

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE WORLD PROFESSIONAL BILLIARDS AND SNOOKER ASSOCIATION LIMITED

(Adopted by special resolution passed on 25th November 2020) (“Effective Date”)

1 Defined terms

1.1 In the articles, unless the context requires otherwise:

Articles	means the WPBSA’s articles of association from time to time
Associate Members	has the meaning given to that term in Article 23.3.4 (and Associate Member shall be construed accordingly)
Audit Committee	means the audit committee established by the Board from time to time under such terms of reference and for so long as it sees fit
Board	means the board of Directors of the WPBSA from time to time
Chair	means the Chairman of the WPBSA appointed in accordance with Articles 5.9.1, 5.10 and 5.11 from time to time
Chairman of the meeting	has the meaning given in Article 29.3
Committee	means any Board committee constituted by the Board pursuant to the Articles
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the WPBSA
Conduct Regulations	means the new consolidated “Members Rules” and “Regulations and Disciplinary Regulations” approved and adopted by the Board on or around the Effective Date
Director	means a director of the WPBSA from time to time
Effective Date	has the meaning given to that term above
Electronic Form	has the meaning given in section 1168 of the Companies Act 2006
Honorary Members	has the meaning given to that term in Article 23.3.3 (and Honorary Member shall be construed accordingly)
Governance Director	means a Director elected in such capacity in accordance with Articles 5 and 8 (as relevant) who has relevant experience at a senior level of the administration of elite sport or other relevant specialist skills such as legal or

	finance, but who shall not be a current playing member of the Tour
Initial Governance Directors	has the meaning given to that term in Article 5.1
Initial Term	has the meaning given to that term in Article 5.2
Member	means the members of the WPBSA from time to time admitted to the membership of WPBSA pursuant to Article 23
Nominations Committee	means the nominations committee established by the Board in accordance with Article 8
Objects	means the objects of the WPBSA, as set out in Article 2
Ordinary Resolution	has the meaning given in section 282 of the Companies Act 2006
Player	means any snooker player who has at any time been ranked 1-128 (inclusive) in the Ranking List
Player Contract	means a player contract entered into by a Player and World Snooker pursuant to which, amongst other things, World Snooker grants the Player the right to enter and compete in the Tour and the Player agrees to be bound by the Rules and Regulations
Player Director	means a Director who has at any time been ranked 1-128 (inclusive) in the Ranking List and who, for the duration of their term as a Player Director, is also a serving director of WPBSA (Players) and is nominated to be elected as a Player Director by the WPBSA (Players) in accordance with Article 5.5 (as applicable)
Proxy Notice	has the meaning given in Article 34.1
Ranking List	means the official professional snooker player ranking list produced from time to time by the WPBSA
Relevant Director	means any Director or former Director of the WPBSA or an associated company
Remuneration Committee	means a committee appointed by the Board from time to time under such terms of reference and for so long as it sees fit
Rules and Regulations	means the rules and regulations of the WPBSA made by the Board from time to time, including but not limited to the Conduct Regulations and the Rules of the Sport
Rules of the Sport	means the official rules of the sports of snooker and billiards, as amended from time to time by the Board
Rules and Technical Committee	means a committee appointed by the Board from time to time under such terms of reference and for so long as it sees fit
Special Resolution	has the meaning given in section 283 of the Companies Act 2006

Subsidiary	has the meaning given in section 1159 of the Companies Act 2006
Tour	means the annual series of snooker tournaments organised by World Snooker and endorsed by the WPBSA
Vice-Chair	means the Vice-Chair of the WPBSA appointed in accordance with Articles 5.9.2, 5.10 and 5.11 from time to time
Voting Members	has the meaning given in Article 27.1
World Professional Snooker Championship	means the present championship of that name or its successor in title as generally recognised and which is organised and controlled or sanctioned by the WPBSA and which shall be sanctioned by the WPBSA in each calendar year
World Snooker	World Snooker Limited, a private company incorporated and registered in England and Wales with company number 04127833
WPBSA	means this company
WPBSA (Players)	The World Professional Billiards and Snooker Association (Players) Limited, a private company limited by guarantee incorporated and registered in England and Wales on or around the Effective Date
Writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the WPBSA.

1.3 The model articles for private companies limited by guarantee contained in Schedule of The Companies (Model Articles) Regulations 2008 (S1 2008/3229) shall not apply to the WPBSA and neither shall Table A 1985 in force on the date of incorporation of the WPBSA.

1.4 References to **include** or **including** shall be construed without limitation.

1.5 Words importing the singular number only shall include the plural number and vice versa. Although the masculine gender is used throughout the Articles, there may be female Members from time to time and therefore the use of the masculine gender is for convenience only and shall include the feminine gender.

1.6 The headings of the Articles are for convenience only and shall not affect their interpretation.

2 Objects

2.1 The objects for which WPBSA is established are as follows:

2.1.1 to act as the global governing body responsible for the worldwide promotion, development and growth of the sports of billiards and snooker at all levels;

- 2.1.2 to foster, develop, encourage and advance the sports of snooker and billiards (including men’s, women’s, mixed gender and disability events and pathways to the Tour) in all its forms and in all age groups and create a diverse and inclusive sport for all;
- 2.1.3 to liaise and work in conjunction with other relevant international, regional and national sporting organisations, billiards bodies and/or organisations and snooker bodies and/or organisations to support the development and growth of the sports of billiards and snooker at all levels across the world;
- 2.1.4 to develop and set referee and coaching standards globally;
- 2.1.5 to protect the integrity and reputation of the sports of billiards and snooker;
- 2.1.6 to make, vary, revoke and enforce the Rules and Regulations for all levels of the sports of billiards and snooker;
- 2.1.7 to monitor the activities of other stakeholders and bodies in the sports of billiards and snooker and seek to protect the interests of the WPBSA;
- 2.1.8 to fund the WPBSA (Players) as agreed in writing by WPBSA from time to time; and
- 2.1.9 the doing of all such other things as are incidental or conducive to the attainment of any or all of the objects set out above.

3 Directors’ general authority

Subject to the Articles, the Directors are responsible for the administration, direction and management of the WPBSA’s business and affairs, for which purpose they may exercise all the powers of the WPBSA, subject to acting in accordance with their fiduciary duties and any decisions reserved to the Members under applicable law or the Articles.

4 Number of Directors

The Board shall at all times consist of a minimum of two Governance Directors and a maximum of three Governance Directors who shall act in an executive capacity and a maximum of two Player Directors who shall act in a non-executive capacity.

5 Appointment and Re-appointment of Directors

5.1 The first Governance Directors shall be:

- 5.1.1 Nigel Mawer and Jason Ferguson with effect from the Effective Date; and
- 5.1.2 one further Governance Director who shall be appointed by a majority decision of the Board following nomination by the Nominations Committee in accordance with Article 8,

(together the “**Initial Governance Directors**”).

5.2 The initial terms of office of each of the Initial Governance Directors (the “**Initial Term**”) shall, subject to any earlier removal under the Articles, be as follows:

Director	Initial Term
Nigel Mawer	From the Effective Date until the WPBSA’s annual general meeting in 2021 (inclusive)

Jason Ferguson	From the Effective Date until the WPBSA's annual general meeting in 2022 (inclusive)
Additional Initial Governance Director (appointed pursuant to Article 5.1.2)	From the date of their appointment until the WPBSA's annual general meeting in 2024 (inclusive)

- 5.3 Each Initial Governance Director shall, subject to any earlier removal under the Articles, retire at the end of their Initial Term but shall be eligible for re-appointment in accordance with Article 5.6.1.
- 5.4 Any person who wishes to act as a Governance Director (other than the Initial Governance Directors) shall be appointed by a majority decision of the Board following nomination by the Nominations Committee in accordance with Article 8 and that Governance Director shall, subject to any earlier removal under the Articles, retire on the fourth anniversary following commencement of his/her office but shall be eligible for re-appointment in accordance with Article 5.6.1.
- 5.5 Any person who wishes to act as a Player Director shall be appointed by a majority decision of the Board following nomination by the board of directors of the WPBSA (Players). Each Player Director shall, subject to any earlier removal under the Articles, retire on the fourth anniversary following commencement of his/her office and be eligible for re-appointment in accordance with Article 5.6.2.
- 5.6 Any retiring Director shall be eligible for re-appointment for one or more four year terms by a majority decision of the Board, following:
- 5.6.1 in the case of a Governance Director, a majority vote of the members of the Nominations Committee; and
- 5.6.2 in the case of a Player Director, a majority vote of the board of WPBSA (Players), and in the absence of such approvals, the Director(s) in question shall be deemed to have been removed from office.
- 5.7 The appointment and re-appointment of each Director is subject to the individual in question satisfying and continuing to satisfy the WPBSA's "fit and proper person test" (as in force from time to time).
- 5.8 No person may be appointed or serve as a Director if:
- 5.8.1 he is a manager, agent or representative of any professional snooker or billiards player or is an officer or employee of any such player management or agency business; or
- 5.8.2 unless otherwise approved by a majority decision of the Board, he is a current director or employee of World Snooker (other than any WPBSA appointee to the World Snooker board of directors).
- 5.9 With effect from the Effective Date, the first Chair and the first Vice-Chair shall be:
- 5.9.1 Jason Ferguson, who shall serve as the Chair for the duration of his Initial Term, unless he is removed as a Director earlier under the Articles; and
- 5.9.2 Nigel Mawer, who shall serve as the Vice-Chair for the duration of his Initial Term, unless he is removed earlier as a Director under the Articles.
- 5.10 The Chair and Vice-Chair shall be eligible for re-appointment for one or more two year terms (subject always to such person being a Governance Director at the relevant time) by a

majority decision of the then serving Governance Directors (excluding the Chair in the case of the Chair's re-appointment and excluding the Vice-Chair in the case of the Vice-Chair's re-appointment).

- 5.11 In the event of the death, resignation, permanent disability or disqualification from office of the Chair or Vice-Chair, the Board shall meet for the purpose of appointing from amongst the then serving Governance Directors a successor who shall serve as Chair and the Vice-Chair (as applicable).

6 Disqualification of Directors

6.1 The office of a Director shall be vacated if:

- 6.1.1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
- 6.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 6.1.3 he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- 6.1.4 he resigns his office by written notice to the WPBSA; or
- 6.1.5 he fails to attend three consecutive meetings of the Board without just cause in the view of the majority of the other Directors; or
- 6.1.6 he shall be suspended from taking part in snooker or billiards competitions organised or endorsed by World Snooker and/or the WPBSA; or
- 6.1.7 the Director shall have ceased to be a Director in accordance with the provisions of Article 5,

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

7 Directors may delegate

7.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:

- 7.1.1 to such person or Committee;
- 7.1.2 by such means (including by power of attorney);
- 7.1.3 to such an extent;
- 7.1.4 in relation to such matters or territories; and
- 7.1.5 on such terms and conditions;

as they think fit.

7.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

7.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

8 Nominations Committee

8.1 The Board shall establish a Nominations Committee comprising:

8.1.1 the Chair; and

8.1.2 a majority of individuals who are independent of WPBSA, WPBSA (Players) and/or World Snooker, by not being a former or existing officer, employee, member or representative of any of those entities.

8.2 No person may be classified as independent for the purposes of Article 8.1.2 if:

8.2.1 he is a manager, agent or representative of any professional snooker or billiards player or is an officer or employee of any such player management or agency business; or

8.2.2 unless approved otherwise by a majority vote of the Board, he is a current director or employee of World Snooker (other than any WPBSA appointee to the World Snooker board of directors).

8.3 The Nominations Committee shall be responsible for ensuring that:

8.3.1 all vacancies (whether as a result of disqualification, retirement or otherwise) for the position of any Governance Director are advertised on the WPBSA's website or otherwise as they deem fit; and

8.3.2 the preferred characteristics of the appointment are included in any such advertisement or invitation having regard to the relevant skills and diversity requirements.

8.4 Candidates for the role of Governance Director shall be identified by a competitive and transparent process conducted by the Nominations Committee.

8.5 The preferred candidate(s) identified by the Nominations Committee shall be recommended to the Board to determine whether he/she shall be appointed as Director. If the relevant Board approval is not obtained, the Nominations Committee shall repeat this procedure (as required) until a Board approved individual is appointed.

9 Committees

9.1 The Board shall also establish such other Committees as it deems appropriate from time to time including but not limited to, a Remuneration Committee, an Audit Committee and a Rules and Technical Committee, all of which must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

9.2 The Board shall approve written terms of reference for all or any Committees (including but not limited to quorum requirements), which shall prevail over rules derived from the Articles if they are not consistent with them.

9.3 The chairperson of each Committee shall be at the discretion of the Board and each chairperson shall report to the Board on its proceedings after each meeting.

10 Directors to take decisions collectively

The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 11.

11 Unanimous decisions

- 11.1 A decision of the Directors is taken in accordance with this Article 11 when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- 11.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- 11.3 References in this Article 11 to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- 11.4 A decision may not be taken in accordance with this Article 11 if the eligible Directors would not have formed a quorum at such a meeting.

12 Calling a Directors' meeting

- 12.1 Any Director may call a Directors' meeting by giving reasonable notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice.
- 12.2 Notice of any Directors' meeting must indicate:
- 12.2.1 its proposed date and time;
 - 12.2.2 where it is to take place; and
 - 12.2.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 12.3 Notice of a Directors' meeting must be given to each Director, but need not be in writing.
- 12.4 Directors may not subsequently object to notice of a meeting not having been given to them if they waive their entitlement to notice of that meeting, by giving notice to that effect to the WPBSA prior to the meeting or not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

13 Participation in Directors' meetings

- 13.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
- 13.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 13.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 13.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14 Quorum for Directors' meetings

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

14.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two Governance Directors.

14.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to appoint further Directors in accordance with Article 5.

15 Chairing of Directors' meetings

15.1 The Chair shall chair all Directors' meetings which he attends.

15.2 If the Chair is not participating in a Directors' meeting within thirty minutes of the time at which it was to start, the Vice-Chair shall chair it, and failing that, the participating Directors must appoint one of the other Governance Directors to chair it.

16 Casting vote

If the numbers of votes for and against a proposal are equal, the Chair, the Vice-Chair or other Governance Director chairing the meeting in accordance with Article 15.2 has a casting vote (subject to Article 17).

17 Conflicts of interest

17.1 Subject to Article 17.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the WPBSA in which a Director is directly or indirectly interested or a situation in which a Director has a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the WPBSA, that Director is not to be counted as participating in the Board decision-making process for quorum or voting purposes, but he may be permitted (in accordance with Article 17.4) by the Chair, the Vice-Chair or other Governance Director chairing the meeting in accordance with Article 15.2 or the Directors at that meeting (in accordance with Article 17.5) to participate in the Board discussions regarding any such matter.

17.2 The prohibition under Article 17.1 shall not apply when:

17.2.1 the Board authorises the Director counting towards the quorum and voting on the transaction or arrangement in accordance with the Companies Acts notwithstanding such interest; or

17.2.2 the Director need not declare an interest pursuant to the Companies Acts.

17.3 For the purposes of this Article 17, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

17.4 Subject to Article 17.5, if a question arises at a Directors' meeting as to the right of a Director to participate in the meeting (or part of the meeting) for discussion, voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair, the Vice-Chair, or other Governance Director chairing the meeting in accordance with Article 17.2 whose ruling in relation to any Director other than himself is to be final and conclusive.

17.5 If any question arises at a Directors' meeting as to the right of the chair of the Directors' meeting to participate in the meeting (or part of the meeting) for discussion, voting or quorum purposes, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chair of the Directors' meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

17.6 A Director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or can have, a direct or indirect conflict of interest that conflicts, or possibly may conflict with the interests of the WPBSA only where such matter has been authorised in accordance with Article 17.2.

17.7 The WPBSA may by Ordinary Resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a Directors' meeting or any Committee.

17.8 The requirements of this Article shall apply *mutatis mutandis* to the proceedings of all Committees.

18 Records of decisions to be kept

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

19 Directors' regulatory powers

19.1 The Board shall have power to make, vary, revoke and enforce the Rules and Regulations.

19.2 The Board shall have power to discipline and impose sanctions on any person bound by the Rules and Regulations who is found to be in breach thereof in accordance with the relevant Rules and Regulations.

19.3 These Articles do not affect the ability of World Snooker to sanction players under the terms of any contract between them.

20 Directors' remuneration

20.1 Directors may undertake any services for the WPBSA that the Directors decide.

20.2 Directors are entitled to such remuneration as the Remuneration Committee determines:

20.2.1 for their services to the WPBSA as Directors; and

20.2.2 for any other service which they undertake for the WPBSA.

20.3 Subject to the Articles, a Director's remuneration may:

20.3.1 take any form; and

20.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director.

20.4 Unless the Remuneration Committee decides otherwise, Directors' remuneration accrues from day to day.

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

21 Directors' expenses

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

21.1.1 meetings of Directors or Committees; or

21.1.2 general meetings, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the WPBSA.

22 President and Vice-Presidents

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

23 Members

23.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the WPBSA in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

23.1.1 payment of the WPBSA's debts and liabilities contracted before he ceases to be a Member;

23.1.2 payment of the costs, charges and expenses of winding up; and

23.1.3 adjustment of the rights of the contributories among themselves.

23.2 The number of Members from time to time shall be unlimited and persons shall only be admitted to membership in accordance with this Article 23.

23.3 Membership of the WPBSA shall comprise:

23.3.1 any Director for so long as he or she remains a Director;

23.3.2 any Player;

23.3.3 any former professional player of billiards and/or snooker and/or other persons and/or other organisation connected to the sports of billiards and/or snooker that the Board determines, in its absolute discretion ("**Honorary Members**"); and

23.3.4 any current amateur player of billiards and/or snooker who participates from time to time in competitions or other events sanctioned by the WPBSA ("**Associate Members**").

23.4 All Members shall signify their acceptance of membership of the WPBSA by:

23.4.1 the completion and signing of an application form in the form required by the Board from time to time;

23.4.2 the signing of a written declaration that he will abide by, amongst other things, these Articles, the Rules and Regulations and his Player Contract (as applicable to them);

23.4.3 the payment of the appropriate joining fee and annual subscription fee in accordance with Article 23.5 (if any); and

23.4.4 providing such evidence as the Board may require to identify an applicant's date of birth and nationality of the applicant or, in relation to a corporate, providing full corporate details of the applicant.

23.5 Each person who signifies their acceptance of membership in accordance with Article 23.4 shall pay to the WPBSA a non-returnable joining fee and a non-returnable annual subscription fee of such amounts as shall be fixed by the Board from time to time. The Board may fix separate fees for Players, Honorary Members and Associate Members.

- 23.6 In order to finance the continued activities of the WPBSA and the WPBSA (Players) each Member who is a Player competing on the Tour from time to time shall be liable to pay to the WPBSA a sum equal to 2.5% (two point five percent) (or such higher percentage as the WPBSA and the board of WPBSA (Players) agree from time to time) of the monies received by him from or in respect of the Tour and/or any other tournaments, exhibitions, competitions, matches and other like functions organised, sanctioned or controlled by World Snooker. Each Player agrees that such liability may be satisfied by World Snooker, Matchroom Sport Limited and/or the promoter of any event paying the relevant monies to the WPBSA direct, with no further reference to him.
- 23.7 Any person complying with Articles 23.3 to 23.6 (inclusive) (as the case may be) shall be admitted to membership of the WPBSA provided that the Board shall have power to refuse membership to any person confirming their acceptance in accordance with Article 23.4 if such power is exercised in good faith for the benefit of the WPBSA.

24 Ceasing to be a Member

- 24.1 A Member shall automatically cease to be a Member if:
- 24.1.1 he dies;
 - 24.1.2 he fails to pay any joining or subscription fee where applicable;
 - 24.1.3 he is expelled pursuant to Articles 24.2 and 24.3;
 - 24.1.4 he is expelled as a result of disciplinary proceedings brought, amongst other ways, pursuant to these Articles and the Rules and Regulations as amended from time to time;
 - 24.1.5 he retires or resigns as a Member immediately on giving written notice addressed to the company secretary at the registered office of the WPBSA from time to time; and/or
 - 24.1.6 he ceases to be a Director and is not at the relevant date a Member of the WPBSA by virtue of any other provision of the Articles.
- 24.2 Provided always that the power is exercised bona fide for the benefit of the WPBSA as a whole and shall be capable of application without discrimination to all Members, it shall be lawful for the Board to pass a resolution at a meeting thereof (of which due notice including notice of the intention to propose such resolution shall have been given) that any Member shall cease to be a Member and if such resolution is passed by not less than two-thirds of the Directors present and voting, then such resolution shall take effect as from the conclusion of such meeting or from such later date as such resolution may prescribe for the purpose and the company secretary shall send notice to the Member so expelled immediately following conclusion of that meeting informing the relevant Member of the resolution of the Board.
- 24.3 Any Member expelled in accordance with the provisions of Article 24.2 may give a notice of appeal to the company secretary within 21 days of the passing of such resolution whereupon the company secretary shall, as soon as reasonable practicable, convene a general meeting at which the expelled Member's appeal shall be considered and such expulsion shall be upheld only if approved by a Special Resolution of the Voting Members. Such expelled Member shall be entitled to attend and speak at the general meeting but shall not be entitled to vote. Save as aforesaid the expelled Member shall have no rights as a Member from the date on which the resolution under Article 24.2 takes effect unless his appeal is successful at a general meeting, in which case his rights as a Member will resume from the conclusion of such meeting.
- 24.4 Membership of WPBSA is not transferable.

24.5 Immediately upon cessation of membership of the WPBSA in accordance with this Article 24, such Member shall no longer be entitled to the privileges and benefits of membership of the WPBSA.

25 Calling general meetings

25.1 General meetings are called on at least 21 clear days' written notice.

25.2 Without prejudice to the Act and any other applicable law, the Board may, whenever it thinks fit, convene a general meeting and a general meeting shall also be convened as soon as reasonably practicable upon the written requisition of Voting Members representing at the date of the deposit of the requisition not less than one-tenth of the total voting rights of all the Voting Members having at the said date right to vote at general meetings. If the Board does not, within 21 clear days from the date of the deposit of the requisition, proceed to duly convene a meeting, the requisitionists or any of them may themselves convene a meeting but any meeting shall not be held after the expiration of three months from the said date.

25.3 In the event that there are, at any given time, no Directors, the Voting Members representing not less than one-tenth of the total voting rights of all the Voting Members may duly convene a general meeting for the purpose of appointing, by Ordinary Resolution, the requisite number of Directors to enable a quorate meeting of the Board to be held in accordance with Article 14.2. A resolution put to the vote of any such general meeting must be decided on a show of hands of the Voting Members and one of the Voting Members shall be the chairman of the meeting.

26 Annual General Meeting

26.1 WPBSA shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.

26.2 The annual general meeting will be held on a date between 1 November and 31 December in each year.

26.3 Each annual general meeting of the WPBSA shall be held on at least 21 clear days' notice.

27 Voting at general meetings: general

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

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

27.3 A resolution put to the vote of a general meeting must be decided on a show of hands of the Voting Members unless a poll is duly demanded in accordance with the Articles, in either case as overseen by an independent scrutineer appointed by the Board.

28 Quorum for general meetings

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. Five Voting Members present in person or by proxy shall constitute a quorum, which (except for any general meeting duly convened pursuant to Article 25.3) must include at least two Governance Directors.

29 Chairing general meetings

29.1 The Chair shall chair general meetings if present and willing to do so.

- 29.2 If the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- 29.2.1 the Vice-Chair shall chair it; or
 - 29.2.2 (if the Chair and Vice-Chair are not present), the Members in attendance at the meeting, must appoint a Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 29.3 The person chairing a meeting in accordance with this Article 29 is referred to as **the chairman of the meeting**.

30 Attendance and speaking by Directors and non-members

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

31 Adjournment

- 31.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, the chairman of the meeting must adjourn it.
- 31.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 31.2.1 the meeting consents to an adjournment; or
 - 31.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 31.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 31.4 When adjourning a general meeting, the chairman of the meeting must:
- 31.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and
 - 31.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 31.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the WPBSA must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 31.5.1 to the same persons to whom notice of the WPBSA's general meetings is required to be given; and
 - 31.5.2 containing the same information which such notice is required to contain.
- 31.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- ### **32 Errors and disputes**
- 32.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting is valid.

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

33 Poll votes

33.1 A poll on a resolution may be demanded:

33.1.1 in advance of the general meeting where it is to be put to the vote; or

33.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

33.2 A poll may be demanded by:

33.2.1 the chairman of the meeting;

33.2.2 the Directors; or

33.2.3 three or more Voting Members.

33.3 A demand for a poll may be withdrawn if:

33.3.1 the poll has not yet been taken; and

33.3.2 the chairman of the meeting consents to the withdrawal.

33.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

34 Content of proxy notices

34.1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:

34.1.1 states the name and address of the Member appointing the proxy;

34.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed; and

34.1.3 is signed by the Member appointing the proxy, or is authenticated in such manner as the Directors may determine.

34.2 Unless the Board directs in writing otherwise, Proxy Notices must be sent from the Member's primary email account (as notified to the WPBSA) to the nominated independent scrutineer appointed by the WPBSA no later than 48 hours prior to the relevant general meeting. An acknowledgement email will be sent back to that email address to confirm receipt of the proxy form vote. Forms sent from an email address which is not registered as the primary email address will be void.

34.3 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

34.4 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.

34.5 Unless a proxy notice indicates otherwise, it must be treated as:

34.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

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

35 Delivery of proxy notices

- 35.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the WPBSA (or such place as is specified in the notice of the general meeting) by that person.
- 35.2 An appointment under a proxy notice may be revoked by delivering to the WPBSA (or such place as is specified in the notice of the general meeting) a notice in writing given by the person by whom the proxy notice was given.
- 35.3 A notice revoking a proxy appointment only takes effect if it is delivered not less than 48 hours before the start of the meeting or adjourned meeting to which it relates.

36 Amendments to resolutions

- 36.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
- 36.1.1 notice of the proposed amendment is given to the WPBSA in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 7 days before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - 36.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 36.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
- 36.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 36.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 36.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

37 Means of communication to be used

- 37.1 Subject to the Articles, anything sent or supplied by or to the WPBSA under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the WPBSA.
- 37.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- 37.3 A Director may agree with the WPBSA that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

38 Company seals

- 38.1 Any common seal may only be used by the authority of the Directors.

- 38.2 The Directors may decide by what means and in what form any common seal is to be used.
- 38.3 Unless otherwise decided by the Directors, if the WPBSA has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 38.4 For the purposes of this Article, an authorised person is:
- 38.4.1 any Director of the WPBSA;
 - 38.4.2 the company secretary (if any); or
 - 38.4.3 any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

39 No right to inspect accounts and other records

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

40 Cessation of business

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

41 Indemnity

- 41.1 Subject to Article 41.2, a Relevant Director of the WPBSA or an associated company may be indemnified out of the WPBSA's assets against:
- 41.1.1 any liability incurred by that Relevant Director in connection with any negligence, default, breach of duty or breach of trust in relation to the WPBSA or an associated company;
 - 41.1.2 any liability incurred by that Relevant Director in connection with the activities of the WPBSA or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and
 - 41.1.3 any other liability incurred by that Relevant Director as an officer of the WPBSA or an associated company.
- 41.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 41.3 In this Article 41, companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

42 Insurance

The Directors may decide to purchase and maintain insurance, at the expense of the WPBSA, for the benefit of any relevant Director in respect of any relevant loss, being any loss or

liability which has been or may be incurred by a Relevant Director in connection with that Director's duties or powers in relation to the WPBSA, any associated company or any pension fund or employees share scheme of the WPBSA or associated company.