



**RESOLUTION PASSED AT AN EXTRAORDINARY GENERAL MEETING OF
THE WORLD PROFESSIONAL BILLIARDS AND SNOOKER ASSOCIATION LIMITED
HELD AT 1.00 PM ON MONDAY 21 MARCH 2011 AT TLT SOLICITORS, ONE REDCLIFF
STREET, BRISTOL BS1 6TP.**

RESOLUTION

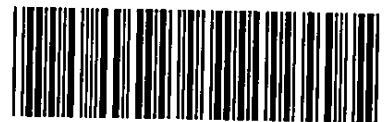
"That the form of Articles of Association annexed and identified as "Articles A" for the purpose of identification only be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the previous Articles of Association "

Signed

Jason Ferguson
Chairman

Dated 21 March 2011

WEDNESDAY



RM "RQ017S05" 23/03/2011 306
COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE WORLD PROFESSIONAL BILLIARDS AND SNOOKER ASSOCIATION LIMITED

(Adopted by special resolution passed on 21 March 2011)

1 Defined terms

1.1 In the articles, unless the context requires otherwise

Articles	means the WPBSA's articles of association from time to time
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
Billiards Member	those Members who were Billiards Members at the date of adoption of these articles together with those persons who subsequently become Billiards Members in accordance with the provisions of article 2.3
Board	means the board of Directors of the WPBSA from time to time
Chairman	has the meaning given in article 17
Chairman of the meeting	has the meaning given in article 27
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the WPBSA
Director	means a Director of the WPBSA, 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
Member	has the meaning given in section 112 of the Companies Act 2006 and shall refer to both Snooker and Billiards Members
Members' Rules and Regulations	means the rules and regulations of the WPBSA made by the Board from time to time pursuant to article 21 which shall include but not be limited to the rules relating to tournaments, rules of the games of billiards and snooker, disciplinary rules and codes of conduct
Ordinary Resolution	has the meaning given in section 282 of the Companies Act 2006

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Participate	in relation to a Directors' meeting, has the meaning given in article 17
Player	means any person who has at any time been ranked 1-128 (inclusive) in the Ranking Lists produced by the WPBSA from time to time
Player Director	means a Director who is also a Player
Proxy Notice	has the meaning given in article 32
Ranking List	means the ranking list ranking certain Members of the WPBSA produced from time to time by the WPBSA
Remuneration Committee	means a committee appointed by the Board from time to time, to consider and determine the remuneration of Directors
Season	means the days from and including the day following the final of the World Professional Snooker Championship in any year to and including the day of the final of the World Professional Snooker Championship held in the immediately following calendar year
Secretary	means the company secretary of the WPBSA from time to time
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
Tour	Means the annual series of snooker tournaments organised and/or endorsed by the WPBSA
Voting Members	has the meaning given in article 25 1
World Professional Snooker Championship	means the present championship of that name or its successor in title as generally recognised and which is organised and controlled or sanctioned by the WPBSA and which shall be sanctioned by the WPBSA in each calendar year
World Snooker	World Snooker Limited a private company incorporated and registered in England and Wales with company number 04127833
WPBSA	means this company
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

- 1 2 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 WPBSA

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- 1 3 The model articles for private companies limited by guarantee contained in Schedule of The Companies (Model Articles) Regulations 2008 (S1 2008/3229) shall not apply to the WPBSA and neither shall Table A 1985 in force on the date of incorporation of the WPBSA
- 1 4 References to **include** or **including** shall be construed without limitation
- 1 5 Words importing the singular number only shall include the plural number and vice versa Although the masculine gender is used throughout these Articles, there may be female Members from time to time and therefore the use of the masculine gender is for convenience only and shall include the feminine gender
- 1 6 The headings of these Articles are for convenience only and shall not affect their interpretation
- 2 Members**
- 2 1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the WPBSA 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
- 2 1 1 payment of the WPBSA's debts and liabilities contracted before he ceases to be a Member,
 - 2 1 2 payment of the costs, charges and expenses of winding up, and
 - 2 1 3 adjustment of the rights of the contributories among themselves
- 2 2 The number of Members from time to time shall be unlimited and persons shall only be admitted to membership in accordance with this article 2
- 2 3 The Board may from time to time issue an invitation inviting any person (of whatever age) who, at the absolute discretion of the Board, has in their opinion reached either (i) a satisfactory standard as a snooker player to compete on the Tour or (ii) a satisfactory standard as a billiards player to compete as a professional billiards player, to apply for membership of the WPBSA either as a Snooker Member or Billiards Member as appropriate and on such other terms as the Board may decide but including
- 2 3 1 the completion and signing of a snooker membership application form in the form required by the Board from time to time,
 - 2 3 2 the completion and signing of a billiards membership application form in the form required by the Board from time to time,
 - 2 3 3 the signing of a declaration that he will abide by these Articles, the Members' Rules and Regulations and any other rules or regulations of the WPBSA as amended from time to time,
 - 2 3 4 the payment of the appropriate joining fee in accordance with article 2 5,
 - 2 3 5 the payment of the appropriate first annual subscription fee in accordance with article 2 6, and
 - 2 3 6 providing such evidence as the Board may require proving the date of birth and nationality of the applicant
- 2 4 Any person complying with article 2 3 shall be admitted to membership of the WPBSA provided that the Board shall have power to refuse membership to any person applying in accordance with article 2 3 if such power is exercised in good faith for the benefit of the WPBSA

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- 2 5 Any person applying for membership in accordance with article 2 3 shall pay to the WPBSA a non-returnable joining fee of £200 or such other amount as shall be fixed by the Board from time to time The Board may fix a separate fee for Billiards Members
- 2 6 Each Member shall pay to the WPBSA such non-returnable annual subscription fee as may be fixed by the Board from time to time The Board may fix a separate fee for Billiards Members The fee (if any) shall be paid by persons applying for membership as provided by article 2 3 and by all other Members not later than 30th April in each year A Member who fails to pay the fee (if any) by 30th April (or such later date as the Board may allow, in their absolute discretion) shall cease to be a Member at the end of the then current Season
- 2 7 In order to finance the continued activities of the WPBSA each Member shall be liable to pay to the WPBSA a sum equal to 2 5% (two point five per centum) (or such higher percentage as the Members of the WPBSA may fix by Special Resolution from time to time) of the monies received by him from tournaments, exhibitions, competitions, matches and other like functions organised, sanctioned or controlled by the WPBSA The Board may impose the levy at any time by giving not less than 21 days written notice to the Members and in respect of such future period as may be specified in such notice The Board is irrevocably authorised by the Members to discharge or procure the discharge of the levy out of monies held by the WPBSA or World Snooker for the benefit of or otherwise payable to the Member concerned

3 Ceasing to be a Member

- 3 1 A Member shall cease to be a Member if
- 3 1 1 he dies,
 - 3 1 2 he fails to pay the annual subscription fee as provided by article 2 6,
 - 3 1 3 he is expelled pursuant to article 3 2,
 - 3 1 4 he is expelled as a result of disciplinary proceedings pursuant to these Articles, the Members Rules and Regulations (including the rules of discipline or such other rules as are created by the WPBSA from time to time pursuant to these Articles), or
 - 3 1 5 he retires or resigns as a Member immediately on giving written notice addressed to the Secretary at the registered office of the WPBSA from time to time,
 - 3 1 6 he ceases to be a Director and is not at the relevant date a Member of the WPBSA by virtue of any other provision of these articles
- 3 2 Provided always that the power is exercised bona fide for the benefit of the WPBSA as a whole and shall be capable of application without discrimination to all Members, it shall be lawful for the Board to pass a resolution at a meeting thereof (of which due notice including notice of the intention to propose such resolution shall have been given) that any Member shall cease to be a Member and if such resolution is passed by not less than two-thirds of the Directors present and voting, then such resolution shall take effect as from the conclusion of such meeting or from such later date as such resolution may prescribe for the purpose and the Secretary shall send notice to the Member so expelled immediately following conclusion of that meeting informing the relevant Member of the resolution of the Board
- 3 3 Any Member expelled in accordance with the provisions of article 3 2 may give a notice of appeal to the Secretary within 21 days of the passing of such resolution whereupon the Secretary shall, as soon as reasonable practicable, convene a general meeting at which the expelled Member's appeal shall be considered and such expulsion shall be upheld only if approved by a Special Resolution of the Members Such expelled Member shall be entitled to attend and speak at the general meeting but shall not be entitled to vote Save as aforesaid the expelled Member shall have no rights as a Member from the date on which the resolution

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under article 3 2 takes effect unless his appeal is successful at a general meeting, in which case his rights as a Member will resume from the conclusion of such meeting

3 4 Membership is not transferable

Directors

4 Directors' general authority

4 1 Subject to the Articles, the Directors are responsible for the management of the WPBSA's business, for which purpose they may exercise all the powers of the WPBSA

4 2 The Board may exercise the powers of the WPBSA and may in each year appropriate such money as they may deem necessary for the purposes of benevolent funds. The Board may distribute such money to needy professional players and others (including any past and present Directors and the families and dependents of such professional players and past and present Directors)

4 3 Any person appointed a director of the WPBSA shall also be admitted to the membership of the WPBSA

5 Number of Directors

The Board shall at all times consist of a minimum of two Player Directors. The maximum number of Directors shall be five

6 Appointment of Directors

Subject to article 5, any person who is willing to act, and is permitted by law and these Articles to do so, may be appointed as a Director

6 1 by Ordinary Resolution, or

6 2 by a decision of the Board

7 Disqualification of Directors

The office of a Director shall be vacated if

7 1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director, or

7 2 he becomes Bankrupt or makes any arrangement or composition with his creditors generally, or

7 3 he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs, or

7 4 he resigns his office by notice to the WPBSA, or

7 5 he shall fail to attend three consecutive meetings of the Board without just cause in the view of the majority of the other Directors, or

7 6 he shall be suspended from taking part in snooker or billiards competitions organised or endorsed by the WPBSA, or

7 7 the Director shall have ceased to be a Director in accordance with the provisions of article 8

- 7 8 but any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the WPBSA or an entry made in the minute book stating that the Director has ceased to be a Director of the Board

8 Retirement by rotation

- 8 1 At each annual general meeting of the company one third of the directors will retire from office. If their number is not three or a multiple of three, then the number nearest a third will retire from office. The Directors to retire shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Directors retiring in accordance with the provisions of clause 8 2 below shall not be counted in calculating the number of directors to retire in accordance with this clause 8 1

- 8 2 In the case of a Director appointed pursuant to article 6 2 they shall retire from office at the next annual general meeting of the WPBSA

- 8 3 A retiring Director shall be eligible for re-election by Ordinary Resolution and if he offers himself for re-election the retiring Director shall not cease to be a Director of the WPBSA until he is not re-elected

- 8 4 No person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to the office of Director at a general meeting unless there shall have been left at the registered office of the WPBSA written notice signed by any two Members proposing such person for election and also written notice signed by that person of his willingness to stand for election. Any such notice shall be left at the registered office of the WPBSA on or before 1st October for the following annual general meeting

- 8 5 Any Ordinary Resolution for the appointment or re-election of a Director shall be in the form of a for and against resolution, in which the Voting Members shall have the opportunity to vote for or against the appointment or re-appointment of the relevant individual as a Director

- 8 6 Where Ordinary Resolutions shall be passed in favour of the appointment of more Directors than there are then relevant vacancies on the Board, whether as a Director generally, or as a Player Director, individuals shall be appointed as to the relevant vacancies in order of the number votes cast in their favour, the individual with the most votes in favour of his appointment to be appointed first, until the relevant vacancies are filled. For the avoidance of doubt where a remaining vacancy is for the position of a Player Director the result of these provisions could be that a Player Director could be elected to office with less votes cast in favour of his appointment as a Director, than a non player standing for office

- 8 7 Where there shall be an equality of votes for individuals to be appointed the Chairman of the meeting shall have a casting vote for the purpose of deciding such deadlock

9 Members' reserve power

- 9 1 The Members may, by Special Resolution, direct the Directors to take, or refrain from taking a specified action

- 9 2 No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution

10 Directors may delegate

- 10 1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles

10 1 1 to such person or committee,

- 10 1 2 by such means (including by power of attorney),
- 10 1 3 to such an extent,
- 10 1 4 in relation to such matters or territories, and
- 10 1 5 on such terms and conditions,
as they think fit
- 10 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
- 10 3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions
- 11 Committees**
- 11 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
- 11 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
- 12 Directors to take decisions collectively**
- 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 13
- 13 Unanimous decisions**
- 13 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
- 13 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
- 13 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
- 13 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
- 14 Calling a Directors' meeting**
- 14 1 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
- 14 2 Notice of any Directors' meeting must indicate
 - 14 2 1 its proposed date and time,
 - 14 2 2 where it is to take place, and
 - 14 2 3 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
- 14 3 Notice of a Directors' meeting must be given to each Director, but need not be in writing

- 14 4 Directors' may not subsequently object to notice of a meeting not having been given to them if they waive their entitlement to notice of that meeting, by giving notice to that effect to the WPBSA prior to the meeting or 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.

15 Participation in Directors' meetings

- 15 1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when

15 1 1 the meeting has been called and takes place in accordance with the Articles, and

15 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- 15 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.

- 15 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.

16 Quorum for Directors' meetings

- 16 1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 16 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.

- 16 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—

16 3 1 to appoint further Directors, or

16 3 2 to call a general meeting so as to enable the Members to appoint further Directors.

17 Chairing of Directors' meetings, President and Vice-President

- 17 1 The Chairman and Vice-Chairman of the WPBSA shall be elected annually by the Board at the first Board meeting after the close of the World Professional Snooker Championship in each year. They shall qualify for election only if they are serving Directors of the Board. In the event of death, resignation, permanent disability or disqualification from office the Board shall meet for the purpose of appointing a successor or successors who shall serve until the first meeting of the Board after the close of the next following World Professional Snooker Championship.

- 17 2 If the chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the Vice-Chairman shall preside at such meeting but in his absence the participating Directors must appoint one of themselves to chair it.

- 17 3 The Board shall have the power to appoint any persons as President or Vice-Presidents or Patrons of the WPBSA on such terms and enjoying such benefits as the Board shall decide. If any shall be a serving Director of the Board he shall retain his right to cast one vote at meetings of the Board during his term of office as a Director—

18 Casting vote

18 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

18 2 But this does not apply if, in accordance with the Articles, the chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes

19 Conflicts of interest

19 1 If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the WPBSA 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

19 2 But if article 19 3 applies, a Director who is interested in an actual or proposed transaction or arrangement with the WPBSA is to be counted as participating in the decision-making process for quorum and voting purposes

19 3 This article applies when the Director has declared the nature and extent of his interest at a meeting of the Board in accordance with the Act

20 Records of decisions to be kept

The Directors must ensure that the WPBSA 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

21 Directors' discretion to make further rules

21 1 The Board shall have power from time to time and at any time to make rules and regulations (the **Rules and Regulations**) with regard to the Members and their participation in the WPBSA, tournaments sanctioned by the WPBSA and or the games of billiards and snooker generally that the Board determine in their absolute discretion

21 2 All Members of the WPBSA shall submit to the Rules and Regulations and the powers set out in articles 21 3 and 21 4 below

21 3 The Board shall have power to discipline Members who are found to be in breach of the Rules and Regulations by way of expulsion, public reprimand, fine, suspension or deduction of ranking points or prize money as the Board or a relevant committee or commission shall determine

21 4 The Board may appoint committees or commissions or other persons for the purpose of enforcing and determining disputes in relation to the Rules and Regulations

22 Directors' remuneration

22 1 Directors may undertake any services for the WPBSA that the Directors decide

22 2 Directors are entitled to such remuneration as the Remuneration Committee determine

22 2 1 for their services to the WPBSA as Directors, and

22 2 2 for any other service which they undertake for the WPBSA

22 3 Subject to the Articles, a Director's remuneration may

22 3 1 take any form, and

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22 3 2 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

22 4 Unless the Remuneration Committee decide otherwise, Directors' remuneration accrues from day to day

22 5 Unless the Remuneration Committee decides otherwise, Directors are not accountable to the WPBSA for any remuneration which they receive as Directors or other officers or employees of the WPBSA's subsidiaries or of any other body corporate in which the WPBSA is interested

23 Directors' expenses

23 1 The WPBSA may pay any reasonable expenses which the Directors properly incur in connection with their duties including (without limitation) attendance at

23 2 meetings of Directors or committees of Directors,

23 3 general meetings, or

23 4 separate meetings of any holders of debentures of the WPBSA, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the WPBSA

General Meetings

24 Annual General Meeting

24 1 The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it

24 2 The annual general meeting will be held on a date between 1st November and 31st December in each year

24 3 Each annual general meeting of the WPBSA shall be held on at least 21 days notice

25 Voting at general meetings: general

25 1 Only Directors and such Members who are ranked 1 – 96 inclusive in the Ranking List current at the date of service of the notice of the relevant meeting shall be entitled to vote at general meetings of the WPBSA (**Voting Members**)

25 2 Every Member of the WPBSA shall be entitled to attend and speak at general meetings of the Members of the WPBSA (whether or not they are Voting Members)

25 3 A resolution put to the vote of a general meeting must be decided on a show of hands of the Voting Members unless a poll is duly demanded in accordance with the Articles

26 Quorum for general meetings

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum Five Voting Members present in person or by proxy shall constitute a quorum

27 Chairing general meetings

- 27 1 If the Directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so
- 27 2 If the Directors 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
- 27 2 1 the Directors present, or
- 27 2 2 (if no Directors are present), the Members in attendance at the meeting, must appoint a Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting
- 27 3 The person chairing a meeting in accordance with this article is referred to as **the chairman of the meeting**

28 Attendance and speaking by Directors and non-members

- 28 1 The chairman of the meeting may permit other persons who are not Members of the WPBSA to attend and speak at a general meeting

29 Adjournment

- 29 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, the chairman of the meeting must adjourn it
- 29 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if
- 29 2 1 the meeting consents to an adjournment, or
- 29 2 2 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
- 29 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- 29 4 When adjourning a general meeting, the chairman of the meeting must
- 29 4 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
- 29 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 29 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the WPBSA 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)—
- 29 5 1 to the same persons to whom notice of the WPBSA's general meetings is required to be given, and
- 29 5 2 containing the same information which such notice is required to contain
- 29 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

30 Errors and disputes

- 30 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
- 30 2 Any such objection must be referred to the chairman of the meeting whose decision is final

31 Poll votes

- 31 1 A poll on a resolution may be demanded
 - 31 1 1 in advance of the general meeting where it is to be put to the vote, or
 - 31 1 2 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
- 31 2 A poll may be demanded by
 - 31 2 1 the chairman of the meeting,
 - 31 2 2 the Directors,
 - 31 2 3 three or more Voting Members, or
 - 31 2 4 by any Voting Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Voting Members
- 31 3 A demand for a poll may be withdrawn if
 - 31 3 1 the poll has not yet been taken, and
 - 31 3 2 the chairman of the meeting consents to the withdrawal
- 31 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs

32 Content of proxy notices

- 32 1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which—
 - 32 1 1 states the name and address of the Member appointing the proxy,
 - 32 1 2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed,
 - 32 1 3 is signed by the Member appointing the proxy, or is authenticated in such manner as the Directors may determine, and
 - 32 1 4 is delivered at least 48 hours prior to the relevant general meeting to the WPBSA (or such place as is specified in the notice of the general meeting) in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 32 2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 32 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

32 4 Unless a proxy notice indicates otherwise, it must be treated as

32 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

32 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

33 Delivery of proxy notices

33 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the WPBSA (or such place as is specified in the notice of the general meeting) by that person

33 2 An appointment under a proxy notice may be revoked by delivering to the WPBSA (or such place as is specified in the notice of the general meeting) a notice in writing given by the person by whom the proxy notice was given

33 3 A notice revoking a proxy appointment only takes effect if it is delivered not less than 48 hours before the start of the meeting or adjourned meeting to which it relates

34 Amendments to resolutions

34 1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if

34 1 1 notice of the proposed amendment is given to the WPBSA 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 chairman of the meeting may determine), and

34 1 2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution

34 2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if

34 2 1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

34 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

34 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

35 Calling General Meetings

Without prejudice to the Act, the Board may, whenever it thinks fit, convene a general meeting and a general meeting shall also be convened as soon as reasonably practicable upon the requisition of Voting Members representing at the date of the deposit of the requisition not less than one-tenth of the total voting rights of all the Voting Members having at the said date right to vote at general meetings. If the Board does not, within twenty-one days from the date of the deposit of the requisition, proceed to duly convene a meeting the requisitionists or any of them may themselves convene a meeting but any meeting shall not be held after the expiration of three months from the said date

36 Means of communication to be used

- 36 1 Subject to the Articles, anything sent or supplied by or to the WPBSA 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 WPBSA
- 36 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
- 36 3 A Director may agree with the WPBSA 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

37 Company seals

- 37 1 Any common seal may only be used by the authority of the Directors
- 37 2 The Directors may decide by what means and in what form any common seal is to be used
- 37 3 Unless otherwise decided by the Directors, if the WPBSA 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
- 37 4 For the purposes of this article, an authorised person is
- 37 4 1 any Director of the WPBSA,
- 37 4 2 the company secretary (if any), or
- 37 4 3 any person authorised by the Directors for the purpose of signing documents to which the common seal is applied

38 No right to inspect accounts and other records

Except as provided by law or authorised by the Directors or an Ordinary Resolution of the WPBSA, no person is entitled to inspect any of the WPBSA's accounting or other records or documents merely by virtue of being a Member

39 Cessation of business

If upon the winding-up or dissolution of the WPBSA there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the WPBSA in specie or in kind but shall be given or transferred to such institution or institutions carrying out functions wholly or partially similar to those of the WPBSA as shall be determined by Special Resolutions of the Voting Members at or before the time of dissolution or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to such provision then to some charitable organisation

40 Indemnity

- 40 1 Subject to article 40 2, a relevant Director of the WPBSA or an associated company may be indemnified out of the WPBSA's assets against

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- 40 1 1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the WPBSA or an associated company,
- 40 1 2 any liability incurred by that Director in connection with the activities of the WPBSA 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),
- 40 1 3 any other liability incurred by that Director as an officer of the WPBSA or an associated company
- 40 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
- 40 3 In this article
 - 40 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - 40 3 2 a **relevant Director** means any Director or former Director of the WPBSA or an associated company
- 41 Insurance**
 - 41 1 The Directors may decide to purchase and maintain insurance, at the expense of the WPBSA, for the benefit of any relevant Director in respect of any relevant loss
 - 41 2 In this article
 - 41 2 1 a **relevant Director** means any Director or former Director of the WPBSA or an associated company,
 - 41 2 2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the WPBSA, any associated company or any pension fund or employees' share scheme of the WPBSA or associated company, and
 - 41 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate