

The Regulations set out below were made by the Board in accordance with the following Company Articles:

11 *Company Members' reserve power*

- 11.1 The Company Members may, by special resolution, direct the Board to take, or refrain from taking, specified action.*
- 11.2 No such special resolution invalidates anything which the Board has done before the passing of the resolution.*

37 *General Meetings*

- 37.1 A general meeting of the Company shall be held during June or July in every calendar year as its Annual General Meeting at such time and place as the Board shall appoint.*
- 37.2 At the Annual General Meeting in every year the Board shall lay before the Company an income and expenditure account for the period since the preceding account made up to date not more than six months before such meeting. A balance sheet, as at the date to which income and expenditure account is made up, shall be made out and laid before the Company at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors. A copy of every balance sheet together with a copy of the Auditor's report, shall, twenty-one clear days before such meeting, be sent to the Auditor and every Company Member entitled to receive notices of general meetings.*
- 37.3 An Extraordinary General Meeting may be called at any time by the directors and one shall be called at the request of Company Members who represent at least 5% of the total voting rights of all Company Members having a right to vote at general meetings.*
- 37.4 All Company Members (or their proxies) and Affiliated Members shall be entitled to attend General Meetings; Company Members (or their proxies) shall have the right to speak and vote and Affiliated Members may speak with the permission of the chairman of the meeting.*
- 37.5 The chairman of the meeting may permit other persons who are not Company Members to attend and speak at a general meeting.*
- 37.6 Any person present at a general meeting having a financial interest in a subject to be discussed must declare that interest and may be debarred from participation in the discussion of that subject if a simple majority of the Company Members present so resolve but he shall not be debarred from being present during the discussion nor, if he is a Company Member, from voting.*
- 37.7 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.*
- 37.8 A person is able to exercise the right to vote at a general meeting when:*
 - 37.8.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and*
 - 37.8.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.*
- 37.9 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.*

37.10 *In determining attendance at a general meeting, it is immaterial whether any two or more Company Members attending it are in the same place as each other.*

37.11 *Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.*

38 *Quorum for general meetings**

39 *Chairing general meetings**

40 *Adjournment**

41 *Voting: general**

42 *Errors and disputes**

43 *Poll votes**

44 *Content of proxy notices**

45 *Delivery of proxy notices**

(* These Articles deal with aspects of general meetings which are not directly relevant to these regulations.)

46 *Resolutions and Amendments*

46.1 *Resolutions to be considered by an Annual General Meeting, and amendments thereto, may be submitted by the Board or by any Company Member; the dates for the submission of resolutions and amendments shall be set by the Board.*

46.2 *In accordance with the Companies Act 2006, changes to the Articles may be made only by special resolution; unless specified otherwise, any other resolutions for a general meeting shall be ordinary resolutions.*

46.3 *A special resolution to be proposed at a general meeting may be amended at the meeting by ordinary resolution, if:*

46.3.1 *the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and*

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

46.4 *An ordinary resolution to be proposed at a general meeting may be amended at the meeting by ordinary resolution if:*

46.4.1 *notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and*

46.4.2 *the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.*

46.5 *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.*

1 AGENDA

- 1.1 The Board is responsible for ensuring that the agenda for a general meeting complies with the Companies Acts and the Articles.

2 RULES COMMITTEE AND STANDING ORDERS COMMITTEE

- 2.1 The Rules Committee shall:
- 2.1.1 Advise the Board on the application of the Articles and regulations as requested by the Board or the chair of the meeting.
 - 2.1.2 Advise and assist the Board on the agenda and the drafting of resolutions
 - 2.1.3 Advise and assist Company Members, if requested, on the drafting of resolutions
 - 2.1.4 Advise the proposer and the Board if a resolution or amendment does not comply with the Companies Acts, the Articles or these regulations, and, if appropriate, recommend that the Board takes separate advice.
 - 2.1.5 Advise the General Meeting, if requested, on the effect of a resolution if passed.
- 2.2 The Standing Orders Committee shall:
- 2.2.1 recommend standing orders where the procedure is not specified by the Companies Act or the Articles;
 - 2.2.2 give advice on the procedure at the rule meeting if requested by the Board or the chair of the meeting.

3 RESOLUTIONS AND AMENDMENTS

- 3.1 A resolution or amendment may be included in the agenda only if it complies with Company Law, the Articles, these regulations and the mandatory requirements of the Code for Sports Governance.
- 3.2 A proposal to amend the Articles or give a binding direction to the Board is a special resolution, which requires a majority of not less than 75% to pass; other proposals are ordinary resolutions, which require a simple majority.

Note 1: These requirements derive from sections 21, 282 and 283 of the Companies Act 2006.

Note 2: The Company has received legal advice that abstentions should be ignored in calculating majorities.

Note 3: There is no advantage in duplicating a special resolution to direct the Board as an ordinary resolution requesting the same thing. An ordinary resolution is not binding on the Board; its purpose is to demonstrate the level of support among the membership. But this will already be clear from the vote on the special resolution.

- 3.3 A resolution must state whether it is an ordinary resolution or special resolution and must be worded such that it clearly conforms to the requirements of that type.
- 3.4 A resolution takes effect on the day following the General Meeting at which it is approved unless it states it is to take effect from some other date.
- 3.5 The proposer of a resolution or amendment may submit a rationale stating its purpose in not more than 250 words for circulation with the agenda.
- 3.6 The Board may circulate advice with the agenda of its view about a resolution which is proposed by a Company Member.

- 3.7 The Rules Committee may circulate advice with the agenda explaining the effect of a special resolution to amend the Articles.
- 3.8 Where two or more resolutions are submitted on substantially the same topic the Rules Committee must, before the publication of the final agenda, discuss with the proposers whether they are agreeable to replace them by a composite resolution in the names of all the proposers. Where agreement cannot be reached on a composite resolution, the resolutions shall be discussed together at the General Meeting but voted on separately.
- 3.9 If two or more resolutions are incompatible then, after they have been discussed, the meeting shall first decide the order in which they shall be put to the vote. This shall be determined by a single show of hands only. The meeting shall then vote on the resolutions in that order. If a resolution is passed, those that are incompatible with it shall then fall
- 3.10 An amendment to a resolution must state the words proposed to be added to and/or deleted from the resolution.
- 3.11 A proposal to amend the Articles may be included in the agenda only if it is formatted such that:
 - 3.11.1 it states the Articles concerned and words to be added and/or deleted;
 - 3.11.2 it makes the amended Articles clear and unambiguous;
 - 3.11.3 it makes provision for any transitional issues which might arise.

Note 4: The Rules Committee will advise the proposer of a resolution on a suitable format.

Note 5: An example of the way to format a special resolution to amend the Articles is attached as Annex A.

4 VOTING RECORD

- 4.1 The Returning Officer must retain a record of the votes cast in a poll by each Company Member for at least six months after a General Meeting. During this period the General Secretary of a County Association or a Local League may apply to the Returning Officer as to how their Company Member voted in those polls.

ANNEX A

Example of the format of a Special Resolution to amend the Articles

Special Resolution

Proposed by John Bold (Barchester League)

Membership number 12345.

Presidential Term of Office

That Article 33.4 be amended by the addition of the word shown underlined and the deletion of the word shown struck through:

33.4 The President shall be elected for a term ending at the ~~third~~ fourth AGM after election but shall be eligible for re-election at the end of such term.

And that the following transition arrangement shall apply - The resolution shall apply to the President's current term of office.

Rationale

The directors are usually elected or appointed for a term of four years but the President (who is not a director) is currently only appointed for a term of three years. The purpose of the resolution is to extend the President's term of office from 3 years to 4 years.