



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 6375911

The Registrar of Companies for England and Wales hereby certifies that
COWDRAY PARK POLO CLUB LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 19th September 2007



NO 6375911M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

6375911

Company name

COWDRAY PARK POLO CLUB LIMITED

I,

MARTYN JAMES DEARDEN

of

LYCHGATE
EASEBOURNE LANE
MIDHURST
WEST SUSSEX
GU29 9BN

a

person named as a secretary of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the
Companies Act 1985 in respect of the registration of
the above company and of matters precedent and
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



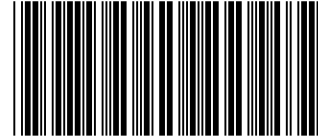
Companies House

— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**

Received for filing in Electronic Format on the: **19/09/2007**



XOTNUT3R

*Company Name
in full:* **COWDRAY PARK POLO CLUB LIMITED**

*Proposed Registered
Office:* **VICOUNT COWDREY
COWDREY HOUSE
COWDREY PARK
EASEBOURNE
MIDHURST
GU29 0AQ**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **WATERLOW LEGAL & COMPANY
SERVICES**
Agent's Address: **6-8 UNDERWOOD STREET
LONDON
N1 7JQ**

Company Secretary

Name **MARTYN JAMES DEARDEN**

Address: **LYCHGATE
EASEBOURNE LANE
MIDHURST
WEST SUSSEX
GU29 9BN**

Consented to Act: **Y** *Date authorised* **19/09/2007** *Authenticated:* **Y**

Director 1:

Name **ROBIN BUTLER**

Address: **GATEHOUSE FARM
GATEHOUSE LANE
ROGATE
PETERSFIELD
HAMPSHIRE
GU31 5DB**

Nationality: **BRITISH**

Business occupation: **CHARTERED SURVEYOR**

Date of birth: **09/06/1959**

Consented to Act: **Y** *Date authorised* **19/09/2007** *Authenticated:* **Y**

Director 2:

Style/Title: **VISCOUNT**

Name **MICHAEL ORLANDO WEETMAN COWDRAY**

Address: **COWDRAY PARK
MIDHURST
WEST SUSSEX
GU29 0AY**

Nationality: **BRITISH**

Business occupation: **PEER OF THE REALM**

Date of birth: **17/06/1944**

Consented to Act: **Y** *Date authorised* **19/09/2007** *Authenticated:* **Y**

Other Directorships: **BEPTON INVESTMENTS LIMITED
BEPTON ORGANIC FARMS LIMITED
COWDRAY TRUST
CUPID PRODUCTIONS LIMITED
DICKINSON TRUST
DOPS LIMITED
THEO FENNEL PLC**

Authorisation

Authoriser Designation: **AGENT** *Date Authorised:* **19/09/2007** *Authenticated:* **Yes**

COWDRAY PARK POLO CLUB
LIMITED

MEMORANDUM AND ARTICLES OF ASSOCIATION

Incorporated on

Company Number

WATERLOW



Established 1844

Waterlow Legal & Company Services
6-8 Underwood Street
London N1 7JQ
Tel: 020-7250 3350
Fax: 020-7608 0867
Email: companyservices@waterlow.com
www.companyformations.co.uk

The Companies Acts 1985 and 1989

Company Limited by Guarantee

and Not Having a Share Capital

MEMORANDUM OF ASSOCIATION

of

COWDRAY PARK POLO CLUB LIMITED

1. The Company's name is COWDRAY PARK POLO CLUB LIMITED
2. The Association's registered office is to be situated in England and Wales.
- 3.1 The objects for which the Association is established (the "Objects") are:-
 - 3.1.1 to foster and encourage the game of Polo in Great Britain and, in particular, in West Sussex;
 - 3.1.2 to maintain polo grounds at Cowdray Park or elsewhere;
 - 3.1.3 to own, buy, sell and train polo ponies as the Committee may think fit; and
 - 3.1.4 to provide necessary stabling and other facilities required.

To carry on all or any of the business of promoters and to the promotion of charities, charitable causes and the profession of any and every description to act as consultants, promoters and organisers of social, religious, educational, sporting and scientific activities, art and commerce and anything incidental or conducive to any of the above.
- 3.2 The Association shall be affiliated to the Hurlingham Polo Association ('HPA') and all Members who play polo shall observe the Rules and Regulations of the HPA as shall from time to time be in force.
- 3.3 The Association shall be a non-profit making concern, and any surplus funds not required for the normal working of the Association shall be devoted to improving the standard of Polo in Great Britain, and, in particular, West Sussex, by distribution to suitable non-profit making concerns.
- 3.4 To acquire the activities and assets and liabilities of the unincorporated organisation known as The Cowdray Park Polo Club.
- 3.5 To purchase, take on lease or in exchange, hire or otherwise acquire any real or

personal property and any rights or privileges which the Association may think necessary for the promotion of the Objects, to manage and improve such property and to provide, construct, maintain, alter and equip any facilities, buildings or erections necessary for or conducive to the Objects (subject to such consents as may be required by law).

- 3.6 To exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with any of the property and rights of the Association as may be necessary or conducive to the Objects (subject to such consents as may be required by law).
- 3.7 To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise.
- 3.8 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Association.
- 3.9 To appoint, employ, or otherwise engage, train and dismiss such managers, officers, staff, clerks, servants and other persons as are considered necessary for the attainment of the Objects and to fix and pay the remuneration of all or any such persons for his her or their services and to make all reasonable and necessary provision for the payment of pensions and superannuation to such persons and their dependants.
- 3.10 Subject to such consents as may be required by law to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- 3.11 To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, in its absolute discretion, with power to vary or transpose any investments for or into others of any nature subject as hereinafter provided.
- 3.12 To delegate the management of investments to proper and competent persons and to arrange for investments or other property of the Company to be held by a corporate body as nominee.
- 3.13 To act as trustee or manager of any property, endowment, bequest or gift.
- 3.14 To act as trustee or nominee for charities in general and undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be necessary or conducive to the Objects.
- 3.15 To establish or support or aid in the establishment or support of any charitable trusts or other associations or institutions, to amalgamate, affiliate or co-operate with any trust associate, institution or voluntary body with similar purposes, and to exchange information and advice with them.
- 3.16 To make grants, subscribe or guarantee money for purposes in any way connected with the purposes of the Association or calculated to further the Objects;

- 3.17 To pay out of the funds of the Association the costs, charges and expenses of an incidental to the formation of the Association;
- 3.18 To apply any part of the capital or income of the Association on such terms as may be thought fit, in its absolute discretion;
- 3.19 To pay the premium of any indemnity insurance:
 - 3.19.1 To cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association and all costs charges and expenses which may be incurred by them in successfully contesting any such liability or alleged liability. Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or a breach of duty or not. Provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Association; and
 - 3.19.2 For its officers as security for and against all such risks incurred in the performance of their duties as may be thought fit.
- 3.20 To do all such other lawful things as are necessary or conducive to the attainment of the Objects or any of them, whether in collaboration with any person, body, institution or authority or otherwise.
- 4 The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the Association as set forth in this Memorandum of Association, 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 the members of the Association except by virtue of paragraph 7.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding one per cent above the bank rate for the time being in force on money lent or reasonable and proper rent for premises demised or let by any member of the Association; but so that no member of the Association shall be appointed to any salaried office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member

shall not be bound to account for any share of profits he may receive in respect of any such payment, and provided also that that provision shall not apply to the payment of the usual professional charges for business done by any member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Association to act in a professional capacity on its behalf; Provided that at no time shall a majority of the members benefit under this provision and that a member shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion.

- 5 The liability of the members is limited.
- 6 Every member of the company undertakes to contribute such amount as may be required (not exceeding £10) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he 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.
- 7 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed among the members of the Association.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names and Addresses of Subscribers

Robin Butler
Gatehouse Farm
Gatehouse Lane
Rogate
Petersfield
Hampshire
GU31 5DB

Michael Orlando Weetman Cowdray
Cowdray Park
Midhurst
West Sussex
GU29 0AY

Dated: 17 September 2007

The Companies Acts 1985 and 1989

Company Limited by Guarantee

and Not Having a Share Capital

ARTICLES OF ASSOCIATION

of

COWDRAY PARK POLO CLUB LIMITED

1 (i) DEFINITIONS

“Act” means the Companies Act 1985.

“Agent” means the agent for the time being of the Cowdray Estate.

“Association” means the above-named Company.

“Bye-laws” means the bye-laws the Committee shall make under Article 42(iv)

“Club” means the Cowdray Park Polo Club, an unincorporated club.

“Committee” means the Committee for the time being of the Association.

“Committee Members” means the Members of the Association who are members of the Committee from time to time.

“Full Playing Members” means Members who are elected as full playing members under article 5.

“Honorary Members” means Members who are elected by the Committee on their discretion from time to time pursuant to Article 7.

“Licensing Sub-Committee” means a Sub-Committee appointed by the Committee under article 42(iii) from time to time to control the sale of intoxicating liquor on the Association's premises.

“Members” means the members of the Association who are elected to membership include Full Playing Members, Non Playing Members and Honorary Members.

“Misconduct” means the definition given from time to time in the rules and regulations of the Hurlingham Polo Association.

“Month” means calendar month.

“Non Playing Members” means Members who are not Full Playing Members and are elected under article 6.

“Operating Sub-Committee” means a Sub-Committee appointed by the Committee under article 42(iv) from time to time to assist in the decision making processes.

“President” means the Viscount Cowdray.

“Seal” means the common seal of the Association.

“Secretary” a Member from time to time who is appointed as a secretary to the Association (or such other Member who fulfils the role) and who is not a Committee Member.

“Sub-Committee” means any sub-committee appointed by the Committee under article 42 from time to time.

“United Kingdom” means Great Britain and Northern Ireland.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

- (ii) Table C of the Companies (Tables A to F) Regulations 1985 shall not apply to the Association.
- 2 The provisions of Section 352 of the Act shall be observed by the Association, and every Member of the Association shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
- 3 The Association is established for the purposes expressed in the Memorandum of Association.
- 4 The following persons are Members as of right:
 - (i) Viscount Cowdray
 - (ii) The Agent
- 5 Any Non Playing Member may apply additionally to become a Full Playing Member. Written applications shall be submitted to the Committee for determination by the Committee and each election shall be entirely at the discretion of the Committee. The Committee's deliberations and any such enquiries the Committee makes regarding an application are confidential and no reason for refusal of an application shall be given.
- 6 (i) Applications to become Members may be made by persons who are interested in pursuing the objectives of the Association and shall be submitted in writing to the operations manager accompanied by the name of the proposer and seconder. The names of the candidates shall be notified to the Committee Members not less than two days before the appointment is to be held. The Committee shall approve (or otherwise) such appointment. Subject to such approval, the Secretary shall record the appointment in the books of the Association.
 - (ii) Subject to (iii) below an entrance fee of £50 including VAT shall be imposed on Members admitted to membership of the Association.

- (iii) Those Members of the Club who apply to become Members upon or after the transfer of the operations, assets and liabilities of the Club shall not pay the entrance fee.
- 7 The Committee will from time to time appoint Honorary Members on payment of a subscription of five pence on such conditions as the Committee thinks fit and will allow them the same or other privileges as other Members provided that the total number of Honorary Members shall not be significant in proportion to the total membership of the Association.
- 8 A Member shall be entitled to resign his membership on giving written notice to the operations manager on or before 1st March. If a Member fails to give such notice on or before 1st March he shall be liable for that forthcoming year's subscriptions.
- 9 The Committee may determine that the Association shall refuse to accept a renewed subscription from any existing Member whose continuance as a Member is, in the opinion of the Committee, undesirable in the interests of the Association. Upon such determination the Member shall cease to be a Member and shall not be allowed to enter the Association premises as a visitor.
- 10 The Committee shall have power to expel a Member who shall be guilty of any conduct which, in the opinion of the Committee, is of a character which renders the Member unsuitable for membership or is otherwise prejudicial to the interests of the Association and shall not be required to give any reasons therefore. Provided where the Committee considers the conduct in question is Misconduct and shall follow the procedure determined in the Bye-laws. A Member who is expelled shall not be allowed entry to the Association as a visitor.
- 11 (i) The minimum annual subscription for the first year of incorporation of the Association ending on the last day of February next succeeding the day of incorporation shall be:-
- (a) for Members (excluding Honorary Members) the sum of One Hundred and Fifty Pounds including VAT;
 - (b) for Honorary Members the sum of Five Pence,
- and thereafter for each succeeding year commencing on the First day of March and ending on the last day of February such sums as shall be determined by the Committee at any time to become effective immediately and any such determination will require confirmation by the next General Meeting of the Association.
- (ii) In addition to the annual subscription and entrance fee, playing fees to be fixed by the Committee, shall be payable by Full Playing Members.
- (iii) The rights of the Members shall not be transferable or transmissible.
- 12 Such subscriptions shall become due on the First day of March each year and in default of payment within a period of two months notice shall be sent to the defaulter if the subscription is not paid within 14 days of the notice being sent out, the defaulter will not be entitled to use the Association premises. If the subscription is not paid on or before 1st July of the same year the Committee may determine that any defaulter shall cease to be a Member without prejudice to that Member's liability for all outstanding fees and the sum guaranteed by each Member under Clause 6 of the Memorandum.

GENERAL MEETING

- 13 The Association shall hold an Annual General Meeting in spring or early summer of every calendar year at such time and place as may be determined by the Committee, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last

preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year. The purpose of the Annual General Meeting shall be to approve the minutes of the previous Annual General Meeting; to receive the Annual Report and Statement of Accounts; to appoint the Chairman and Committee and any other business of the Association.

- 14 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 15 The Committee shall convene Extraordinary General Meetings whenever it thinks fit or upon a requisition being sent to the Secretary signed by at least 20 Members (or if the total membership of the Association is less than 100, one-fifth of the total) and stating the purpose of the meeting. The Secretary shall call a meeting accordingly, which shall be held within 14 days of receipt of the requisition. In default, an Extraordinary General Meeting may be convened by such requisitions, as provided by Section 368 of the Act.
- 16 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association; but with consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Committee Members may think fit.
- 17 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 18 All business shall be deemed special that is transacted at any Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Committee and of the Auditors, the appointment of Members, the Chairman, the Treasurer and the Secretary, the election of members of the Committee in place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 19 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. The quorum at General Meetings shall be eight Members or one tenth of the number of Members entitled to vote for the time being whichever shall be the greatest number present in person.
- 20 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or at such other place as the Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
- 21 The President shall preside as chairman at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Chairman shall preside, or if he is not present, the Members present shall choose a Committee Member, or if no such member be present, or if all the

Committee Members present decline to take the chair, they shall choose one Member of the Association who shall be present to preside.

- 22 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 23 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the meeting or by at least three Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing one tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book 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. The demand for a poll may be withdrawn.
- 24 Subject to the provisions of Article 25, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 25 No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
- 26 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
- 27 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.
- 28 The proceedings at any meeting shall not be invalidated by reason of any informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

VOTES OF MEMBERS

- 29 Subject as hereinafter provided, every Member shall have one vote.
- 30 No Member shall vote on any matter in which he is personally interested pecuniarily or otherwise or debate on such matter without the permission of the majority of the Members present and voting such permission to be given or withheld without discussion.
- 31 At General Meetings, whether Annual or Extraordinary only those Members who are Committee Members and Full Playing Members shall be entitled to vote on the following:-
- (i) Any proposal or resolution to alter, amend or add to the Articles of Association;
 - (ii) The election of the Chairman and Committee Members who are Full Playing Members; and

- (iii) Those matters pertaining to the accounts which have a specific bearing on playing fees and costs arising directly from the playing of polo.
- 32 Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his being a Member, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another Member, at any General Meeting.
- 33 Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have a vote, and a proxy for a Member which is a body whether incorporated or unincorporated may vote on a show of hands. A Member which is a corporation may vote by its duly authorised representative appointed as provided by Section 375 of the Act. A proxy need not be a Member.
- 34 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, then under the hand of some officer duly authorised in that behalf.
- 35 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office of the Association not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 36 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that nomination in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office of the Association before the commencement of the meeting or adjourned meeting at which the proxy is issued.
- 37 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:
- “I
“of
“a Member of
“appoint
“of
“and failing him
“of
“to vote for me and on my behalf at the Annual or Extraordinary, or Adjourned, as the case may be, General Meeting of the Association to be held on the
“and at every adjournment thereof.

“As witness my hand this day of 20 ”.

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

THE COMMITTEE

- 38 The Committee shall consist of the President, Vice President, the Chairman, the Agent and not less than three or more than nine other Members of whom not less than half shall be Full Playing Members.
- 39 The Committee may from time to time and at any time appoint any Member as an additional member of the Committee, either to fill a casual vacancy or by way of addition to the Committee, provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- 40 No person who is not a Member shall in any circumstances be eligible to be a member of the Committee.

POWERS OF THE COMMITTEE

- 41 The business of the Association shall be managed by the Committee who may exercise all such powers of the Association, and do on behalf of the Association, and as are not by statute or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulations had not been made.
- 42 The duties and powers of the Committee shall include the following:
- (i) To meet when necessary for the conduct of Association affairs.
 - (ii) To appoint a Sub-Committee to make recommendations for the handicapping of players from amongst its own Members.
 - (iii) To appoint three of its own Members as a Licensing Sub-Committee from amongst its own Members.

To appoint an Operating Sub-Committee to support the Committee in its decision making process from amongst its own Members.
 - (v) To appoint such other Sub-Committee as the Committee considers appropriate from time to time from amongst its own Members.
 - (vi) To make and vary Bye-laws as they may consider necessary for the well-being of the Association.
 - (vii) To appoint Members and Honorary Members in accordance with Articles 6(i) and 7.
 - (viii) To buy, lease or make any other arrangements they think fit for the use and preparation of grounds on which polo may be played, or for using any other premises (whether permanent or temporary), apparatus or equipment (including tents) for the purposes of the Association.
 - (ix) To make any arrangements they think fit for the purchase and use of ponies or any other matter.
 - (x) To make whatever arrangements they think fit for the playing of matches, admission of the public, the parking of vehicles, the charges to be made and other matters.

COMMITTEE MEMBERS

- 43 The President of the Association shall be the Viscount Cowdray.
- 44 The Vice-President of the Association shall be a Member and shall be appointed as such by the President for such a period as the President in his absolute discretion determines.
- 45 There shall be a Chairman, a Treasurer and a Secretary of the Association, who shall be appointed by the Members at the Annual General Meeting in each year. Any of them may at any time be removed by the Members in General Meeting, they shall perform such functions as shall be assigned to them by the Committee. The Treasurer and the Secretary shall not be members of the Committee.
- 46 Those Committee Members who are not Member ex officio under Article 4 or not Members by virtue of Article 45 shall be elected at the Annual General Meeting of the Association in each year to hold office until the conclusion of the next Annual General Meeting. The Committee shall have the power to co-opt such additional members as they shall think fit within the above limits to be effective until the next Annual General Meeting.
- 47 The President, or failing him, the Chairman shall act as chairman of General Meetings of the Association and of meetings of the Committee.
- 48 The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Committee for the purpose of accepting persons as Committee Members (pursuant to Article 6) filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

ROTATION OF COMMITTEE MEMBERS

- 49 At every Annual General Meeting, one third of the members of the Committee for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office.
- 50 The Committee Members to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Committee shall be eligible for re-election.
- 51 The Members may, at the General Meeting at which a Committee Member retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring Committee Member shall, if offering himself for re-election, be deemed to have been re-elected, to fill such vacated office, or unless a resolution for the re-election of such member shall be been put to the meeting and lost.
- 52 No Member not being a Committee Member retiring at the General Meeting shall, unless recommended by the Committee for election, be eligible for election to membership of the Committee at any General Meeting, unless within the prescribed time before the day appointed for the General Meeting there shall have been given to the Secretary notice in writing, by some Member duly qualified to be present and vote at the General Meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the Member to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is

served, or deemed to be served, and the day appointed for the General Meeting there shall be not less than four nor more than twenty-eight intervening days.

- 53 The Association may from time to time in General meeting increase to reduce the number of members of the Committee, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 54 In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified Member in his stead; but any Member so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed save for the Members of the Committee appointed pursuant to Article 43.

PROCEEDINGS OF THE COMMITTEE

- 55 The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business which shall never be less than four and of which one must be either the President or the Chairman. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 56 A member of the Committee may request the Secretary at any time to summon a meeting of the Committee by not less than three clear days' written notice served upon the several members of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 57 A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Committee generally.
- 58 All acts bona fide done by any meeting of the Committee, or by any person acting as a member of the Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee.
- 59 The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meeting of the Association and of the Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 60 A resolution in writing signed by all the members for the time being of the Committee who are entitled to receive notice of a meeting of the Committee shall be a valid and effectual as if it had been passed at a meeting of the Committee duly convened and constituted.

SEAL

- 61 The Committee shall provide a common seal for the purposes of the Association which shall be kept under such custody and control as the Committee shall from time to time determine. The seal of the Association shall not be affixed to any instrument except pursuant to a resolution of the Committee and in the presence of any two Committee Members who shall sign every instrument to which the seal is affixed in their presence.

DISQUALIFICATION OF MEMBERS

- 62 Without prejudice to Article 43 the office of a Member shall be vacated:
- (i) if a receiving order is made against him or he makes any arrangement or composition with his creditors,
 - (ii) he is, or may be, suffering from mental disorder and either:
 - (a) he is admitted to hospital in pursuant of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (b) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
 - (iii) if he ceases to be a Member of the Association,
 - (iv) if by notice in writing to the Association he resigns his office,
 - (v) if he ceases to hold office by reason of any order made under Sections 295 to 299 of the Act.

ACCOUNTS

- 63 The Committee shall cause proper books of account to be kept with respect to:
- (i) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - (ii) all sales and purchases of goods by the Association; and
 - (iii) the assets and liabilities of the Association.
- 64 Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of affairs of the Association and to explain its transactions.
- 65 The books of account shall be kept at the registered office of the Association, or, at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the Committee Members.
- 66 Subject as provided in these Articles and in the Act the Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of the Members not being members of the Committee and no Member (not being a

member of the Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Committee or by the Association in General Meeting.

67 At the Annual General Meeting in every year the Committee shall lay before the Members a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date.

68 Every such balance sheet shall be accompanied by proper reports of the Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 of the Act, be sent to the Auditors and to all other persons entitled to receive notices as hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting.

AUDIT

69 Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

70 Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 394 of the Act, the members of the Committee being treated as the Directors mentioned in those sections.

NOTICES

71 A notice may be served by the Association upon any Member, or President, Vice President either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

72 Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.

73 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

74 Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Names and Addresses of Subscribers

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Dated: 17 September 2007