

EUROPEAN BILLIARDS & SNOOKER ASSOCIATION

CONSTITUTION

COMPANY REGISTRATION NUMBER: 8542735

Registered in England and Wales

APPROVED AND ADOPTED

By the 2018 Annual General Meeting - June 2018

EUROPEAN BILLIARDS & SNOOKER ASSOCIATION

CONSTITUTION

1. TITLE

The name of the Association shall be “The European Billiards and Snooker Association” or the EBSA in abbreviation, hereinafter referred to as “the Association”.

2. OBJECTIVES

- 1) To act as the European Governing Body and to conduct and promote the European Championships in Billiards and Snooker in accordance with the rules of the respective World Governing Bodies as they stand today.
- 2) To foster and promote the games of Billiards and Snooker, as played on an English Billiards table, throughout Europe.
- 3) To decide venues and organising Association for the European Billiards and Snooker Championships.
- 4) To monitor and establish standards of refereeing within all Member Countries.
- 5) To establish and encourage coaching standards within all Member Countries.
- 6) To gather and distribute all relevant information, which will help promote the games of Billiards and Snooker throughout Europe as a whole.

3. DEFINITIONS

- 1) “Council” shall mean the accredited Delegates of the Members of the Association, together with the Executive Officers comprising the Chairman, General Secretary and Treasurer. The affairs of the Association shall be governed by the Council of the Association.
- 2) “AGM” shall mean the Annual General Meeting of the Council of the Association, which shall be held once in each year, at a time and place coinciding whenever possible with the European Championships.
- a) “By-Laws” shall mean the enabling of the Rules and Regulations so enacted from time to time pursuant to Article 11 of the Constitution.
- 3) “Member Country” means the Country Association, which is a Member of the Association.
- 4) “National Association” shall mean the Body recognised by its Country as the National Authority controlling the game(s).
- 5) “Original Member” is a “Member Country” or an “Association” for the Games who, at the time of coming into effect of this Constitution, are an existing Member of the EBSA.
- 6) “Associate Member” shall mean a Country Association, which is associated to the EBSA.
- 7) “Honorary Member” is an Association for the games with no voting rights.
- 8) “EBSA Referees Subcommittee” is the body within the Association, overseeing all refereeing matters. Refereeing for the European Championships shall be covered by article 14 of appendix 3 By-Laws/Conditions.
- 9) “Year” is the period commencing with the end of any Annual General Meeting and terminating with the end of the next subsequent Annual General Meeting or the Association may determine such other period.

4. MEMBERSHIPS

- 1) No Member shall be granted affiliation or granted renewal of affiliation unless the Constitution and/or rules and regulations of the Member are in accordance with the Constitution and aims of the Association.
- 2) A Member shall uphold an image of integrity plus a standard of ethics, which is acceptable to the Association.
- 3) The Council shall be the sole judge of the right to Membership.
- 4) An individual can be elected a Life-Member of the Association in recognition of outstanding service. A Life-Member shall have the right to attend meetings and speak but will not have voting rights and no Member will be nominated or elected until a motion has been successfully carried, that a Life Member be elected at that meeting.
- 5) Member Countries, which are at the 1st April in arrears of affiliation fees for more than one year, will not be allowed to attend either the European Championships or the AGM and all subsequent voting rights suspended until the debt to the Association is cleared.
- 6) Notwithstanding the foregoing provisions, any member who is already a “Member Country” of the EBSA at immediate time of coming into effect this Constitution, shall remain a “Member Country” of this Association with all rights and privileges attached thereto, as if it has been fully accepted a Member Country. Only one Association from each Country shall be accepted as a Member.
- 7) All “Member Countries” who are not accredited National Associations shall take the necessary measures to ensure their due conversion at latest in the year of the first participation of cue games, including snooker, in the Olympic Games. All “Member Countries” shall then have to be the duly accredited National Associations.
- 8) An Association from a Country falling geographically outside of Europe may apply as an “Association Member”. As EBSA Membership is confined to accredited National Associations, any organisation not in conformity thereto can equally apply to be converted to Associate Members of the Association with such entry and annual subscription fees payable as prescribed by the EBSA.

5. MEETINGS

- 1) There shall be two major meetings convened by the Association:
 - a) Annual General Meeting
 - b) Board Meeting
- 2) The Chairman of the Association, or in his absence, another Executive Officer, shall be the Chairman of the Meeting(s). The Agenda of the Meetings will be determined by the Executive Officers of the Association.
- 3) Associate Members and Honorary Members are allowed to attend Meetings but hold **NO** voting rights.
- 4) The Council will decide whether Guests and Observers will be permitted to the Meetings and each case will be judged on its merits. Observers will take no part in the Meeting. Guests are invited in the interest of the game and shall have the right to attend Meetings and speak.
- 5) Urgent matters may be resolved by postal vote, two months notice of reply to be given from the date of posting. No reply will be considered as an abstention.
- 6) In the case of an emergency, the matter will be resolved by the Executive Officers of the Association.
- 7) Three months prior to the date fixed for the AGM, the General Secretary shall issue a Notice of Meeting, setting the date and venue of the Meeting and details of the business to be transacted at that Meeting.

6. VOTING

- 1) Each financially affiliated Member Country will be entitled to one voting Delegate, with only accredited Delegate entitled to vote. Associate and Honorary Members are entitled to attend the AGM but shall have no voting rights. Any Executive Officer shall be entitled to vote, providing he/she is an accredited Delegate, with the Chairman holding a casting vote if needed. Elections will be determined by secret ballot. A Quorum will be 50% of the Member Countries.
- 2) Two-thirds majority required for Constitutional changes.
- 3) All other decisions by a simple majority.
- 4) Proxy voting shall be allowed but shall be accepted only when the General Secretary of the Meeting has received official notice from the General Secretary or President of the absentee Member in a sealed envelope, at least two weeks prior to the Meeting and such notice advising him of the method of voting on any specific item on the Agenda. Such communications shall be considered as an attendance at the Meeting. The sealed envelope should have "PROXY" written in the left upper corner and will only be opened by the Chairman at the said Meeting. No Proxies transmitted by fax will be accepted.
- 5) No Proxy Delegates are allowed.

7. OFFICE

- 1) The Association shall be registered in the Country of the General Secretary.
- 2) The business address of the Association shall coincide with the office of the General Secretary, or as otherwise decided by Council.
- 3) The official language of the Association shall be English.

8. OFFICERS

- 1) The administration of the affairs of the Association shall be in the hands of a Chairman, General Secretary and a Treasurer who shall be elected for a term of four years and be eligible for re-election at the end of a term of office. Should any Officer step down before his term of office has been completed, a caretaker position will be installed for the remaining period of that office. Positions will be selected by election or as per Article 5.5 of the Constitution.
- 2) To insure stability and continuity of the Association, the Executive Officers shall retire in rotations as follows:
 - a) General Secretary
 - b) Chairman
 - c) Treasurer
- 3) The General Secretary shall be responsible for issuing copies of the Minutes of each Meeting, approved by the Chairman of the said Meetings, to each Member and Executive Officer.
- 4) The Association Secretary must receive nominations for all elective Officers of the Association in writing at least six (6) weeks prior to the date of the AGM at which elections are scheduled. All nominations received shall include an acceptance of nomination by the said nominee, approved by his or her National Association and a seconding by another Member Country. All nominations received shall be circulated to all Member Countries at least four (4) weeks before the AGM.
- 5) Referees & Rules Committee: The administration of the Referees & Rules affairs shall be in the hands of a Sub Committee who will be nominated by the EBSA Chairman and managed by one of the EBSA Executive Board members. The EBSA Referees & Rules Committee shall:

- Formulate competition format, rules and conditions to be followed by all its Member Countries, or as otherwise re-adjusted thereto, with prior approval of the Board;
- Select referees for any EBSA or IBSF event.

9. NOTICES OF MOTION

- 1) The Secretary must receive all Notices of Motion six (6) weeks prior to the date of the Meeting.
- 2) All Notices of Motion to be circulated to all Member Countries four (4) weeks prior to the date of the Meeting.
- 3) Any amendments to Motions adopted at the Meeting, shall be circulated to all absentee Members and shall take effect immediately.

10. FINANCE

- 1) An Annual Affiliation Fee shall be payable by all Members and remitted to the Association as per the By-Laws.
- 2) The Treasurer and two other persons designated by the Association shall open an account at a bank authorised by the Council. Cheques for less than €1,000 shall bear the signature of one of these three persons. Cheques for more than €1,000 shall bear the signatures of two of these three persons.
- 3) The General Secretary shall send copies of Chartered Accountants Report and Financial Statements for the preceding financial year from the 1st January to the 31st December to each Member four (4) weeks prior to the AGM.

11. BY-LAWS

The Constitution empowers the Association to enact, from time to time, by-laws for the proper administration of the Association. Amendments of by-laws can be affected either at Meetings or under Article 5.4 thereof.

12. INTERNATIONAL BILLIARDS & SNOOKER FEDERATION (IBSF)
Members of the Association shall affiliate to the IBSF.

13. WINDING UP

If, at any time, Members of the Association agree by the appropriate majority to wind up the Association, the net assets of the Association shall be distributed to the Members in such a manner, as the Association in the Council Meeting convened for the purpose shall decide.

Updated June 2018

BY-LAWS

(These By-Laws are enacted pursuant to Article 11 of the Constitution)

1. EBSA MEMBERSHIP

- 1) An accredited National Association of Billiards and Snooker is eligible to apply for EBSA Membership as a “Member Country” on prescribed forms available from the Secretary.
- 2) Other Associations of Billiards and Snooker or Associations from Countries falling geographically outside Europe are eligible to apply for EBSA Membership as “Associate Members” or “Honorary Members” on prescribed forms available from the General Secretary. Honorary Members are not required to pay a membership fee.
- 3) The Membership Fee payable to the Association is **€200** for full membership and **€50** Affiliate Membership (EU Countries not sending players). Annual renewal fees shall become payable on demand by the General Secretary on the 1st day of January each year.
- 4) Members whose Annual Fees are in arrears of **one year** or more, shall cease to be Members of the EBSA.
- 5) Associations applying for EBSA Membership must submit the duly completed application form, together with a copy of their current Constitution, registration certificate and any other relevant information in support of their application.
- 6) If an EBSA Member should, by a majority vote of Members at the AGM or a Council Meeting, be found not to comply with Article 4.1 of the Constitution, the said Member will be granted nine (9) months from the date of such a Meeting to amend their Constitution and/or Rules and Regulations. Failure to comply will result in automatic suspension of Membership for duration until its compliance. Such a suspended Member shall not be allowed to enter the Championships or attend any Association Meetings.
- 7) A Member Country who is found to have carried out such functions and activities which are contrary to Article 4.2 or to the aims and objects of the Association and thereby bringing disrepute to the game and the Association may be suspended or expelled, as the case may be, from its Membership after due enquiry by an independent Committee so appointed by the Council.

2. Administration

- 1) The Association shall reimburse all justifiable expenses incurred by the Executive Officers in the proper carrying out of their respective duties on behalf of the Association.

June 2018

EUROPEAN BILLIARDS & SNOOKER ASSOCIATION

Articles of Association

The Articles of Association are a statutory instrument required by each company. It details the accountability and authority of Directors and sits along any approved Constitution

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

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

“articles” means the company’s articles of association;

“AGM” shall mean the Annual General Meeting of the Council of the Association, which shall be held once in each year, at a time and place coinciding whenever possible with the European Championships;

“Associate Member” shall mean a Country Association, which is associated to the EBSA;

“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;

“chairman” has the meaning given in article 12;

“By-Laws” shall mean the enabling of the Rules and Regulations so enacted from time to time

“chairman of the meeting” has the meaning given in article 25;

“company” means European Billiards & Snooker Association Limited or EBSA, hereinafter referred to as the “Association”

“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;

“Council” shall mean the accredited Delegates of the Members of the Association, together with the Executive Officers comprising the Chairman, Vice-Chairman, Secretary and Treasurer.

The affairs of the Association shall be governed by the Council of the Association;

“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;

“EBSA Referees Committee” is the body within the Association, governing all refereeing matters. Refereeing for the European Championships shall be covered by article 14 of appendix 3 By-Laws/Conditions;

“Executive Officer” is a director who has been elected to the position of Chairman, General Secretary or Treasurer.

“Honorary Member” is an individual or Association with no voting rights.

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

“Member Country” means the Country Association, which is a Member of the Association;

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

“Original Member” is a “Member Country” or an “Association” for the Games who, at the time of coming into effect of this Constitution, are an existing Member of the EBSA;

“National Association” shall mean the Body recognised by its Country as the National Authority controlling the game(s).

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;
“proxy notice” has the meaning given in article 31;
“special resolution” has the meaning given in section 283 of the Companies Act 2006;
“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; 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.
“Year” is the period commencing with the end of any Annual General Meeting and terminating with the end of the next subsequent Annual General Meeting or the Association may determine such other period.

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

2. The liability of each member 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 he is a member or within one year after he ceases to be a member, for—

- (a) payment of the company’s debts and liabilities contracted before he 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.

OBJECTIVES

- 1) To act as the European Governing Body and to conduct and promote the European Championships in Billiards and Snooker in accordance with the rules of the respective World Governing Bodies as they stand today.
- 2) To foster and promote the games of Billiards and Snooker, as played on an English Billiards table, throughout Europe.
- 3) To decide venues and organising Association for the European Billiards and Snooker Championships.
- 4) To monitor and establish standards of refereeing within all Member Countries.
- 5) To establish and encourage coaching standards within all Member Countries.
- 6) To gather and distribute all relevant information, which will help promote the games of Billiards and Snooker throughout Europe as a whole.

PART 2

DIRECTORS

DIRECTORS’ POWERS AND RESPONSIBILITIES

Directors’ general authority

3.—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.

Members’ reserve power

4.—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions; as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

6.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

(3) Every Committee must have at least one director or delegated representative present for the said Committee to be quorate.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7.—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

(2) If—

- (a) the company only has one director, and
- (b) no provision of the articles requires it to have more than one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

8.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

9.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary to give such notice.

(2) 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.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

10.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

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

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

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

Quorum for directors' meetings

11.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

12.—(1) The EBSA Chairman will chair all meetings of the directors.

(2) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

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

Conflicts of interest

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

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

(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) 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

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

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman 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

15. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

16. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

17.—(1) Any person elected as an Executive Officer, must be appointed to be a director—

(a) by ordinary resolution at an Annual General Meeting, or

(b) by a decision of the directors, where an immediate vacancy exists.

(2) 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.

(3) 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.

(4) In any case where an Executive Officer is not eligible or permitted in law to act as a director, they will be automatically disqualified from standing for election.

Termination of director's appointment

18. A person ceases to be a director as soon as—

(a) that person ceases to be a director by virtue of any provision of the Companies 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;

(e) 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;

(f) 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.

Directors' remuneration

19.—(1) Directors may undertake any services for the company that the directors decide.

(2) Directors are entitled to such remuneration as the directors determine—

(a) for their services to the company as directors, and

(b) for any other service which they undertake for the company.

(3) Subject to the articles, a director's remuneration may—

(a) take any form, and

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

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

(5) 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

20. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

(a) meetings of directors or committees of directors,

(b) general meetings, or

(c) separate meetings of the holders of debentures of the company,

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

PART 3

MEMBERS: BECOMING AND CEASING TO BE A MEMBER

Applications for membership

21. No person shall become a member of the company unless—

- (a) that person has completed an application for membership in a form approved by the directors, and
- (b) the directors have approved the application.
- (c) the conditions for membership as described in the Constitution are met.

Termination of membership

22.—(1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.

(2) Membership is not transferable.

(3) A person's membership terminates when that person dies or ceases to exist.

(4) An Association's membership terminates when the Association ceases to exist or ceases to be recognized.

ORGANISATION OF GENERAL MEETINGS OF DIRECTORS

Attendance and speaking at general meetings

23. Article 5 of the Constitution refers.

Quorum for general meetings

24. Article 5 of the Constitution refers.

Chairing general meetings

25.—(1) The chairman shall chair general meetings if present and willing to do so.

(2) If the members have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-members

26. Article 5 of the Constitution refers.

Adjournment of Meetings

27.—(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 chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or
- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must—
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
 - (a) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

28. (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

Errors and disputes

29.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

30.—(1) A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

- (a) the chairman of the meeting;
- (b) the directors; or
- (c) five or more persons having the right to vote on the resolution;

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

31.—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) as described in Article 6.4 of the Constitution.

(2) The company require proxy notices to be delivered in a particular form as described in Article 6.4 of the Constitution.

(3) Proxy notices must specify how the proxy is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

Delivery of proxy notices

32.—(1) Article 6.4 of the constitution refers.

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

(3) A notice revoking a proxy notice only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

Amendments to resolutions at Directors Meetings

33.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the company in before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman’s error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

34.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies 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.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

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

Company seals

- 35.—(1) Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this article, an authorised person is—
- (a) any director of the company;
 - (b) the company secretary (if any); or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

36. 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

37. 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

- 38.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that director as an officer of the company or an associated company.
- (2) 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.
- (3) In this article—
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a "relevant director" means any director or former director of the company or associated company.

Insurance

- 39.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.
- (2) In this article—

(a) a “relevant director” means any director or former director of the company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

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