. a "relevant director" means any director or former director of the Company or an associated Company.

Insurance

- 129.** 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.
- 130.** 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.