

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4623333

The Registrar of Companies for England and Wales hereby certifies that
ENGLAND HOCKEY

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

Given at Companies House, London, the 20th December 2002



N04623333B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

12

Declaration on application for registration

4623333

ENGLAND HOCKEY

of 3 Dyke Close, Hove, East Sussex BN3 6DB

do solemnly and sincerely declare that I am a [person engaged in the formation of the company] [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] † and 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.

Declarant's signature

London

On

1 7 1 2 2 0 0 2

before me ❶

Joanna Margaret Williams

Signed

J.M. Will

Date _____

17/12/2002

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Dickson Minto W.S. (JMW)
Royal London House
22-25 Finsbury Square
London EC2A 1DX

Tel 020 6728 4455

DX number

DX exchange englandhockey2.1dd



LD1 0169
COMPANIES HOUSE 20/12/02

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
 for companies registered in England and Wales
 or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
 for companies registered in Scotland **DX 235 Edinburgh**



Companies House

for the record

Please complete in typescript,
or in bold black capitals.

CHFP000

30(5)(a)

Declaration on application for registration of a company
exempt from the requirement to use the word "limited" or
"cyfyngedig"

4623333

Company Name in full

England Hockey

I, Stewart North Newton

of 3 Dyke Close, Hove, East Sussex BN3 6DB

† Please delete as appropriate.

a ~~Solicitor engaged in the formation of the company~~ person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985† do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

[Signature]

Declared at

London

Day Month Year

on

17 12 2002

• Please print name.

before me •

Joanna Margaret Williams

Signed

J.M.Will

Date

17/12/2002

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Dickson Minto W.S.

Royal London House, 22-25 Finsbury Square London

EC2A 1DX

Tel 020 7628 4455

DX number

DX exchange



LD1
COMPANIES HOUSE

0168
20/12/02

Form revised June 1998

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Package: 'Laserform'
by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

CHFP025

Notes on completion appear on final page

4623333

Company Name in full

ENGLAND HOCKEY

Proposed Registered Office

(PO Box numbers only, are not acceptable)

National Hockey Stadium

Silbury Boulevard

Post town Milton Keynes

County / Region

Postcode MK9 1HA

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

3

Agent's Name Dickson Minto W.S.

Address Royal London House

22-25 Finsbury Square

Post town London

County / Region

Postcode EC2A 1DX

Number of continuation sheets attached

3

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Dickson Minto W.S. (JMW)

Royal London House
22-25 Finsbury Square
London EC2A 1DX

Tel 020 7628 4455

DX number

DX exchange englandhockey.1dd

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff

for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



LD1
COMPANIES HOUSE

0167
20/12/02

Company Secretary (see notes 1-5)

Company name ENGLAND HOCKEY

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

BRIAN

Surname

ROWBOTHAM

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

FLAT 7 DUNDEE COURT

73 WAPPING HIGH STREET

Post town

LONDON

County / Region

Postcode

E1W 2YG

Country

U.K.

I consent to act as secretary of the company named on page 1

Consent

Brian Rowbotham

Date

17/12/02

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Stewart Worth

Surname

Newton

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

3 Dyke Close

Hove

Post town

East Sussex

County / Region

Postcode

BN3 6DB

Country

United Kingdom

Day Month Year

Date of birth

31/10/1941

Nationality

British

Business occupation

Director

Other directorships

See Separate Sheet

I consent to act as director of the company named on page 1

Consent signature

Stewart Worth

Date

17/12/02

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
	Miss		
Forename(s)	SHEILA Margaret		
Surname	Plant		
Previous forename(s)			
Previous surname(s)			
Address ††	2 Woodland Gardens		
	Selsdon		
Post town	South Croydon		
County / Region		Postcode	CR2 8PH
Country	United Kingdom		
Date of birth	Day Month Year	Nationality	British
	19 02 19 13 16		
Business occupation	RETIRED (TEACHER).		
Other directorships	N/A.		
I consent to act as director of the company named on page 1			
Consent signature	Shulam Plant.		Date 17/12/02

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed****Date***Or the subscribers**(i.e those who signed
as members on the
memorandum of
association).***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

CHFP025

Company name ENGLAND HOCKEY

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

John Nigel

Surname

Sutton

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

1 2

1 2

1 9 4 2

Nationality

BRITISH

Business occupation

CHARTERED ACCOUNTANT

Other directorships

TEIGNMOUTH GOLF CLUB LTD

TRUSTEE / DIRECTOR TEIGNBRIDGE CITIZENS ADVICE BUREAU

I consent to act as director of the company named on page 1

Consent signature

Date

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature**Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

0

2

0

7

1

9

4

0

Nationality

BRITISH

Business occupation

RETIRED

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature**Date**

17/12/2002

STEWART NEWTON - OTHER DIRECTORSHIPS

Current Directorships

Youth Sport Trust

The Real Return Company Limited

The Sussex Sporting Club Limited

Sussex Research Limited

Hockey England Limited

DMWSL 370 Limited

HSBC Holdings Plc

Past Directorships (within the last five years)

Medisport International Limited (Resigned: 4/12/1998)

Newton Investment Management Limited (Resigned: 20/11/2000)

Linkstock Limited (Resigned: 15/02/2001)

Newton Management Limited (Resigned: 11/04/2002)

145987



462333

THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

ENGLAND HOCKEY

Adopted on its incorporation

- (1) The Company's name is England Hockey (and in this document it is called the "Company").
- (2) The Company's registered office is to be situated in England.

Objects

- (3) The objects for which the Company is established are charitable, benevolent and philanthropic to:
 - (a) increase sports participation in the national pastime of hockey and to encourage and develop a high physical and moral standard in players of hockey;
 - (b) encourage and develop hockey in England, the Isle of Man and the Channel Islands;
 - (c) provide and arrange training opportunities and support for and instruction in hockey and the provision, encouragement and training of players, umpires, coaches and officials;
 - (d) promote, develop and encourage all hockey (outdoor and indoor) for adults, young people and children in clubs and schools;
 - (e) arrange such national leagues and other national competitions for all age levels as may be approved by the Board;
 - (f) select and train squads of players to represent England;
 - (g) arrange international, representative and other matches and tours;
 - (h) within the limits of the statutes of the international governing bodies of hockey and other relevant international bodies, make regulations to control the conduct and activities of members;
 - (i) make regulations for the control of drug abuse, and the discipline of Members, take powers to deal with any breach of those regulations



and produce guidelines on health and safety, child protection, equality and other areas as appropriate;

- (j) organise umpiring and umpire coach education and maintain and improve standards of umpiring;
- (k) organise coaching and coach education and maintain and improve standards of playing and coaching;
- (l) produce or procure technical and other resources relevant to hockey;
- (m) raise funds by any means approved by the Board;
- (n) organise such insurance schemes for Members as may be approved by the Board;
- (o) co-operate with the sports councils and any other relevant body in the provision of playing and other facilities for the game;
- (p) foster friendship between Members and players of all nations; and
- (q) do all such acts that might be conducive to the attainment of the above objects or any of them.

Powers

- (4) In furtherance of the objects set out above but not otherwise the Company may exercise the following powers:
 - (a) to give and receive finance (whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise) or to guarantee money or to use the assets of the Company as security for the performance of contracts entered into by, any person, charity, association, company, local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the objects of the Company;
 - (b) to award scholarships, exhibitions, bursaries or maintenance allowances tenable at any school, university or other educational establishment approved by the directors;
 - (c) to organise or make grants towards the cost of others organising meetings, lectures, conferences, broadcasts or courses of instruction;
 - (d) to provide or procure the provision of medical and sporting aid, equipment and apparatus;
 - (e) to produce, publish and distribute (whether gratuitously or not) or to make grants towards the cost of others producing, publishing or distributing material in any form that may be deemed desirable for the promotion of the objects of the Company or for the purpose of

informing contributors and others of the needs or progress of the Company;

- (f) to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any other kind of money or property of any kind including contributions subject to special trusts or conditions; provided that in relation to any contributions subject to any special trusts or conditions the Company shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts;
- (g) to raise funds for the Company by personal or written appeals (whether periodical or occasional), public meetings or otherwise as may from time to time be deemed expedient; provided that in raising funds the Company shall not undertake or carry out any trading activities unless authorised by this Memorandum or by law to do so;
- (h) to carry out any trade insofar as (i) the trade is exercised in the course of carrying out the primary objects of the Company or (ii) the trade is temporary and ancillary to the carrying out of the objects of the Company;
- (i) to operate bank accounts in the name of the Company and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments;
- (j) to invest any moneys of the Company not immediately required for its purposes in or upon such investments, securities or property of any other kind and situated anywhere in the world whether involving liabilities or producing income or not as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- (k) to buy, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects and to maintain, manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use;
- (l) to make planning applications, applications for consent under bye-laws or building regulations and other like applications;
- (m) subject to such consents as may be required by law and from any relevant funding body to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company;
- (n) subject to such consents as may be required by law and by any relevant funding body to borrow or raise money for the purposes of the Company on such terms and on such security (if any) as may be thought fit;

- (o) to employ, engage or retain the services of such persons as may be necessary or desirable for the attainment of the objects of the Company on such terms as may be thought fit and to make all reasonable provision for the payment of pensions and superannuation to employees, their families and other dependents;
- (p) to permit any investments belonging to the Company to be held in the name of any bank or company as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such;
- (q) to pay out of the funds of the Company the cost of any premium in respect of any insurance or indemnity to cover liability of the Board or any Director which by virtue of any rule of law would otherwise attach to them, in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of the Board (or any Director) and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as directors of the Company;
- (r) to insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required;
- (s) to set aside funds for special purposes or as reserves against future expenditure;
- (t) to establish and support or aid in the establishment and support of any charities, companies or associations in any way connected with the purposes of the Company or calculated to further its objects;
- (u) to act as directors of any special charitable trust whether established by the Company or otherwise and generally to undertake, act as director of and execute any charitable trust or institution which may lawfully be undertaken by the Company and may be conducive to its objects;
- (v) to establish and control or jointly with others aid in the establishment and control of one or more companies to assist or act as agents for the Company;
- (w) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Company or similar charitable purposes and to exchange information and advice with them;
- (x) to enter into arrangements with any companies, institutions, societies, trusts or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the

payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum;

- (y) to enter into contracts to provide services to or on behalf of other bodies;
 - (z) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company; and
 - (aa) to do all such other lawful things as shall further the attainment of the objects of the Company or any of them.
- (5) The Company is not established or to be conducted for profit. The income and property of the Company shall be applied solely towards the promotion of the objects as set forth in this Memorandum and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Members provided that this shall not prevent any payment in good faith by the Company:
- (a) of interest on money lent by a Member to the Company at a reasonable and proper rate and repayment of any amounts so lent;
 - (b) of reasonable and proper rent or hiring fee for premises or equipment or other property let or hired by any Member to the Company;
 - (c) of reasonable and proper remuneration for any goods or services rendered to the Company by any Member; and
 - (d) to Members who are beneficiaries and who receive charitable benefits in that capacity.
- (6) A Member must not receive any payment of money or other material benefit (whether directly or indirectly) from the Company except:
- (a) as mentioned in Clause (5);
 - (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the running of the Company;
 - (c) an indemnity in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to criminal proceedings);
 - (d) in exceptional cases, other payments or benefits (but only with the prior written approval of the relevant regulatory bodies).
- (7) Any Member or Director (or any firm or company of which a Member or Director is a member or employee) may enter into a contract with the

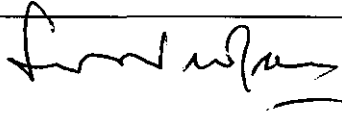
Company to supply goods or services in return for a payment or other material benefit but only if:

- (a) the goods or services are actually required by the Company;
 - (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Clause (8) below;
 - (c) no more than one half of the Directors are subject to such a contract in any financial year.
- (8) Whenever a Member or Director has a personal interest in a matter to be discussed at a meeting of the Board or a committee the Member or Director concerned must:
- (a) declare an interest at or before discussion begins on the matter;
 - (b) withdraw from the meeting for that item unless expressly invited to remain;
 - (c) not be counted in the quorum for that part of the meeting;
 - (d) have no vote on the matter.
- (9) The liability of the Members is limited.
- (10) Every Full Member 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, she or it is a Member or within one year after he, she or it ceases to be a Member for payment of the Company's debts and liabilities contracted before he, she or it 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.
- (11) If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any money or property it shall not be paid to or distributed among the Members of the Company but shall be given or transferred to another body with charitable objects similar to its own which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Clauses (5) and (6) above, chosen by the Members at or before the time of winding-up or dissolution and if that cannot be done then to another body, the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a Member).
- (12) Words and expressions defined in the Articles of Association of the Company have the same meanings in this Memorandum.
- (13) References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum.

Signatures, Names and Addresses of Subscribers

Signature:



Stewart Worth Newton
3 Dyke Close
Hove
East Sussex
BN3 6DB

Signature:

Sheila Margaret Plant
2 Woodland Gardens
Selsdon
South Croydon
CR2 8PH



Signature:

John Sutton
5 Oak Tree Grove
Shaldon
N¹ Teignmouth
Devon TQ14 0BU



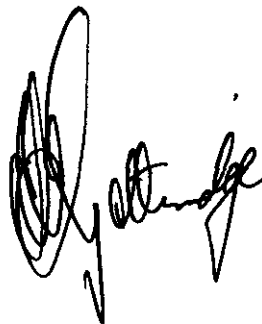
Signature:

Michael Denham
2A QUEENS CLOSE
UPTON ROAD
NORWICH
NORFOLK
NR4 7PE



WITNESS to the above Signatures:

Martin Gotheridge
6 Huntington Drive
The Park
Nottingham
NG7 1BW



Dated the 17th Day of December 2002

THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

ENGLAND HOCKEY

Adopted on its incorporation

Constitution

1. The Company is established as a private company within the meaning of section 1(3) of the Act in accordance with and subject to the provisions of the Act and of the Memorandum.

Interpretation

2. In these Articles and the Memorandum the following words and expressions shall, unless the context otherwise requires, bear the following meanings:

"Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"Articles" means these Articles of Association of the Company as the same may be amended from time to time;

"Auditors" means the auditors of the Company from time to time;

"Board" means the board of directors of the Company;

"Charity Commission" means the statutory organisation that regulates charities known as the Charity Commission for England and Wales;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Company" means the above-named company;

"Director" means a member of the Board;

"electronic communication" has the same meaning as in the Electronic Communication Act 2000;

"executed" includes any mode of execution;

"**Executive Directors**" means the Executive Chairman, the Chief Hockey Officer, the Chief Operating Officer and the Head of World Class appointed or designated pursuant to Articles 59 to 66 or such other Executive Directors as may be duly appointed;

"**Full Members**" means the members of the Company having the right to vote at General Meetings;

"**Great Britain**" shall have the meaning defined by Great Britain Olympic Hockey Board from time to time;

"**Material Benefit**" means a benefit which may not be financial but has a monetary value;

"**Members**" means all the individuals and organisations admitted to membership (of any class or category) of the Company whether entitled to vote at General Meetings or not;

"**Memorandum**" means the Memorandum of Association of the Company;

"**month**" means a calendar month;

"**Non-Executive Directors**" means those Directors who are not also Executive Directors;

"**Office**" means the registered office of the Company;

"**Observer**" means any person appointed pursuant to Article 69;

"**Patron**" means a patron of the Company appointed pursuant to Article 14;

"**Postholder**" includes any Director or President or Vice-President;

"**President**" means the President of England Hockey;

"**Regional Associations**" means:

- (a) the East Region Hockey Association;
- (b) the Midland Region Hockey Association;
- (c) the North Hockey Association;
- (d) the Southern Counties Hockey Association;
- (e) the West Hockey Association; and
- (f) the Combined Services Hockey Association,

each comprised of a number of hockey associations as listed in Schedule 1;

"**Regions' Consultative Committee**" or "**RCC**" means the committee of the Company appointed in accordance with Article 85;

"RCC Member" means a member of the Regions' Consultative Committee;

"seal" means the common seal of the Company if it has one;

"Secretary" means the company secretary of the Company or any other person appointed to perform the duties of the company secretary of the Company pursuant to Article 84;

"Sport England" means the body of the English Sports Council responsible for the development and maintenance of sport infrastructure in England and distributing National Lottery funds;

"United Kingdom" means Great Britain and Northern Ireland; and

"Vice-President" means a Vice-President of England Hockey.

3. Words importing the singular number only shall include the plural number and vice versa; words importing the one gender shall include all genders; and words importing persons shall include corporations.
4. Subject to the provisions of Articles 2 and 3 and unless the context requires otherwise, words or expressions defined in the Act shall, unless the context otherwise requires, bear the same meaning in these Articles.
5. The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.

Membership

6. The number of Members with which the Company proposes to be registered is unlimited.
7. The Full Members shall be the subscribers to the Memorandum, the Regional Associations and the counties and affiliated clubs listed in Schedules 1 and 2 to these Articles and such other persons as the Board shall admit to membership as a Full Member from time to time.
8. The Company may from time to time resolve upon the creation of other classes of members of the Company (including associate members and honorary members) provided that the rights of such other classes of members do not extend to voting at General Meetings. Such categories of membership may be under whatever title or nomenclature the resolution may specify and may bestow upon the persons concerned such rights, privileges, duties and obligations (except the right to vote at General Meetings) as may be specified in the resolution.
9. Except in respect of the subscribers to the Memorandum and the Regional Associations and the counties and affiliated clubs listed in Schedules 1 and 2 to these Articles, every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Board may from time to time determine.

10. The Board shall admit to membership such persons or organisations as it shall think fit and the Board may from time to time prescribe (and vary) criteria for membership. The Board shall not be obliged to give reasons for refusing to accept any person or any organisation as a Member.

Fees, Levies and Subscriptions

11. The Board may in its discretion levy subscriptions or affiliation fees on all or any classes of Members at such rates as it shall determine and may levy subscriptions at different rates for different categories of Members including Members of the same class.

Termination of Membership

12. Membership shall not be transferable and a Member shall cease to be a Member:
 - 12.1 in the case of an organisation if it ceases to exist or, in the case of an individual, on death;
 - 12.2 if by notice in writing to the Secretary the Member resigns (the Member is deemed to have resigned when the letter of resignation is received at the Office providing after resignation the number of Full Members is not less than two);
 - 12.3 by unanimous vote of the Board or, if there shall be more than six Directors, by resolution of the Board passed by a majority of not less than three-quarters of the Directors present and voting at the meeting of the Board convened for the purpose. A resolution to terminate a Member's membership of the Company shall not be passed unless the Member has been given not less than 14 days' notice in writing of the meeting of the Board at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or of making a written representation to the Board prior to the Board voting the resolution;
 - 12.4 if any subscription or other sum payable by the Member is not paid on the due date and remains unpaid one month after the date a notice is served on the Member (in accordance with Article 97) on behalf of the Board informing him or her or it that he or she or it may be removed from the membership if it is not paid. The Board may readmit to membership of the Company any person or organisation removed on this ground on his or her or it paying such part of the sum due as the Board may determine.

Register of Members

13. The Secretary shall keep and maintain a register of Members in which shall be entered the full name, address and date of acceptance of each Member and the register shall be available for inspection by Members at the Office during normal business hours.

Patrons

14. The Board may in its discretion appoint any person to be a Patron of the Company (and remove any Patron) on such terms as they shall think fit.
15. A Patron shall have the right to attend and speak (but not vote) at any General Meeting of the Company and to be given notice of General Meetings as if a Full Member and shall also have the right to receive accounts of the Company when available to Full Members.

General Meetings

16. The inaugural General Meeting of the Company shall be held at such time not being more than 6 months after the incorporation of the Company and at such place as the Board may determine.
17. Subject to Article 16 the Company shall in each year hold an Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 18 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Annual General Meetings shall be held at such times and places as the Board shall determine.
18. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Board may call General Meetings and, on the requisition of Full Members in accordance with the provisions of the Act, shall within 21 days from the date of the deposit of the requisition convene an Extraordinary General Meeting for a date not later than 8 weeks after the deposit of the requisition. In addition to the Full Members' power to requisition an Extraordinary General Meeting under Section 368 of the Act, an Extraordinary General Meeting may also be requisitioned by:
 - 18.1 not less than 25 Full Member clubs, if they are from more than one Regional Association;
 - 18.2 not less than 40 Full Member clubs, if they are all from one Regional Association;
 - 18.3 Regional Associations, pursuant to Article 20; or
 - 18.4 the RCC, pursuant to Article 89.
19. In accordance with the Act, any requisition (whether under Article 18, Article 20 or Article 89) must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Company, and may consist of several documents in like form each signed by one or more requisitionists.
20. The Regional Associations shall, by written notice signed by a majority of the Regional Associations and served upon the Board, be entitled to requisition an Extraordinary General Meeting of the Company and upon receipt of such notice the Board shall as soon as reasonably practicable and, in any event,

within 8 weeks of such notice being received, validly convene and hold the Extraordinary General Meeting.

21. If the Board has resolved to call a General Meeting but at the time of giving notice of the meeting there are not within the United Kingdom sufficient Directors to sign the notice to convene a General Meeting, any Director or the RCC may sign the notice to convene a General Meeting on behalf of the Board.

Notice of General Meetings

22. An Annual General Meeting and an Extraordinary General Meeting shall be called by at least 21 clear days' notice.
23. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be given to all Full Members, Directors, Observers, Patrons and the Auditors.

Proceedings at General Meetings

24. No business shall be transacted at any General Meeting unless a quorum is present. A quorum shall be constituted by twenty-five persons entitled to vote upon the business to be transacted (each being a Full Member or a duly authorised representative of a Full Member organisation).
25. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such date, time and place as the Board may determine.
26. The President or in his or her absence a Vice-President or a RCC Member shall preside as chairperson of the meeting. If neither the President nor a Vice-President is present within 15 minutes after the time appointed for holding the meeting and willing to act, the RCC Members present shall elect one of their number to be chairperson.
27. If no RCC Member is willing to act as chairperson, or no RCC Member is present within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairperson.
28. A Director shall, notwithstanding that he or she is not a Member, be entitled to attend and speak (but not vote) at any General Meeting.
29. The chairperson may, with the consent of a 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 left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time

and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

30. A resolution put to the vote of a meeting shall be decided on a show of voting cards unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - 30.1 by the chairperson; or
 - 30.2 by at least two Full Members present in person or by proxy.
31. Unless a poll is duly demanded a declaration by the chairperson 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 minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
32. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
33. A poll shall be taken as the chairperson directs and he/she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
34. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.
35. If a poll is demanded before the declaration of the results of a show of voting cards and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
36. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote he or she may have.

Votes of Full Members

37. Every Full Member shall have one vote including those Full Members who are:
 - 37.1 a hockey club with male playing members only; or
 - 37.2 a hockey club with female playing members only; or
 - 37.3 a hockey club which plays only mixed hockey; or

- 37.4 a county (or equivalent) association with male playing members only;
or
 - 37.5 a county (or equivalent) association with female playing members only; or
 - 37.6 the schools and youth section of a county association which serves players of one gender only.
38. Every Full Member who is:
- 38.1 a Regional Association; or
 - 38.2 a hockey club with both male and female playing members; or
 - 38.3 an integrated county association (i.e. one which represents both male and female players); or
 - 38.4 the schools and youth section of a county association which serves both male and female players,
- shall have two votes, provided that one vote must be cast by a female representative of such Full Member and one vote must be cast by a male representative of such Full Member (whether in person or by proxy).
39. No Full Member shall be entitled to vote at any General Meeting unless all monies then payable by him or her or it to the Company have been paid.
40. No Member shall debate or vote on any matter in which he or she is personally interested without the permission of the majority of the persons present and voting (and for the avoidance of doubt a Member shall not be "personally interested" in a matter relating solely to the level of affiliation fees).
41. Any organisation which is a Full Member may (subject to Articles 37 and 38) by resolution of its board or other governing body authorise such individuals as it thinks fit to act as its representative at any meeting of the Company, and the individual(s) so authorised shall be entitled to exercise the same powers on behalf of the organisation which he or she represents as the organisation could exercise if it were an individual Full Member of the Company.

Proxies

42. The appointment of a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall:
- 42.1 in the case of an instrument in writing, be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting; or

42.2 in the case of an appointment contained in an electronic communication, be received at such an address which has been specified for the purpose of receiving electronic communications:

- (a) in the notice concerning the meeting; or
- (b) in any instrument by proxy sent out by the company in relation to the meeting; or
- (c) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

not less than 36 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote or in the case of a poll, before the time appointed for the taking of the poll, and in default the appointment of proxy shall not be treated as valid.

- 43. No appointment of a proxy shall be valid after the expiration of 12 months from the date of its execution.
- 44. An appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 45. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.
- 46. A vote given or poll demanded by the duly authorised representative of a Full Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 47. A vote given or poll demanded in accordance with the terms of an appointment 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 no intimation in writing of the death, insanity or revocation of the Full Member shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used or the poll demanded or (in the case of a poll taken otherwise and on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Postal Voting

48. Postal voting by Full Members on the form to be dispatched with the notice of a General Meeting, is permitted only in relation to the election or re-election of Postholders.
49. A postal vote shall:
 - 49.1 in the case of an instrument in writing, be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting; or
 - 49.2 in the case a voting form contained in an electronic communication, be received at such an address which has been specified for the purpose of receiving electronic communications:
 - (a) in the notice concerning the meeting; or
 - (b) in any postal voting form sent out by the company in relation to the meeting; or
 - (c) in any invitation contained in an electronic communication to cast a postal vote issued by the Company in relation to the meeting,

not less than 36 hours before the time for holding the relevant meeting.

The Board

50. The Directors shall be the subscribers to the Memorandum, who shall be deemed to have been appointed under the Articles. Future members of the Board shall be appointed as provided subsequently in the Articles.
51. The Board of Directors shall consist of a maximum of four Executive Directors comprising, as at the date of adoption of these Articles:
 - 51.1 the Executive Chairman;
 - 51.2 the Chief Hockey Officer;
 - 51.3 the Chief Operating Officer;
 - 51.4 the Head of World Class; and

five other elected Directors (of whom at least one shall be female and one shall be male).
52. The Directors may be remunerated for their services as Directors. Such remuneration shall be determined from time to time by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree or, failing agreement, equally except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be

entitled only to rank in such division for such proportion as relates to the period during which he or she held office. In the event of a Director necessarily performing or rendering any special duties or services to the Company outside his or her ordinary duties as a Director the Directors may, if so authorised by an ordinary resolution of the Company, pay such Director special remuneration and such special remuneration may be paid by way of salary, commission or otherwise as may be arranged and approved by the Directors.

53. An Executive Director shall receive such remuneration (either by way of salary, commission, pension or otherwise) as the Directors may determine.
54. The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board (or its committees or sub-committees) or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration save as permitted by Clauses 5 to 8 of the Memorandum and Articles 52 and 53.

Powers of the Board

55. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and are not by statute, the Articles or any regulations of the Company from time to time in force required to be exercised by the Company in General Meeting. No alteration to the Memorandum or the Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
56. The Board may, by power of attorney or otherwise, appoint any person to be an agent of the Company for such purposes and on such conditions as they determine.

Regulations

57. The Board shall have power from time to time to make such regulations as it may deem necessary or expedient or convenient:
 - 57.1 for the proper conduct and management of the Company and the affairs thereof;
 - 57.2 as to prescribing classes of and conditions of membership and the rights and privileges of Members;
 - 57.3 as to the duties of any officers or servants of the Company;

57.4 as to the conduct of the business of the Company by the Board or any committee or sub-committee and as to any of the matters or things within the power or under the control of the Board; and

57.5 as to the conduct of Members and of hockey players and officials,

provided that the same shall not be inconsistent with these Articles.

58. The Board and the Company in General Meeting shall have power to repeal or alter or add to any regulations and the Board shall adopt such means as they think sufficient to bring to the notice of Members all such regulations which shall be binding on Members.

Appointment and Retirement of Directors

59. All Directors (including the Executive Directors) shall be elected for a term of three years with the following exceptions:

59.1 where a Director has been appointed by the Board to fill a casual vacancy, the Director shall retire at the next Annual General Meeting and shall be eligible for re-election;

59.2 at the first Annual General Meeting of the Company under these Articles, all of the Board shall retire from office and shall be eligible for re-election;

59.3 at the first or second Annual General Meeting of the Company:

- (a) a Director designated "Executive Chairman" shall be elected for two years;
- (b) a Director designated "Chief Hockey Officer" shall be elected for four years;
- (c) a Director designated "Chief Operating Officer" shall be elected for three years;
- (d) a Director designated "Head of World Class" shall be elected for two years; and
- (e) two of the five other Directors shall be appointed for three years, a further one of the five shall be appointed for two years and the remaining two Directors shall be appointed for one year. The two Directors receiving the highest number of votes at the election shall each be appointed for three years, the Director receiving the next highest number of votes at the election shall each be appointed for two years and the two Directors receiving the next highest number of votes at the election shall be appointed for one year each.

60. If the Company at the meeting at which a Director retires by rotation does not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have

been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.

61. No person shall be appointed or re-appointed a Director at any General Meeting:

61.1 unless he or she has attained the age of 18 years;

61.2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of Article 67; and

61.3 unless not less than 28 clear days before the date appointed for the meeting, a notice in writing has been given to the Company by:

(a) a Regional Association or county association; or

(b) an affiliated club or school, but which is seconded in writing by a Regional Association or county association,

of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he or she were so appointed or re-appointed, be required to be included in the Company's register of members of the Board; and

61.4 unless such notice or nomination is accompanied by a statement describing the experience and suitability of the candidate, together with a notice signed by that person of his or her willingness to be appointed or re-appointed and his or her intention to fulfil the requirements of the post if so appointed.

62. A Director shall not be required to be a Member in order to qualify for office as a Director, but he or she shall be entitled to receive notice of and attend and speak at all General Meetings of the Company.

63. Not less than 7 clear days before the date appointed for holding a General Meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the Board for appointment or re-appointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him or her at the meeting for appointment or re-appointment as a Director. The notice shall give the particulars of that person which would, if he or she were so appointed or re-appointed, be required to be included in the Company's register of the members of Board.

64. The minimum number of Directors shall be one on adoption of these Articles and there shall be no maximum. Following the election of Directors at the first Annual General Meeting the minimum number shall be seven (of whom a majority shall be Non-Executive Directors). There shall be no maximum number. Subject as aforesaid, the Company may from time to time in General Meeting increase or reduce the number of Directors 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.

65. The Board may appoint a person who is:

65.1 willing to act; and

65.2 has been approved by the RCC,

to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Executive Directors to exceed four. A Director so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not re-appointed at such Annual General Meeting, he or she shall vacate office at the conclusion of that meeting.

66. Subject as aforesaid, a Director who retires at an Annual General Meeting may, if willing to act, be re-appointed, provided that the maximum continuous term of a Non-Executive Director shall be six years.

Disqualification and Removal of Directors

67. A Director shall cease to hold office if he or she:

67.1 ceases to be a Director by virtue of any provision in the Act or is disqualified from acting as a Director by virtue of Section 72 of the Charities Act 1993 or is otherwise prohibited by law from being a Director;

67.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

67.3 resigns his or her office by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect);

67.4 is absent without the permission of the Board from all their meetings held within a period of six months and the Board resolve that his or her office be vacated; or

67.5 being an Executive Director, fails to meet the standards set for the job and achieve the relevant business objectives.

68. In addition and without prejudice to the provisions of Section 303 and 304 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his or her period of office and may by an ordinary resolution appoint another qualified Member in his or her stead but any person so appointed shall retain his or her office so long only as the Director in whose place he or she is appointed would have held the same if he or she had not been removed.

Observers

69. At any time a maximum of four Observers may be appointed to the Board. Such Observers shall be appointed as follows:
- 69.1 the President shall be automatically appointed;
 - 69.2 two Observers may be appointed by Sport England; and
 - 69.3 one Observer may be appointed by the RCC.
70. An Observer shall have the right:
- 70.1 to attend all meetings of the Directors;
 - 70.2 to attend all meetings of any committee of the Board; and
 - 70.3 to receive such other information as a Director would be entitled to receive at the same time as a Director would be entitled to receive it,
- and shall, as regards confidentiality, have the same obligations to the Company as if he or she were a Director.
71. Although an Observer shall be entitled to attend and speak at any meetings of the Board or any committee of the Board, he or she shall not be entitled to vote.
72. Each Observer shall be entitled to report back to the body appointing him or her on the affairs of the Company and its subsidiaries and to disclose to such body such information as he or she shall reasonably consider appropriate including, for the avoidance of doubt, all papers distributed to the Board or a committee of the Board.
73. An Observer shall not be required to be a Member in order to qualify for office as an Observer, but he or she shall be entitled to receive notice of and attend and speak at all General Meetings of the Company.

Proceedings of the Board

74. Subject to the provisions of the Articles, the Board may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Two Directors may and the Secretary at the request of two Directors shall call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Director or an Observer who is absent from the United Kingdom.
75. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a casting vote in addition to any other vote he or she may have.
76. The quorum for the transaction of the business of the Board shall be four Directors, one of whom shall not be an Executive Director.

77. The Board may act notwithstanding any vacancies but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a General Meeting.
78. Unless he or she is unwilling to do so, the Executive Chairman shall preside at every meeting of Board at which he or she is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within 15 minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairperson of the meeting.
79. The Board may delegate any of its powers or the implementation of any of its resolutions to any committee provided that:
 - 79.1 the resolution making that delegation shall specify (either by name or description) those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 79.2 the composition of any such committee shall be entirely in the discretion of the Board (provided that the Board must have consulted with the RCC as to the composition of any such committee) and may comprise such of their number (if any) as the resolution may specify;
 - 79.3 the deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary;
 - 79.4 all delegations under this Article shall be recoverable at any time;
 - 79.5 the Board may make such regulations and impose such terms and conditions and give such mandates to any such committee as it may from time to time think fit; and
 - 79.6 for the avoidance of doubt, the Board may delegate all financial matters to any committee.
80. All acts done by a meeting of the Board, or a committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or member of the committee or that any of them were *disqualified from holding office, or had vacated office, or were not entitled to vote*, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or a member of the committee (as the case may be) and had been entitled to vote. Directors and members of any committee may participate in or hold a meeting of the Board or any committee (as the case may be) by means of conference telephone or other suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the

Board or a committee (as the case may be) duly convened and held with such persons physically present.

81. A resolution in writing, signed by all the Directors for the time being or any committee shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) such committee duly convened and held (and for this purpose the resolution may be contained in more than one document in the same form and each signed by one or more of the Directors and will be treated as passed on the date of the last signature).

Officers

82. Subject to the provisions of the Act and to Clauses 5 to 8 of the Memorandum, the Board:
 - 82.1 shall appoint or engage the Secretary and may appoint an assistant or deputy Secretary; and
 - 82.2 may appoint or engage a treasurer and such other officers or servants, as they shall see fit.
83. Any appointment or engagement under Article 82 may be made for the purpose of discharging such duties and upon such terms as the Board determines and the Board may dismiss any officer or servant so appointed or engaged.

President and Vice-Presidents

84. The Members shall, by way of annual elections, appoint the President and the two Vice-Presidents. The President and the two Vice-Presidents shall each be elected for a term of three years, except that at the first Annual General Meeting of the Company:
 - 84.1 the "President" shall be elected for two years;
 - 84.2 the person receiving the most votes for the office of "Vice-President" shall be elected for three years; and
 - 84.3 the person receiving the second highest number of votes for the office of "Vice-President" (being of the opposite gender to the Vice-President in 84.2 above) shall be elected for one year,

provided that the maximum continuous term of a President or Vice-President shall be six years. If any President or Vice-President is at any time whilst in office elected a Director, then he or she shall cease to be a RCC Member for the duration of the period he or she remains a Director.

Regions' Consultative Committee

85. The Regions' Consultative Committee shall consist of:
 - 85.1 the President;

- 85.2 one representative appointed by each of the Regional Associations;
and
- 85.3 the two Vice-Presidents, who shall be non-voting members of the RCC.
- 86. The RCC may meet together for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks fit.
- 87. The RCC, may by a simple majority of votes of the RCC Members, demand that the Company hold an Extraordinary General Meeting of its Members by serving written notice to that effect upon the Board and upon receipt of such notice the Board shall as soon as reasonably practicable and, in any event, within 8 weeks of such notice being received, validly convene and hold the Extraordinary General Meeting.
- 88. The RCC Members shall each have the right to attend and speak (but not vote unless otherwise qualified) at any General Meeting of the Company and to be given notice of General Meetings as if a Full Member and shall also have the right to receive accounts of the Company when available to Full Members.

Audit Committee

- 89. There shall be a standing sub-committee of the Regions' Consultative Committee called the Audit Committee which shall comprise all the RCC Members from time to time. The Chief Operating Officer shall also be entitled to sit on the Audit Committee, but shall not be entitled to vote. The audit committee shall act by majority and shall appoint one of their number (other than the Chief Operating Officer) to act as chairman. In the case of an equality of votes, the chairman shall have a casting vote in addition to any other vote he or she may have.
- 90. The Audit Committee shall:
 - 90.1 review the financial statements of the Company (and the consolidated financial statements of the Company's group, if any) before publication and, as necessary, take advice to be assured that the principles and policies adopted comply with statutory requirements and with the best practices in accounting standards;
 - 90.2 consult with the external auditors (and, if any, internal auditors) regarding the extent of their work and review with them all major points arising from the auditor's management letters and the response thereto;
 - 90.3 seek to satisfy itself that the internal control and compliance environment within the Company and its subsidiaries is adequate and effective;
 - 90.4 agree with the Board the appointment and level of remuneration of the external auditors; and

- 90.5 be entitled to receive information including management accounts, annual budgets and such further information in the possession or control of the Company regarding the financial condition and operations of the Company and its group companies (if any) as it may request.

Minutes

91. Each of the Board and the RCC (or any committee or sub-committee of either) shall keep minutes in books kept for the purpose:
- 91.1 of all appointments of officers made by the Board or the RCC or a committee or sub-committee of either (as appropriate);
- 91.2 in the case of the Board, of all proceedings at meetings of the Company and of the Board and of committees and sub-committees of the Board including the names of those present at each such meeting; and
- 91.3 in the case of the RCC, of all proceedings at meetings of the RCC and of committees and sub-committees of the RCC (including the Audit Committee) including the names of those present at each such meeting.

The Seal

92. The seal (if any) shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

Bank Accounts

93. Any bank account in which any part of the assets of the Company is deposited shall indicate the name of the Company. The Board shall be empowered to resolve upon the operation of any such bank account according to such mandate as it shall think prudent and fit from time to time.

Accounts and Returns

94. Accounting records sufficient to show and explain the transactions and assets and liabilities of the Company and otherwise complying with the Act shall be kept at the Office or such other place within the United Kingdom as the Board think fit.
95. Subject to the requirements of the Act, the Company may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by Members and subject to those restrictions the books and accounts shall be opened to inspection by Members at all reasonable times during usual business hours.

96. The Directors must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- 96.1 annual reports;
 - 96.2 annual returns; and
 - 96.3 annual statements of account.

Notices

97. Notices under these Articles may be sent by hand, or by post or by electronic communication except that a notice calling a meeting of the Board need not be in writing.
98. The only address at which a Member is entitled to receive notices is the address shown in the register of members and "address" in relation to electronic communications includes any number or address used for the purposes of such communications.
99. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 99.1 24 hours after being sent by electronic communication or delivered by hand to the relevant address;
 - 99.2 two clear days after being sent by first class post to that address;
 - 99.3 three clear days after being sent by second class or overseas post to that address;
 - 99.4 on being handed to the Member (or, in the case of an organisation, its authorised representative) personally; or, if earlier,
 - 99.5 as soon as the Member acknowledges actual receipt.
100. A Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
101. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

Indemnity

102. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or

her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

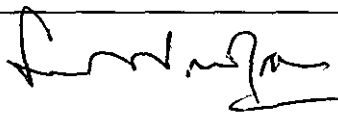
103. The Board shall have power to resolve pursuant to Clause (4)(q) of the Memorandum to effect indemnity insurance notwithstanding their interest in such policy.

Winding-Up

104. The provisions of Clauses (10) and (11) of the Memorandum relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

Signatures, Names and Addresses of Subscribers

Signature:



Stewart Worth Newton
3 Dyke Close
Hove
East Sussex
BN3 6DB

Signature:



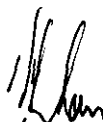
Sheila Margaret Plant
2 Woodland Gardens
Selsdon
South Croyden
CR2 8PH

Signature:



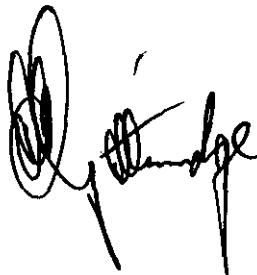
John Sutton
5 Oak Tree Grove
Chalden
N¹ Teignmouth
Devon TQ14 0BU

Signature:



Michael Denham
2A QUEENS CLOSE
UPTON ROAD
NORWICH
NORFOLK
NR4 7PE

WITNESS to the above Signatures:



Martin Gotheridge
6 Huntington Drive
The Park
Nottingham
NG7 1BW

Dated the 17th day of December 2002