

**PROFESSIONAL SQUASH ASSOCIATION (THE 'COMPANY')**

Company Number: 02748136

**SPECIAL RESOLUTION**

Passed on December 9th 2017

At the Annual General Meeting of the Company duly convened and held at The Midland hotel in Manchester in England on December 9th 2017 at 7.30pm, the following resolution was duly passed as a special resolution.

**Special resolution**

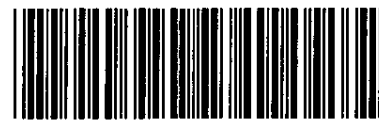
THAT the draft Articles of Association, attached to this resolution, be adopted as the Articles of Association for the Company in substitution for, and to the exclusion of, the existing Articles of Association.



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**Ziad Al-Turki**  
Chairman

FRIDAY



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COMPANIES HOUSE



# **ARTICLES OF ASSOCIATION OF THE PROFESSIONAL SQUASH ASSOCIATION**

ARTICLES OF ASSOCIATION OF PROFESSIONAL SQUASH ASSOCIATION .....	3
INTERPRETATION .....	3
OBJECTS OF THE ASSOCIATION .....	4
INCOME AND PROPERTY .....	6
LIABILITY AND GUARANTEE OF MEMBERS .....	6
MEMBERS .....	6
TERMINATION OF MEMBERSHIP .....	10
DISCIPLINE.....	11
APPEALS.....	12
ENTRANCE FEE AND SUBSCRIPTIONS.....	13
GENERAL MEETINGS.....	13
NOTICE OF GENERAL MEETINGS .....	14
PROCEEDINGS AT GENERAL MEETINGS.....	14
VOTES OF MEMBERS .....	16
POWERS AND DUTIES OF THE BOARD.....	17
BOARD .....	18
OFFICERS.....	22
SEAL .....	23
ACCOUNTS .....	24
NOTICES .....	24
WINDING UP .....	25

# ARTICLES OF ASSOCIATION OF PROFESSIONAL SQUASH ASSOCIATION

## INTERPRETATION

1. In these Articles, the following words and expressions shall have the following meanings if not inconsistent with the subject or context.
  - a) **"Act"** means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.
  - b) **"Active Playing Member"** – a Playing Member who has competed on the PSA Tour in the last 12 calendar months.
  - c) **"Appellant"** – has the meaning provided in Article 16(a) below.
  - d) **"Articles"** – these articles of association of the Association for the time being in force.
  - e) **"Association"** or **"PSA"** – Professional Squash Association.
  - f) **"Board"** – the board of directors for the time being of the Association.
  - g) **"Business Day"** – has the meaning provided in Article 63.h) below.
  - h) **"Category A"** – has the meaning provided in Article 46 below.
  - i) **"Category B"** – has the meaning provided in Article 46 below.
  - j) **"Category C"** – has the meaning provided in Article 46 below.
  - k) **"Chairman"** – has the meaning provided in Article 25 below.
  - l) **"Chief Executive"** – has the meaning provided in Article 59 below.
  - m) **"Code"** – the code of conduct for the PSA Tour, as set out in the Tour Guide for the time being of the Association.
  - n) **"Deputy Chairman"** – has the meaning provided in Article 25 below.
  - o) **"Director"** – a member of the Board for the time being of the Association.
  - p) **"Honorary Member"** – a member of the Association in the category described in Article 6.i) below.
  - q) **"Member"** – a Men's World Member, a Women's World Member, a Men's Continental Member, a Women's Continental Member, a Men's Country Member, a Women's Country Member, a Men's Junior Member, a Women's Junior Member or an Honorary Member.
  - r) **"Men's Continental Member"** – a member of the Association in the category described in Article 6.c) below.
  - s) **"Men's Country Member"** – a member of the Association in the category described in Article 6.e) below.
  - t) **"Men's Junior Member"** – a member of the Association in the category described in Article 6.g) below.
  - u) **"Men's President"** – has the meaning provided in Article 46(d) below and must be a male Active Playing Member at the time of election.
  - v) **"Men's Tournament"** – a PSA sanctioned tournament for participation by male Members.
  - w) **"Men's World Member"** – a member of the Association in the category described in Article 6.a) below.
  - x) **"Men's World Ranking List"** – the world ranking list of male Members, as published by the Association from time to time.
  - y) **"Playing Member"** – any Member, other than an Honorary Member.
  - z) **"proxy notice"** – has the meaning provided in Article 38 below.
  - aa) **"PSA Tour"** – the PSA tour comprising the Men's Tournaments and the Women's Tournaments.

- bb) **"Regions"** – Africa, Asia, Europe, Oceania and Pan America.
- cc) **"Registered Office"** means the registered office of the Association.
- dd) **"Secretary"** – has the meaning provided in Article 58(b) below.
- ee) **"Senior Management Team"** – has the meaning provided in Article 54 below.
- ff) **"Tour Guide"** – the tour guide as published by the Association from time to time.
- gg) **"Treasurer"** – has the meaning provided in Article 58(c) below.
- hh) **"Tribunal"** – has the meaning provided in Article 16(b) below.
- ii) **"Women's Continental Member"** – a member of the Association in the category described in Article 6.d) below.
- jj) **"Women's Country Member"** – a member of the Association in the category described in Article 6.f) below.
- kk) **"Women's Junior Member"** – a member of the Association in the category described in Article 6.h) below.
- ll) **"Women's President"** – has the meaning provided in Article 46(c) below and must be a female Active Playing Member at the time of election.
- mm) **"Women's Tournament"** - a PSA sanctioned tournament for participation by female Members.
- nn) **"Women's World Member"** – a member of the Association in the category described in Article 6.b) below.
- oo) **"Women's World Ranking List"** – the world ranking list of female Members, as published by the Association from time to time.

Any reference in these Articles to an enactment is a reference to it as it has been or may be amended or as it may be re-enacted, with or without amendment.

## OBJECTS OF THE ASSOCIATION

2. The objects for which the Association is established are:

- a) worldwide promotion of the sport of squash among players and non-players;
- b) worldwide promotion of the Playing Members, the PSA Tour, and the Association, as well as the brands developed by the Association;
- c) organisation, facilitation, and promotion of events and tournaments relating to the professional sport of squash;
- d) production and administration of the Men's World Ranking List and Women's World Ranking List;
- e) development and promotion of increased and/or improved income opportunities, benefits, and services for Playing Members
- f) development and maintenance of a strong financial and administrative foundation for the Association;
- g) development and maintenance of relationships and coordination with worldwide, regional, and national squash federations, both professional and amateur; and
- h) activities incidental or conducive to the attainment of the previously listed objects.

## POWERS OF THE ASSOCIATION

3. The Association shall have the following powers exercisable in furtherance of its said objects, but not otherwise, namely:
  - a) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, repair, furnish, equip, decorate, maintain, and alter buildings, erections, or works;
  - b) To sell, let, mortgage or charge, dispose of, or turn to account all or any of the undertaking, property, or assets of the Association;
  - c) To employ, retain, engage, and pay such persons as may be thought fit to administer the Association or to assist in carrying out the objects thereof;
  - d) To borrow and raise money on such terms and on such security as may be thought fit;
  - e) To insure against any risk or risks to any of the property or assets of the Association and against any other risk or risks that the Association may think fit, and to purchase and maintain, for any persons who are Directors or other officers or employees thereof or for the auditors of the Association, from time to time, insurance against any liability;
  - f) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities, or property, whether real or personal, whatsoever and wheresoever situate, and whether involving liability or not, as may be thought fit, and to vary such investments for others of a like nature, subject nevertheless to such condition (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;
  - g) To make by-laws, rules, and regulations with regard to the affairs and management of the Association;
  - h) To make, draw, endorse, execute, and issue cheques, promissory notes, bills of exchange, and other negotiable or transferable instruments;
  - i) To pay all expenses preliminary or incidental to the incorporation of the Association and its registration;
  - j) To do all or any of the above things in any part of the world, either as principals, agents, trustees, or otherwise and by or through trustees, agents, or otherwise and either alone or in conjunction with others;
  - k) To enter into such commercial or other transactions and to provide such services (whether with or for a Member or with or for any other person) as may seem desirable to the Board for the purpose of promoting the Association's objects or affairs; and
  - l) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

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

## INCOME AND PROPERTY

4. The income and property of the Association 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. Provided that, nothing herein shall prevent any payment in good faith by the Association:
  - a) of reasonable and proper remuneration to any Member, officer, or servant of the Association for any approved services rendered to the Association;
  - b) to any Directors for out-of-pocket expenses; or
  - c) of reasonable and proper rent, service charges, and other similar payments.

## LIABILITY AND GUARANTEE OF MEMBERS

5. The liability of each Member is limited to one pound. Every Member undertakes to contribute to the assets of the Association, in the event of the same being wound up while he/she is a Member, or within one year after he/she ceases to be a Member, for payment of the debts and liabilities of the Association 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, such amounts as may be required, not exceeding the Member's maximum liability to the Association in such cases of one pound.

## MEMBERS

6. The categories of membership of the Association are as follows, with the following rights and obligations:
  - a) **A Men's World Member:**
    - (i) can enter Men's Tournaments and be awarded world ranking points;
    - (ii) is entitled to a position in the Men's World Ranking List;
    - (iii) is entitled to receive a regular calendar, newsletter, world ranking list, entry forms for Men's Tournaments, and a Tour Guide;
    - (iv) is entitled to two votes at any meeting of Members, subject to Article 6.a)(vi) below;
    - (v) can nominate Directors for election in accordance with Article 50.b) below;
    - (vi) can exercise voting rights for the election of Directors in accordance with Article 50.f)(i)(A) below;
    - (vii) may, at his option, downgrade to being a Men's Continental Member or a Men's Country Member should his ranking fall outside of 1-100 in the Men's World Ranking List;

and such other benefits as the Board may determine from time to time.

**b) A Women's World Member:**

- (i) can enter Women's Tournaments and be awarded world ranking points;
- (ii) is entitled to a position in the Women's World Ranking List;
- (iii) is entitled to receive a regular calendar, newsletter, world ranking list, entry forms for Women's Tournaments, and a Tour Guide;
- (iv) is entitled to two votes at any meeting of Members, subject to Article 6.b)(vi) below;
- (v) can nominate Directors for election in accordance with Article 50.b) below;
- (vi) can exercise votes for the election of Directors in accordance with Article 50.f)(i)(A) below;
- (vii) may, at her option, downgrade to being a Women's Continental Member or a Women's Country Member should her ranking fall outside of 1-100 in the Women's World Ranking List;

and such other benefits as the Board may determine from time to time.

**c) A Men's Continental Member:**

- (i) can enter Men's Tournaments in his nominated Region only and be awarded world ranking points;
- (ii) is entitled to a position in the Men's World Ranking List;
- (iii) is entitled to receive a regular calendar, newsletter, world ranking list, entry forms for Men's Tournaments, and a Tour Guide;
- (iv) is entitled to one vote at any meeting of Members, subject to Article 6.c)(vi) below;
- (v) can nominate Directors for election in accordance with Article 50.b) below;
- (vi) can exercise votes for the election of Directors in accordance with Article 50.f)(i)(B) below;
- (vii) must upgrade to a Men's World Member on reaching 1-100 in the Men's World Rankings List by paying such fee at such time as the Board from time to time determines, and may only revert to a Men's Continental Member or become a Men's Country Member should his ranking fall outside of 1-100 by application to the Board in writing;

and such other benefits as the Board may determine from time to time,

**d) A Women's Continental Member:**

- (i) can enter Women's Tournaments in her nominated Region only and be awarded world ranking points;
- (ii) is entitled to a position in the Women's World Ranking List;
- (iii) is entitled to receive a regular calendar, newsletter, world ranking list, entry forms for Women's Tournaments, and a Tour Guide;
- (iv) is entitled to one vote at any meeting of Members, subject to Article 6.d)(vi) below;
- (v) can nominate Directors for election in accordance with Article 50.b) below;
- (vi) can exercise votes for the election of Directors in accordance with Article 50.f)(i)(B) below;
- (vii) must upgrade to a Women's World Member on reaching 1-100 in the Women's World Rankings List by paying such fee at such time as the Board from time to time determines, and may only revert to a Women's Continental Member or become a Women's Country Member should her ranking fall outside of 1-100 by application to the Board in writing;

and such other benefits as the Board may determine from time to time.



**e) A Men's Country Member:**

- (i) can enter Men's Tournaments in his nominated country only and be awarded world ranking points;
- (ii) is entitled to a position in the Men's World Ranking List;
- (iii) is entitled to receive a regular calendar, newsletter, world ranking list, entry forms for Men's Tournaments, and a Tour Guide;
- (iv) is entitled to one vote at any meeting of Members, subject to Article 6.e)(vi) below;
- (v) can nominate Directors for election in accordance with Article 50.b) below;
- (vi) can exercise votes for the election of Directors in accordance with Article 50.f)(i)(B) below;
- (vii) must upgrade to a Men's World Member on reaching 1-100 in the Men's World Rankings List by paying such fee at such time as the Board from time to time determines, and may only revert to a Men's Country Member or become a Men's Continental Member should his ranking fall outside of 1-100 by application to the Board in writing;

and such other benefits as the Board may determine from time to time.

**f) A Women's Country Member:**

- (i) can enter Women's Tournaments in her nominated country only and be awarded world ranking points;
- (ii) is entitled to a position in the Women's World Ranking List;
- (iii) is entitled to receive a regular calendar, newsletter, world ranking list, entry forms for Women's Tournaments, and a Tour Guide;
- (iv) is entitled to one vote at any meeting of Members, subject to Article 6.f)(vi) below;
- (v) can nominate Directors for election in accordance with Article 50.b) below;
- (vi) can exercise votes for the election of Directors in accordance with Article 50.f)(i)(B) below;
- (vii) must upgrade to a Women's World Member on reaching 1-100 in the Women's World Rankings List by paying such fee at such time as the Board from time to time determines, and may only revert to a Women's Country Member or become a Women's Continental Member should her ranking fall outside of 1-100 by application to the Board in writing;

and such other benefits as the Board may determine from time to time.

**g) A Men's Junior Member:**

- (i) can enter Men's Tournaments and be awarded world ranking points;
- (ii) is entitled to a position in the Men's World Ranking List;
- (iii) is entitled to receive a regular calendar, newsletter, world ranking list, entry forms for Men's Tournaments, and a Tour Guide;
- (iv) to qualify as a Men's Junior Member, a player must be a male under the age of 19 years on 1 January of the membership calendar year;
- (v) is not entitled to vote at any meeting of Members (except on a resolution to wind up the Association, when every Men's Junior Member shall have one vote), nominate Directors for election, or exercise votes for the election of Directors, as set out in these Articles;
- (vi) must upgrade to a Men's World Member on reaching 1-100 in the Men's World Ranking List by paying such fee at such time as the Board from time to time determines, and may only revert to a Men's Junior Member should his ranking fall outside of 1-100 and he continues to be under the age of 19 years on 1 January of the membership calendar year by application to the Board in writing, provided that if he is older than 19 years on such date, he

may become either a Men's Continental Member or Men's Country Member;

and such other benefits as the Board may determine from time to time.

**h) A Women's Junior Member:**

- (i) can enter Women's Tournaments and be awarded world ranking points;
- (ii) is entitled to a position in the Women's World Ranking List;
- (iii) is entitled to receive a regular calendar, newsletter, world ranking list, entry forms for Women's Tournaments, and a Tour Guide;
- (iv) to qualify as a Women's Junior Member, a player must be a female under the age of 19 years on 1 January of the membership calendar year;
- (v) is not entitled to vote at any meeting of Members (except on a resolution to wind up the Association, when every Women's Junior Member shall have one vote), nominate Directors for election, or exercise votes for the election of Directors, as set out in these Articles;
- (vi) must upgrade to a Women's World Member on reaching 1-100 in the Women's World Ranking List by paying such fee at such time as the Board from time to time determines, and may only revert to a Women's Junior Member should her ranking fall outside of 1-100 and she continues to be under the age of 19 years on 1 January of the membership calendar year by application to the Board in writing, provided that if she is older than 19 years on such date, she may become either a Women's Continental Member or Women's Country Member;

and such other benefits as the Board may determine from time to time.

**i) An Honorary Member:**

An Honorary Member shall be a person elected by the Board to be a Member for a specific period or for life. The Board has an absolute discretion in determining whether a person shall be elected as an Honorary Member, but it shall consider the extent of that person's contribution to the objects of the Association. An Honorary Member shall not be barred from participating in Men's or Women's Tournaments, as relevant, and any Honorary Member that elects to do so shall be entitled to earn a position in the Men's or Women's World Ranking List, as relevant, and to receive a regular calendar, newsletter, world ranking lists, Tour Guide, and entry forms in Men's or Women's Tournaments, as relevant. An Honorary Member shall be entitled to those rights and privileges that the Board may, from time to time, determine, provided that no Honorary Member shall be entitled to vote at any meeting of Members (except on a resolution to wind up the Association, when every Honorary Member shall have one vote), nominate Directors for election, or exercise votes for the election of Directors, as set out in these Articles.

- j) Notwithstanding anything stated in Articles 6.a)-j) above, the rights of Members to enter Men's or Women's Tournaments, be awarded world ranking points, and/or have positions in the Men's or Women's World Ranking Lists shall be subject to the PSA Tour's qualification requirements, including but not limited to those in the Tour Guide, and Members' performances on the PSA Tour.**

- 7. Any professional squash player may apply for membership in the Association, but may only apply for one category of membership. A Member cannot join two or more categories of membership.**

8. Gender verification shall be in accordance with the International Olympic Commission Medical Code.
9. An application for membership in the Association must be signed by or on behalf of the applicant agreeing to become a Member.
10. All Members are liable to pay a player levy, as may from time to time be determined by the Board, to the Association on prize money earned on the PSA Tour.
11. The Board shall have the absolute and unfettered discretion to refuse membership in the Association. Any applicant whose application is refused shall be so notified by the Board in writing within 14 days of receipt of such application. The applicant shall be entitled, upon request by notice in writing (to be made within 15 days of notification of such refusal to the applicant), to be informed of the grounds of refusal.
12. The Board will maintain a register of the names, addresses, and email addresses of all Members.
13. The rights and privileges of membership in the Association shall not be transferable or transmissible.

## **TERMINATION OF MEMBERSHIP**

14. Membership in the Association shall cease if:
  - a) a Member tenders a written resignation to the Association. The Member shall be liable to the Association for any subscription or other money unpaid by him/her at the date of resignation, including any unpaid subscription for the whole of the fiscal year in which he/she resigns;
  - b) the membership of a Member is terminated in accordance with the provisions of the Code or as contained in these Articles. A Member expelled under the provisions of the Code or these Articles shall be liable to pay all sums due from him/her to the Association at the time of his/her expulsion;
  - c) a Member does not renew their membership or is given notice by the Association that he/she has failed to meet such requirements for the renewal or continuation of membership, as may be specified from time to time in the rules of the Association;
  - d) a Member dies; or
  - e) a Playing Member fails to compete on the PSA Tour for 24 consecutive calendar months, subject to the following exceptions:
    - (i) injury or other exceptional reasons, as approved by the Board; or
    - (ii) such Playing Member is made an Honorary Member by the Board, in writing and in accordance with Article 6.i) above.

## DISCIPLINE

15.

- a) The Board shall be entitled to request that a Member give an explanation of any matters or circumstances that the Board considers may constitute a breach of the Code on the part of such Member. Such request will specify the matters or circumstances that the Board considers may constitute such a breach.
- b) Upon receipt of a request made under Article 15.a) above, the Member concerned shall deposit a written explanation to the Board at the Registered Office or, by mutual agreement between the Member and the Board, shall give an oral explanation to the Board, in both cases within 10 days of receipt of such request.
- c) If, after consideration of any such explanation or if no explanation is received within the period of 10 days referred to in Article 15.b) above, the Board is still of the opinion that the matters or circumstances concerned constitute a breach of the Code by such Member, the Board may, subject to Article 15.e) below, resolve:
  - (i) that such Member be disciplined in accordance with the Code, which may include fining a Member, or
  - (ii) that the membership of such Member be suspended or terminated.
- d) Without prejudice to the generality of Article 54 below, the Board may delegate its powers under Articles 15.a) and 15.b) above to a committee (to be selected by the Board in its sole discretion) that will consider any explanation under Article 15.b) above, consider whether there has been a breach of the Code by the Member, and decide what action, if any, to take against the Member, all in the form of a recommendation to the Board.
- e) The Board shall be entitled to, subject to the procedure described in this Article 15 and the provisions of Article 16 below, but otherwise in its absolute discretion and in such manner as it thinks fit, notify the Member of the decision under Article 15.c) above; and, in addition, in its absolute discretion and in such manner as it thinks fit, notify or cause to be notified the public or any person, authority, body, commission, or enquiry, before which the Association has power to represent the interest of its Members, of any such decision.
- f) The Board shall use reasonable efforts to make its decision under Article 15.c) above within 30 days of the expiration of such 10-day period set forth in Article 15.b) above. Within seven days after making such decision, the Board shall notify the Member concerned of such decision and of the grounds upon which it has been made by written notice sent by hand, by first class recorded delivery post, or by email. Such decision shall be brought into effect at the expiration of 15 days from the date on which, in all the circumstances prevailing at the time, such notice would reasonably be expected to have been delivered to the Member, unless an appeal has been lodged by the Member within such 15-day period, in accordance with Article 15.g) below.
- g) Any Member who is to be disciplined in accordance with the Code, or whose membership in the Association is to be suspended or terminated at the expiration of the 15-day period referred to in Article 15.f) above, may appeal against such

decision to a tribunal to be appointed in accordance with Article 16.b) below, provided that such appeal is made within such 15-day period.

- h) In the case of any resolution to fine a Member that has not been appealed by such Member, such fine shall be paid by the Member within 15 days after receiving notice thereof under Article 15.f) above.
- i) Notwithstanding anything to the contrary herein contained, the Board may make by-laws, rules and regulations in relation to the Code.

## APPEALS

16.

- a) Any Member who wishes to exercise a right of appeal given by these Articles (the “**Appellant**”) shall notify the Board of his/her desire to do so within the 15-day period for appeal. The notice of appeal shall be in writing, signed by or on behalf of the Appellant, indicate the grounds on which the appeal is made, and must be delivered to the Registered Office.
- b) On receipt of the notice of appeal, the Board shall appoint an appeal tribunal (the “**Tribunal**”) to hear the appeal. The Tribunal shall consist of up to three persons appointed by the Board, whether or not they are Members.
- c) The Appellant shall appear and be entitled to be heard at the hearing. The Board shall appoint a representative to appear (and be heard) at the hearing. Both the Member and the representative of the Board may be legally represented at the hearing.
- d) An appeal involves a new hearing at which fresh evidence may be submitted and the Tribunal may confirm, vary, or reverse the resolution of the Board appealed against, and may take any action that the Board could have taken at the time it passed that resolution and may give such direction, as it thinks just, for the payment of costs or expenses by any party to the appeal.
- e) The Tribunal shall state the grounds for its decision and shall give written notice thereof to the parties to the appeal within seven days of the conclusion of the hearing.
- f) Subject as aforesaid, the Tribunal shall determine its own procedures.
- g) In the case of an unsuccessful appeal against a decision to discipline a Member in accordance with the Code or terminate or suspend his/her membership, such disciplinary measures or termination or suspension shall not take effect nor be publicised unless and until the Tribunal has upheld the decision.
- h) Where a Member has unsuccessfully appealed against a fine, such Member shall pay any fine levied by the Tribunal within 15 days after receiving notice thereof under Article 16(e) above.

## **ENTRANCE FEE AND SUBSCRIPTIONS**

17. Every Member shall, on becoming a Member, pay to the Association such entrance fee (if any) and, in each year of his/her membership, pay such annual subscriptions as may, from time to time, be determined by the Board. A Member shall not be entitled to exercise any of the rights or privileges of membership until he/she shall have paid all moneys payable by him/her to the Association upon becoming a Member. If any Member shall fail to pay to the Association any amount owing from such Member in respect of:

- a) membership or subscription fees for a period of one month following the due date thereof, or
- b) fines or penalties imposed under the Code for a period of one month following the date upon which written notice of the same was duly given to such Member,

then all rights and privileges exercisable by him/her as a Member shall be immediately suspended. In the event of a Member being suspended or resigning his/her membership in the Association, or otherwise terminating his/her membership in the Association, his/her subscription shall be payable in full for the calendar year during which such suspension, resignation, or termination of membership occurs, and, if he/she has already paid such subscription, he/she shall not be entitled to recover such payment or any part thereof from the Association.

## **GENERAL MEETINGS**

18.

- a) The Association shall, in each calendar 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; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.
- b) Resolutions of the Members may be proposed by written resolutions in accordance with the procedure set out in the Act. A proposed written resolution lapses if it is not passed before the end of a period of 14 days beginning with the circulation date or such longer period as specified by the Board. A written resolution shall be sent to the Members eligible to vote on the resolutions together with a statement providing a background on the resolution and a statement indicating how the Member should signify agreement to the resolution, which may be by hard copy or electronic format, in accordance with the Act. A written resolution is passed when the required majority of Members eligible to vote have signified their agreement to it depending on whether it is an ordinary or special resolution in accordance with the Act. A resolution removing a director or auditor from office may not be passed as a written resolution in accordance with the Act.

19. The Board may, whenever it thinks fit, but subject to the requirements of these Articles, convene a general meeting, or on the requisition of Members pursuant to

the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after the receipt of the requisition.

## NOTICE OF GENERAL MEETINGS

20. A general meeting called in accordance with these Articles shall be called by at least 14 days' notice before the meeting date, provided that the notice period shall be at least 60 days before the meeting date for any annual general meeting in which Directors shall be elected. The notice period shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. Any notice of a general meeting shall specify the place, the day, and the time of the meeting, the agenda of the business to be transacted, and the general nature of that business. Such notices shall be given in a manner specified in these Articles or in such other manner, if any, as may be prescribed by the Association in a general meeting, to such persons (including all the Members, Directors, and auditors) as are, under these Articles, entitled to receive such notice from the Association.
21. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

22. All business shall be deemed ordinary that is transacted at a general meeting and also all that is transacted at an annual general meeting unless a special resolution is required under the Act (including any amendment to these Articles) or any other law or specified by the Board , and in particular the following may only be deemed ordinary matters: the consideration of the accounts, balance sheets, and reports of the Board and auditors; the nomination and/or election of Directors pursuant to Article 50 below; and the appointment and the fixing of the remuneration of the auditors.
23. No business shall be transacted at any general meeting unless a quorum of Members is present in person or by proxy at the time when the meeting proceeds to business; save as herein otherwise provided, 25 Members present in person or by proxy shall be a quorum.
24. If, within half an hour from the time appointed for a general meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case, it shall stand adjourned to such day and such time and place as the Board may determine, and if, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall again stand adjourned to such day and such time and place as the Board may determine, and if, at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
25. The chairman of the Board (the "**Chairman**"), or, failing his/her attendance, a deputy chairman of the Board (a "**Deputy Chairman**"), shall preside as chairman at every general meeting of the Association. In the case of circulated written resolutions, the

Chairman, Deputy Chairman, or, failing their availability, a Director or officer appointed by the Board shall oversee the administration of such resolutions.

26. If the Chairman or Deputy Chairman is not present within 15 minutes after the time appointed for holding a general meeting or is unwilling to act as chairman of the meeting, the Members present shall elect one of the Directors to be chairman of the meeting. If no Director is in attendance, then the meeting shall be dissolved or adjourned, as relevant. Notwithstanding the above, if no Directors are appointed, then the Members present shall elect another member present as the chairman of the meeting.
27. The chairman of a meeting may, with the consent of a simple majority of the Members present at any meeting at which a quorum is present (and shall, if so directed by a simple majority of the Members present at any such 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
28. At any general meeting, the adoption of any ordinary resolution shall require a simple majority of all votes cast of the Members present (in person or by proxy) and a special resolution shall require at least a 75% majority of all votes cast of the Members present (in person or by proxy) and voting at the meeting. A resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the results of the show of hands) demanded by the chairman of the meeting or not less than 15 Members present in person or by proxy and, unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried or lost, and an entry to that effect in the book of the proceedings of the Association, 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.
29. Except as otherwise provided by Article 31 below, if a poll is duly demanded at a general meeting, it shall be taken in such manner as the chairman of the meeting directs, 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 at a general meeting, the chairman of the meeting, as provided in Articles 25 or 26 above, as relevant, shall be entitled to a second casting vote.
31. At a general meeting, a poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the chairman of the meeting directs. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
32. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.



33. A person is able to exercise the right to vote at a general meeting when:
- a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
34. The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
35. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

## VOTES OF MEMBERS

36. No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him/her to the Association which are outstanding for more than 30 days have been paid.
37. Votes at any general meeting may be given either personally or by proxy.
38. Proxies may only validly be appointed by a notice in writing (which may include email or other electronic communication as permitted by these Articles) (a **"proxy notice"**) which:
- a) states the name and address of the Member appointing the proxy;
  - b) identifies the person (who must be a Member, the Chairman or a Director) appointed to be that Member's proxy and the general meeting or adjourned meeting in relation to which that person is appointed;
  - c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may otherwise determine in the case of delivery of a proxy notice by email or other electronic communication;
  - d) is delivered to the Association in accordance with these Articles and any instructions contained in the notice of the general meeting or adjourned meeting to which it relates; and
  - e) is received by the Association no later than 48 hours (excluding any part of a day that is not a Business Day) before the time appointed for the commencement of the general meeting or adjourned meeting to which the proxy relates;
- and notwithstanding any other provision of these Articles, the Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
39. 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 and, unless a proxy notice indicates otherwise, it must be treated as:

- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.

40. The following shall apply where a proxy notice has been delivered to the Association:

- a) 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 Association by or on behalf of that person. However, if that person votes at the meeting or adjourned meeting on a resolution, then, as regards that resolution, any proxy notice delivered to the Association by or on behalf of that person shall be invalid;
- b) an appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given;
- c) a notice revoking a proxy appointment only takes effect if it is received by the Association before the commencement of the meeting or adjourned meeting to which it relates;
- d) if a proxy notice is not signed (or authenticated in the manner determined by the Directors) by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who signed it to sign it on the appointer's behalf; and
- e) when two or more valid but different proxy notices are received in respect of the same Member or used at the same meeting or adjourned meeting, the one which is last validly received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other(s) as regards that Member. If the Association is unable to determine which was last received, none of them shall be treated as valid in respect of that Member.

41. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## **POWERS AND DUTIES OF THE BOARD**

- 42. The affairs of the Association shall be managed by the Board, which may pay all reasonable expenses incurred in promoting the Association, and may exercise all such powers of the Association as are not, by statute or by these Articles, required to be exercised by the Association in a general meeting, subject nevertheless to the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association and general meeting shall invalidate any prior act of the Board that would have been valid if that regulation had not been made.
- 43. The Directors shall be entitled to be repaid all reasonable travel, hotel, and other expenses properly incurred by them in or about the business of the Association, but shall not receive any other remuneration, except as provided for in these Articles.

44. The Board may, subject to these Articles, exercise the powers of the Association to make by-laws, rules, and regulations and alter or amend such by-laws, rules, and regulations. The Board may exercise all the powers of the Association to borrow money and mortgage or charge its undertaking and property, or any part thereof, and issue debentures, whether outright or as security, for any debt, liability, or obligation of the Association or of any third party.
45. The Board shall cause minutes to be made in books provided for the purpose:
- a) of all appointments of officers made by the Board;
  - b) of the names of the Directors present at each meeting of the Board and of any committee thereof; and
  - c) of all resolutions and proceedings at all meetings of the Association, the Board, and Board committees.

## BOARD

46. The number of Directors shall be a maximum of nine, of which:
- a) one shall be appointed as the Chairman;
  - b) one or more may be appointed as a Deputy Chairman;
  - c) one shall be a Member who is a female Active Playing Member (the “**Women’s President**”); and
  - d) one shall be a Member who is a male Active Playing Member (the “**Men’s President**”).

With regard to classification of Directors, the Men’s President shall be one category of the Board (“**Category A**”), the Women’s President shall be another category (“**Category B**”), and all other Directors shall be the final category (“**Category C**”). Category C Directors are not required to be Members to be appointed or remain on the Board.

47. The Board may, at any time and from time to time, appoint a Director to fill a casual vacancy or by way of addition to the Board, provided that the maximum number of Directors is not exceeded. Any Director so appointed shall retain office until the next annual general meeting and he/she shall then be eligible for re-election.
48. The office of a Director shall be vacated if the Director:
- a) without the consent of the Association in a general meeting, holds any office of profit under the Association;
  - b) becomes bankrupt or makes any arrangements or composition with his/her creditors generally;
  - c) dies;

- d) becomes of unsound mind;
- e) resigns his/her office by notice in writing to the Association;
- f) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his/her interest in a manner required by these Articles or sections 177 and 182 of the Act; or
- g) is disqualified under the Company Directors Disqualification Act 1986, or otherwise.

49. The Association may, by ordinary resolution at a general meeting, of which special notice has been given in accordance with section 312 of the Act, remove any Director before the expiration of his/her period of office, notwithstanding anything in these Articles or in any agreement between the Association and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him/her and the Association. The Board or the Association may, by ordinary resolution, appoint another suitable person in place of a Director removed from office under this Article 49. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he/she had become a Director on the Board on the day on which the Director in whose place he/she is appointed was last elected a Director.

50.

- a) At each second annual general meeting, each and every Director, no matter the category, must retire from office. A retiring Director shall be eligible for re-election as a Director in accordance with these Articles. If, at any general meeting at which any Director is due for retirement, the place of that Director is not filled, that retiring Director shall be deemed to have been re-elected, provided that the Director is willing and eligible to act under these Articles.
- b) Not less than 45 days prior to the date of the relevant annual general meeting, a nomination of a duly suitable person for election as a Director can be made either by:
  - (i) a Men's World Member, Women's World Member, Men's Continental Member, Women's Continental Member, Men's Country Member, or Women's Country Member;
  - (ii) the Board; or
  - (iii) a retiring Director seeking to nominate only himself/herself for re-election.

All nominations shall be on the form of nomination provided by the Board on the day of the notice of such meeting. Such form of nomination shall give the name of the proposed Director, together with his/her signed written consent to accept office if elected, and, (a) in the case of a nomination made pursuant to Article 50.b)(i) above, shall be signed by a proposer and two seconders, who must be Members, or (b) in the case of a nomination made pursuant to Article 50.b) (ii), shall be signed by the Chairman, the Deputy Chairman, or the Chief Executive. Each nomination must provide for the category on the Board that such proposed Director shall be considered for election. A nomination may be supported by a statement from the candidate in support of their nomination. Such statement shall be limited to 250 words. Such nominations must be delivered to the Secretary not less than 45 days prior to the relevant annual general meeting date.

- c) Not less than 30 days prior to the relevant annual general meeting date, all Members who are entitled to receive notice of the meeting shall be provided with a list of nominees standing for election as Directors, by category, including any existing Directors who are standing for re-election in accordance with Article 50.b) above. If a ballot is required, the list will be accompanied with a form for electing a person on the list to the Board, in accordance with Articles 50.e), f), and g) below.
- d) The Members may only elect one Director for Category A, one Director for Category B, and up to seven Directors for Category C. If the number of candidates duly nominated for election or re-election as Directors in any category does not exceed the number of relevant vacancies in such category and complies with Article 46 above, the persons so nominated for such category shall be deemed and declared to be elected at the relevant annual general meeting and any new Directors shall be formally appointed by the existing Board. In other cases, subject to the requirements of Article 50.d)(i) below, an election or re-election by ballot shall be held in the relevant category, whereby, until all Board vacancies in the relevant category are filled, the nominees with the highest number of votes in the relevant category shall be deemed and declared to be elected at the annual general meeting. For the avoidance of doubt, no resolution of the Members is required to confirm the appointment or re-election of such Directors at the annual general meeting.
  - (i) In order to enjoy the benefits of some continuity in the Board, the voting for Category C Directors shall include the following additional stipulation: in the case of retiring Category C Directors that seek re-election, the four retiring Category C Directors who receive the highest number of votes shall be deemed re-elected and shall fill the first four Board vacancies in Category C. If there are only four or less retiring Category C Directors that seek re-election, all of them shall be deemed re-elected. Any remaining retiring Category C Directors shall be pooled together with all other Category C nominees for election to the Board, and, until the remaining Category C Board vacancies are filled, the nominees in such pool with the highest number of votes shall be deemed and declared to be elected at the general meeting.
- e) Whenever a ballot is necessary to determine the election or re-election of Directors, there shall be sent to every Member, not less than 30 days prior to the annual general meeting, a voting list that shall contain the following particulars:
  - (i) for each category, the names in alphabetical working order of the candidates nominated for election as Directors and, where relevant, the names and addresses of their respective nominators;
  - (ii) the date on or before which the voting list must be returned;
  - (iii) a summary of Article 50.f) below;
  - (iv) the number of vacancies for Directors in each category;
  - (v) the postal address of the office of the Association and/or any other address prescribed by the Association for the return of the voting list; and
  - (vi) any statement served by the candidate in support of his/her nomination.

f)

(i) on the voting list:

(A) each Men's World Member and Women's World Member shall be entitled to exercise a number of votes equal to two times the number of vacancies for Directors, but shall not give more than two votes to any one candidate per category;

(B) each Men's Continental Member, Women's Continental Member, Men's Country Member, and Women's Country Member shall be entitled to exercise a number of votes equal to the number of vacancies for Directors, but shall not give more than one vote to any one candidate per category;

(ii) a vote shall be exercised by a Member, indicating on the voting list which candidates they wish to vote for by any method prescribed by the Association;

(iii) any voting list returned to the Secretary after the prescribed time, as detailed in Article 50.f)(iv) below, shall be rejected, unless accepted at the discretion of the Board;

(iv) the voting list must be delivered to the Secretary not less than seven days prior to the date of the relevant annual general meeting.

g)

(i) The votes in the voting lists shall be counted in the presence of at least two persons appointed by the Chairman, neither being a candidate for election as a Director, and such persons shall report the results to the Chairman, irrespective of whether the voting lists are in sealed envelopes or have been delivered to the Association in any other secure method prescribed by the Association.

(i) Subject to this Article 50, the candidates with the highest number of votes shall be deemed and declared to be duly elected Directors, with immediate effect after the close of the relevant annual general meeting.

(ii) If, in any election, two or more candidates obtain an equal number of votes in such circumstances as would render it uncertain which candidate would be elected, the Chairman shall have a casting vote in writing.

51. Subject to Article 48 above, each person so elected to the Board shall hold such office until the completion of the second annual general meeting after their appointment has been announced at an annual general meeting.

52. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. To the extent permitted by law, Directors may participate in a meeting of the Board through the use of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Article 52 shall constitute presence in person at such meeting. Questions arising at any meeting shall be decided by a simple majority of votes. In

case of any equality of votes for the approval of a matter at a Board meeting, the Chairman, or, in his/her absence, the Director chairing the meeting, as decided by the Chairman, or in the absence of such a delegation, a Deputy Chairman, shall have a second or casting vote.

53. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and, unless so fixed and where not provided for elsewhere in these Articles, shall be five. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote. A Director shall not be entitled to vote on a resolution in respect of any contract in which he is interested or any matter arising out of such contract, and, if he/she does so vote, his/her vote shall not be counted.
54. The Board may delegate any of its powers to committees and also may appoint a senior management team who are accountable to the Board and who shall, at a minimum, include the officers listed in Articles 58.b), 58.c) and 59 (the “**Senior Management Team**”). The committees and/or the Senior Management Team may make recommendations to the Board in respect of PSA Tour rules and regulations, including the Tour Guide and Code, and shall investigate, consider, and may make recommendations to the Board in respect of conduct and discipline in accordance with Article 15 above. A committee or the Senior Management Team may consist of such members as the Board thinks fit. The Senior Management Team and any committee so formed must, in the exercise of the powers so delegated, conform to any constraints and regulations that may be imposed on it by the Board.
55. The Senior Management Team and any committee may meet, adjourn, and otherwise regulate its meetings as it thinks proper. Questions arising at any committee meeting shall be determined by a simple majority of votes of the members present, and, in the case of an equality of votes, the Chairman, or in his/her absence, the Director chairing the committee, as delegated by the Chairman, shall have a second or casting vote.
56. All acts done by any meeting of the Board or of a committee, or by any person acting as a member of the Board or a committee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any person so acting, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or committee.
57. A resolution in writing, if transmitted to all Directors on the same day and signed by such number of Directors as would constitute a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

## OFFICERS

58. The Board shall elect the following officers: a Chairman, a Secretary, and a Treasurer. No person may hold more than one of such offices simultaneously. The Board may elect such other officers and assistant officers, as it deems appropriate. An officer or assistant officer does not have to be a Member. Other than the Chairman, an officer or assistant officer does not have to be a Director. Officers and assistant officers shall hold office until suitable successors are elected. The Board may remove an officer or assistant officer at any time, with or without cause, by a simple majority vote. The duties of the Chairman, Secretary, and Treasurer are as follows:

- a) Chairman. The Chairman shall preside at all meetings of the Members and the Board and have such other powers and duties as may, from time to time, be prescribed by the Board. The Chairman may delegate his/her powers, as provided in these Articles or by the Board.
  - b) Secretary. The “**Secretary**” shall keep minutes of all the proceedings of the Members and the Board and shall make proper record of the same, sign all deeds, mortgages, notes, bonds, contracts, and other obligations of the Association requiring his/her signature, give notice of meetings of Members and the Board, and perform such other duties as may, from time to time, be prescribed by the Board.
  - c) Treasurer. The “**Treasurer**” shall have general supervision of all finances of the Association. The Treasurer shall receive and have in charge all money, bills, notes, deeds, leases, mortgages, insurance policies, and similar property belonging to the Association, and shall do with the same as may, from time to time, be required by the Board. The Treasurer shall cause to be kept adequate and correct accounts of the business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and stated capital, together with such other accounts, as may be required, and on the expiration of his/her term of office, shall turn over to his/her successor or to the Board all property, books, papers, and money of the Association in his/her hands. The Treasurer shall perform such other duties as may, from time to time, be prescribed by the Board.
59. The Board shall employ a “**Chief Executive**”, who shall be the chief executive officer of the Association and shall have general supervision, administration, and direction over the property, business, and affairs of the Association, subject to the direction of the Board. The Chief Executive shall (a) supervise and manage the activities of the Association, (b) develop an annual operating and capital budget for review and approval by the Board, (c) develop a business plan for review and approval by the Board, (d) have the authority, within budgetary constraints, to hire, evaluate, and terminate all other employees of the Association, (e) submit such recommendations to the Board, as he/she deems necessary or advisable, for the management and operation of the Association, and (f) have such other powers and duties as may, from time to time, be prescribed by the Board. The Chief Executive shall serve at the pleasure of, and at the compensation determined by, the Board.

## SEAL

60. The common seal of the Association shall not be affixed to any instrument, except by the authority of a resolution of the Board and in the presence of a Director and of the Chief Executive or the Secretary or such other person as the Board may appoint for the purpose; and that Director and the Chief Executive or the Secretary or other person as aforesaid shall sign every instrument to which the common seal of the Association is so affixed in their presence.



## ACCOUNTS

61. No Member shall have any right of inspecting any accounting records or other book or document of the Association, except as conferred by statute or authorised by the Board or by ordinary resolution of the Association.

## NOTICES

62. Any notice, document, or other information to be provided under these Articles may be served on, or delivered to, the intended recipient:

- a) by hand;
- b) by fax;
- c) by pre-paid United Kingdom first class post, recorded delivery or special delivery;
- d) by pre-paid air mail;
- e) by international overnight courier;
- f) by email or other electronic form; or
- g) (if sent by the Association only) by means of a website.

63. Subject to Article 64 below, any notice, document or other information shall be deemed served on, or delivered to, the intended recipient:

- a) if delivered by hand, on signature of a delivery receipt, or at the time the notice, document, or other information is left at the address;
- b) if sent by fax, at the time of transmission;
- c) if sent by pre-paid United Kingdom first class post, recorded delivery, or special delivery to an address in the United Kingdom, at 9:00 am on the second Business Day after posting;
- d) if sent by pre-paid airmail to an address outside the country from which it is sent, at 9:00 am on the third Business Day after posting;
- e) if sent by reputable international overnight courier to an address outside the country from which it is sent, on signature of a delivery receipt or at the time the notice, document, or other information is left at the address;
- f) if sent or supplied by email or other electronic form, one hour after the notice, document, or information was sent or supplied; or
- g) if sent or supplied by means of a website, when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website; and

- h) if deemed receipt under the previous paragraphs of this Article 63 would occur outside business hours, meaning 9:00 am to 5:30 pm on a day when commercial banks are open in the place of receipt (or activity) (a “**Business Day**”), at 9:00 am on the next Business Day in the place of deemed receipt. For the purposes of this Article 63, all references to time are to local time in the place of deemed receipt.

64. To prove service, it is sufficient to prove that:

- a) if delivered by hand or by international overnight courier, the notice, document, or other information was delivered to the correct address;
- b) if sent by fax, a transmission report was received confirming that the notice was successfully transmitted to the correct fax number;
- c) if sent by post or by airmail, the envelope containing the notice, document, or other information was properly addressed, paid for, and posted; or
- d) if sent by email or other electronic form, the notice, document, or other information was properly addressed and sent to the email or other electronic address of the recipient.

65. Notice of every general meeting shall be given in some manner herein before authorised to every Member entitled to vote at such meeting, each of the Directors, and the auditor of the Association. No other persons shall be entitled to receive notices of general meetings.

66. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, Secretary, auditor, officer, or assistant officer of the Association shall be entitled to be indemnified out of the assets of the Association against all costs, charges, losses, expenses, and liabilities incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which relief is granted to him/her by the court from liability for negligence, default, breach of duty, or breach of trust in relation to the affairs of the Association.

## WINDING UP

67. If, upon the winding up or dissolution of the Association, there remains, after the satisfaction of all its debt and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, as provided in Article 2 above, 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 Association under or by virtue of Article 4 above, such institution or institutions to be determined by the Members at or before the time of dissolution, and, if and so far as effect cannot be given to such provision, then to some charitable object.