

The Companies Acts 2006

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

ARTICLES OF ASSOCIATION OF

THE COMMONWEALTH GAMES COUNCIL FOR SCOTLAND LIMITED

November 2016

Definitions

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

<u>Words</u>	<u>Meanings</u>
the Act	The Companies Act 2006 and every statutory modification and re-enactment thereof for the time being in force.
these Articles	These Articles of Association, and the regulations of the Company from time to time in force.
the Board	The Board of directors for the time being of the Company.
Bye Laws	The bye laws enacted by the Board under article 72 and in force from time to time.
the Chair	The Chair of the Board for the time being elected in accordance with article 49.
Clear dates	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
the Company	The Commonwealth Games Council for Scotland Limited, having its registered office situated in Scotland and the body recognised by the Commonwealth Games Federation as responsible for the Scottish Team at the Commonwealth Games and Commonwealth Youth Games. The Company is bound by the Constitution, the Protocols and the Regulations of the Federation.
Honorary Patron	An individual appointed by the Board in recognition of their outstanding achievements and standing in the community who agrees to promote and support the objects of the Company.

Honorary President	An individual within such category as the Bye Laws determine from time to time as appointed by the Board on the basis of seniority.
Honorary Presidents	Vice- Individuals appointed by the Board in recognition of outstanding service and support of the Company within such category as the Bye Laws determine from time to time.
in writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form, including electronically.
members	A national governing body of sport in Scotland and such other national governing bodies or an individual (as set out in the Bye Laws) as may be approved by the Board and confirmed at an annual general meeting.
Month	Calendar month.
term of office	4 years from the date of appointment until the date of the next annual general meeting following expiry of 4 years.

Any words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

Headings are inserted for convenience only and do not affect the construction of these Articles.

Subject as the aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

Objects

2. The Company's objects are:
 - i) to ensure Team Scotland and the Commonwealth Games play a central role in inspiring all Scots to be physically active and successful;
 - ii) to work with the governing bodies, **sportscotland** and others, as appropriate, to create and maintain the infrastructure which will

ensure that the Scottish teams at the Commonwealth Games and Commonwealth Youth Games perform to their potential;

- iii) to provide leadership and support to all stakeholders for the wider benefit of Scottish sport;
- iv) to represent the interests of the Company with such other organisations as may be appropriate;
- v) to be responsible for the leading the preparation, selection and performance of the Scottish teams for both the Commonwealth Games and the Commonwealth Youth Games; and
- vi) promote the work of the Commonwealth Games Federation and its values.

Powers

- 3. In furtherance of the objects but not otherwise the Company may exercise the following powers:
 - i) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections;
 - ii) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company;
 - iii) to undertake and execute any charitable trusts which may lawfully be undertaken by the Company;
 - iv) to borrow or raise money on such terms and on such security as may be thought fit;
 - v) to invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
 - vi) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes; and
 - vii) to do all such other things as are incidental to the attainment of furtherance of the said objects or any of them.

Provided that:

In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

Restriction on the use of the Company's assets

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:

- i) of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company;
- ii) to any Director of out-of-pocket expenses;
- iii) to a company of which a member of the Company or of its Board may be a member holding not more than one hundredth part of the capital of such company; and
- iv) of reasonable and proper rent for premises demised or let by any member of the Company or any of the Company's Directors.

Liability of members

5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute such amounts as may be required (not exceeding £1) to the assets of the Company if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the Company's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

Dissolution

7. If, upon the winding up of or dissolution of the Company, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of article 3, such institutions to be

determined by the members of the Company at or before the time of dissolution, and so far as effect cannot be given to such provision then to some charitable object.

Membership of the Company

8. The subscribers to the Memorandum of the Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company.
9. Any person or national governing body who wishes to become a member must sign, and lodge with the Company, a written application for membership in such form as the Directors require.
10. No person or national governing body shall be admitted a member of the Company unless it is approved by the Directors. The Directors shall not be obliged to give any reason for refusing any application for membership.
11. The Company may have an Honorary Patron, Honorary President, Honorary Vice-Presidents and such persons shall be entitled to attend all general meetings of the Company.
12. Membership of the Company is not transferable and terminates when that member dies, ceases to exist, or as set out in the Bye Laws.
13. Any member who wishes to withdraw from membership shall sign, and lodge with the Company, a written notice to that effect. On receipt of the notice by the Company, that person or national governing body shall cease to be a member with immediate effect.
14. The failure by any member to pay its subscription by the due date shall result in that member's membership of the Company being automatically terminated, along with any and all applicable rights and privileges of membership.
15. The Board may terminate the membership of any member without that member's consent by giving written notice if, in the reasonable opinion of the Directors the member has failed to observe the terms of these Articles, Rules and/or Bye Laws.
16. Any member whose membership is terminated in accordance with Article 13 shall not be entitled to a refund of any subscription and shall remain liable to pay the Company any sum owed by that member.
17. The Directors shall maintain a register of members, setting out the full name and address of each member, the date of admission to membership, and the date on which any person ceased to be a member.

General Meetings

18. Unless the Company has elected to dispense with the holding of annual general meetings 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, provided that every annual general meeting shall be held not more than 15 months after the holding of the last preceding annual general meeting.
19. All general meetings, other than the annual general meetings, shall be called extraordinary general meetings.
20. The Board may hold at least one extraordinary general meeting each year which shall be known as the half yearly meeting, they may also whenever they think fit convene additional extraordinary general meetings, and extraordinary general meetings shall also be convened on such requisition as provided by section 303 of the Act.
21. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Director shall be called by at least 28 Clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - i) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - ii) in the case of any other meeting by a majority in the number of members having a right to attend and vote being a majority together holding not less than sixty six per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting shall specify the meeting as such. The notice shall be given to all the members and to the Directors and if the Company has an auditor at the time the notice is dispatched, to any such auditors. The notice shall also be given to any such other organisations as specified, from time to time, by the Directors.

22. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

Proceedings at General Meetings

23. For the purposes of these Articles, a “**special resolution**” means a resolution passed by 75% or more of the votes cast on the resolution and an “**ordinary resolution**” means a resolution passed by majority vote (taking account only of those votes cast in favour as compare with

those votes against), provided that proper notice of the general meeting has been given in accordance with article 20:

- i) for the avoidance of doubt, a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting; and
 - ii) in addition to matters expressly referred to elsewhere in these Articles the provisions of the Act allow the Company, by special resolution:
 - a) to alter its name; or
 - b) to alter any provision of these Articles or adopt new Articles.
24. No business shall be transacted at a general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided delegates from seven members personally present shall be a quorum.
25. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of the members, shall be dissolved. In any other case it shall stand adjourned to the same day the next week, at the same time and place, or at such other place as the Board may determine.
26. The Chair shall preside as Chair at every general meeting, but if at any meeting he/she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some Director, or if no such member be present, or if all Directors present decline to take the chair, they shall choose some member of the Company who shall be present to preside.
27. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at any adjourned meeting.
28. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair

or by at least two members present in person or by proxy, or by a member or members present in person or by proxy and representing one-third of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority or lost, or not carried by a particular majority and an entry to that effect in the record of minutes kept by the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

29. Subject to the provisions of article 32, if a poll be demanded in manner aforesaid, it shall be taken at such a time and place, and in such a manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a casting vote.
31. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the questions on which a poll has been demanded.
32. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

Voting of Members at General Meetings

33. Subject as hereinafter provided, every member shall have the right to two delegates at general meetings, however they shall only have one vote. A member sending two delegates to a general meeting must advise the Company which delegate will hold the vote upon registration for such meeting.
34. Save as hereinafter provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his/her membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any general meeting
35. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

36. The categories and voting rights of members shall be as set out in the Bye Laws.
37. Votes may be given either personally or by proxy. A proxy need not be a delegate. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.
38. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified of office copy thereof, shall be deposited at the registered office of the Company not less than 48 hours before the meeting or, in the case of a poll, not less than 24 hours before the time appointed for the holding of the poll. In default the instrument of proxy shall not be treated as valid. No instrument appointing proxy shall be valid after the expiration of 12 months from the date of execution.
39. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or incapacity of the principal or revocation of the proxy or the authority under which the proxy is executed, provided that no intimation of the death, insanity or revocations, as aforesaid, shall have been received at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.
40. A form of instrument appointing a proxy shall be issued by the secretary with the notice of any general meeting or poll.
41. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Board of Directors

42. Until and unless otherwise determined by the Company in a general meeting, there shall be no maximum number of members of the Board and the minimum number shall be one.
43. The Board may from time to time and at any time co-opt any person as a Director, either to fill a casual vacancy or by way of addition to the Board, provided that any prescribed maximum be not thereby exceeded and subject to ratification at the next general meeting. This maximum shall not normally be more than four.
44. The membership of the Board shall be as follows:-
 - i) A Chair, elected at the annual general meeting following a Commonwealth Games to serve until the annual general meeting following the next Commonwealth Games. The Chair shall serve no more than two terms in office.
 - ii) A Vice Chair, elected at the annual general meeting following a Commonwealth Games to serve until the annual

- general meeting following the next Commonwealth Games. The Vice Chair shall serve no more than two terms in office.
- iii) Two Ordinary Directors, elected at the annual general meeting in the year following a Commonwealth Games to serve until the annual general meeting in the year following the next Commonwealth Games. An Ordinary Director shall serve no more than three terms in office.
 - iv) Two Ordinary Directors elected at the mid-term annual general meeting held two years after the annual general meeting referred to in article 43 (iii), to serve for four years until the next mid-term annual general meeting. An Ordinary Director shall serve no more than three terms in office.
 - v) The immediate past Chair.
 - vi) An Ordinary Director, representing athletes appointed by the Board who must have attended one of the two previous Commonwealth Games as an athlete and shall serve no more than three terms in office.
 - vii) The Chief Executive appointed by the Board of Directors
45. In addition the Directors may invite representatives of other organisations or individuals to join the Board as non-voting advisors. This may include, but is not limited to,
- i) A representative of **sportscotland**
 - ii) An Honorary Medical Advisor
 - iii) An Honorary Legal Advisor
46. The Directors shall serve for a maximum period as laid out in article 44, subject to article 50 below (Disqualification of Directors). Once a Director has completed the maximum period, as laid out in article 44, they shall retire at the next annual general meeting following expiration of their maximum number of terms in office.

Powers of the Board of Directors

47. The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Act or by these Articles required to be exercised or done by the Company in a general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by

the Company in a general meeting; but no regulation made by the Company in a general meeting shall invalidate any prior act of the Board which may have been valid if such regulation had not been made.

48. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purposes of admitting persons to membership of the Company, filling up vacancies in their body, or summoning a general meeting, but not for any other purpose.

The Company Secretary

49. Subject to the provisions of the Act the secretary shall be appointed by the Board for such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The Board may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

Disqualification of Directors

50. A person cannot become or remain as and shall immediately cease to be a Director if:-
- i) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
 - ii) 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;
 - iii) by notice in writing to the Company he resigns his/her office;
 - iv) he/she is absent (without permission of the Directors) for more than three consecutive meetings of the Directors, and the Directors resolve to remove him/her from office;
 - v) he/she ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of the Company;
 - vi) he/she is sentenced to prison for a month or more or has been convicted of a crime of dishonesty for which the rehabilitation period in terms of the Rehabilitation of Offenders Act 1974 has not expired or for which rehabilitation is excluded in terms of the said Act;

- vii) he/she is involved in any legal proceedings in any court or tribunal by or against the Company; or
- viii) he/she is removed from office by ordinary resolution (special notice having been given) pursuant to section 303 of the Act or has otherwise been required to vacate office in terms of this article 50.

Conduct of Directors

51. Each of the Directors shall, in exercising his/her functions as a Director of the Company, act in the interests of the Company and, in particular, must:
- i) seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects (as set out in these Articles);
 - ii) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - iii) in circumstances giving rise to a conflict of interest or which may give rise to a conflict of interest between the Company and any other party:
 - a) put the interests of the Company before that of the other party, in taking decisions as a Director; and
 - b) where any other duty prevents him/her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question;
 - iv) ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Act; and
 - v) take such steps as are reasonably practicable for the purposes of ensuring:
 - a) that any breach of a duty under articles 51(i) to 51(iv) inclusive is corrected by the Director concerned and not repeated; and
 - b) that any director who has been in serious or persistent breach of any such duties is removed as a Director in terms of article 50.

Personal interests

52. A Director who has a personal interest in any transaction or other arrangement which the Company is proposing to enter into must

declare that interest at a meeting of the Directors. He/she will be debarred from voting on the question of whether or not the Company should enter into that arrangement and must leave the meeting while such transaction or other arrangement is being considered.

53. For the purposes of article 52, a Director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of section 317 of the Act), has a personal interest in that arrangement.

54. Provided:

- i) he/she has declared his/her interest; and
- ii) he/she has not voted on the question of whether or not the Company should enter into the relevant arrangement

a Director will not be debarred from entering into an arrangement with the Company in which he/she has a personal interest (or is deemed to have a personal interest under article 53) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

55. No benefit (whether in money or in kind) shall be given by the Company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the Company.

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

- i) meetings or directors or committees or directors,
- ii) general meetings, or
- iii) separate meetings of the holders of debentures of the Company

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

Proceedings of the Board

57. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second and casting vote.

58. The Board may from time to time vote or take a business decision despite the meeting being inquorate. However, any such vote or decision is subject to future ratification by the Board before it is effective.
59. A Director may, and, at the request of a Director, the secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.
60. The Chair shall chair meetings of the Board. Should the Chair or Vice Chair be absent or unwilling to take the chair, then the members of the Board present shall choose one of their number to be Chair of the meeting.
61. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Company for the time being vested in the Board generally.
62. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating meetings and proceeding of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
63. All acts bona fide done by any meeting of the Board or of any committee of the Board 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 member or person acting as aforesaid, or that they or any of them were disqualified be as valid as if every person had been duly appointed or had duly continued in office and was qualified to be a Director.
64. The Board shall cause proper records to be kept of all written resolutions (and of the signatures). The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings. Any such record purporting to be signed by a Director or by the secretary shall be evidence of the proceedings in agreeing to the written resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting if purporting to be signed by the Chair of such meeting or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

65. A resolution in writing signed by a majority of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

Accounts

66. The Board shall cause accounting records to be kept in accordance with the requirements of the Act.
67. The accounting records shall be kept at the Company's registered office, or, subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the officers of the Company.
68. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection of members not being officers of the Company and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Board or by the Company in a general meeting.
69. The Board shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Board shall send a copy of the annual accounts together with a copy of the Board's report for that financial year and a copy, in the event that the Company has appointed an auditor for that financial year, of any such auditors report on these accounts to the auditors, if so appointed, and to every person entitled to receive the same in accordance with section 414 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with section 423 of the Act.

Notices

70. A notice may be served by the Company upon any member, either personally or by sent or supplied by electronic means, addressed to such member at his/her registered address or electronic address appearing in the register of members.
71. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom, at which such notices may be served upon him/her, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided in the Act, only those members who are described in the register of

members by an address within the United Kingdom shall be entitled to receive notices from the Company.

72. Any notice, if:

- i) sent or supplied by electronic means is deemed to have been received on the day (whether or not a working day) and time that it was sent and proof that it was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that it was sent; and
- ii) sent or supplied by means of a website is deemed to have been received on the day (whether or not a working day) and time that the material was first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

Rules or Bye Laws

73. The Board may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular without prejudice to the generality of the foregoing it may be such Rules or Bye Laws regulate:-

- i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
- ii) The conduct of members of the Company in relation to one another, and to the Company's servants.
- iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times for any particular purpose or purposes.
- iv) The procedure at general meetings and meetings of the Board and committees of the Board in so far as such procedure is not regulated by these Articles.
- vii) The appointment of panels and their procedures covering matters including but not limited to Discipline, Anti-Doping, Appeals against decisions or selection, Child and Vulnerable Adult Protection.

And, generally, all such matters as are commonly the subject matter of Company rules.

Indemnity

74. Every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 589 of the Act in which relief is granted to him by the Court, and no Director or other office shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation thereto. But these Articles shall only have effect in so far as its provisions are not avoided by sections 232 and 532 of the Act.
75. The members of the Board shall have the power to purchase and maintain for any Director, officer or auditor of the Company insurance against personal liability for acts properly undertaken by them or undertaken by them in breach of trust but under an honest mistake.

Winding Up

76. Article 7 relating to the winding up and dissolution of the Company shall apply and have effect as if the provisions thereof were repeated in these Articles.