

Company Number                04509423  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
DARTS REGULATION AUTHORITY  
9 NOVEMBER 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a Special Resolution (**Resolution**).

#### SPECIAL RESOLUTION

The Company adopts forthwith new Articles of Association in the form of those attached to this Resolution and marked by reference today's date and signed on the front page by all five members in substitution for the previous Articles of Association of the Company.

#### AGREEMENT

The undersigned, persons entitled to vote on the Resolution on 9 November 2018 hereby irrevocably agrees to the Resolution.

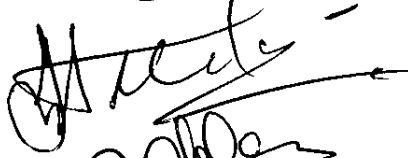
Signed by        Nigel Mawer



Signed by        Tim Ollerenshaw



Signed by        Michael Titmus



Signed by        Richard Gardner



Signed by        Jake Marsh



Date                ..... 09.11.18 .....

THURSDAY



A09        \*A7IRHOX6\*        #46  
15/11/2018  
COMPANIES HOUSE

Company No: 4509423

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**PRIVATE COMPANY LIMITED BY GUARANTEE  
ARTICLES OF ASSOCIATION  
OF  
DARTS REGULATION AUTHORITY**

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**ADOPTED BY A SPECIAL RESOLUTION ON**

**9 November 2018**

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PART 1  
INTERPRETATION AND LIMITATION OF LIABILITY

**1. Defined terms**

1.1 In the articles, unless the context requires otherwise:

<b>"articles"</b>	the Company's articles of association;
<b>"asset locked body"</b>	means: <ul style="list-style-type: none"><li>(i) a community interest company, charity or Scottish charity; or</li><li>(ii) a body established outside Great Britain that is equivalent to any of those persons;</li></ul>
<b>"Associate Member"</b>	<i>a Person who is expressed to be an Associate Member and who has certain contractual rights and responsibilities to the Company and is by contract subject to the bye laws of the Company and any regulations pertaining to being an Associate Member. An Associate Member is not a Member of the Company;</i>
<b>"Annual General Meeting"</b>	a General Meeting held pursuant to Regulation 29.1
<b>"bankruptcy"</b>	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
<b>"Board"</b>	the board of directors of the Company or a duly constituted committee of the board of directors;
<b>"Chairman"</b>	being the chairman of a meeting of the Directors, the Board or the chairman of a General Meeting of the Company as the context requires;
<b>"chairman of a General Meeting"</b>	has the meaning given in Regulation 29.5;
<b>"Chief Executive Officer"</b>	means an employee of the Company acting in the role as defined in Regulation 24.1 (a);

<b>"Companies Acts"</b>	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;
<b>"Company"</b>	means the Darts Regulation Authority a company limited by guarantee and incorporated in England and Wales with the company registration number 4509423.
<b>"company connected"</b>	a company that a Member or a member of the Board owns greater than one percent of the paid up capital of such company;
<b>"Country"</b>	a self-governing geographical area of the world recognised as such by international law and international governmental bodies;
<b>"Darts"</b>	professional darts;
<b>"director"</b>	means a director of the Company or a company as the context requires, and includes any person occupying the position of director, by whatever name called;
<b>"document"</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>"electronic form"</b>	has the meaning given in section 1168 of the Companies Act 2006;
<b>"Game"</b>	the game of darts when played by Players who have agreed or consented to the game being conducted in compliance with the Rules;
<b>"General Meeting"</b>	a General Meeting of the Members of the Company;
<b>"Honorary Member"</b>	has the meaning given in Regulation 26.1;
<b>"Life Member"</b>	has the meaning given in Regulation 26.2;
<b>"Match Official"</b>	a person licenced by the Company to supervise and/or referee a Game or tournament of Games;
<b>"Member"</b>	any member of the Company elected in accordance with the provisions of these Regulations and 'Membership' shall be interpreted accordingly;
<b>"Objects"</b>	the objects of the Company as expressed in these Regulations;
<b>"Officers"</b>	means a Chairman, treasurer and Secretary respectively;

<b>"ordinary resolution"</b>	has the meaning given in section 282 of the Companies Act 2006;
<b>"participate"</b>	in relation to Board meetings, has the meaning given in Regulation 13;
<b>"permitted industrial and provident society"</b>	means an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
<b>"Person"</b>	any natural or legal person;
<b>"Player"</b>	any darts player whether or not a Member and whether or not registered as a darts player with the Company and participating in any darts event or activity held under the rules and regulations provided by the Company;
<b>"proxy notice"</b>	has the meaning given in Regulation 31;
<b>"registered charity"</b>	a charity registered with and supervised and regulated by the Charity Commission under the Charities Act 2011.
<b>"Regulations"</b>	these Articles;
<b>"Rules"</b>	the rules of the Game published by or on behalf of the Company from time to time compiled or endorsed as the rules of the Game by Company, in accordance with these Regulations and the rules regulations byelaws of the Company, including without limitation rules and regulations governing competitions for men and women in darts;
<b>"seal"</b>	the common seal of the Company;
<b>"Season"</b>	the darts playing season as resolved by the Board from time to time;
<b>"Secretary"</b>	means the secretary of the Company, if any, appointed in accordance with Regulation 10.2 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
<b>" General Meeting"</b>	any General Meeting of the Company which is not an Annual General Meeting
<b>"special resolution"</b>	has the meaning given in section 283 of the Companies Act 2006;

<b>"subsidiary"</b>	has the meaning given in section 1159 of the Companies Act 2006; and
<b>"United Kingdom"</b>	means, England, Scotland, Wales and Northern Ireland;
<b>"writing"</b>	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;
<b>"working day"</b>	means any day other than Saturday or Sunday or a public or bank holiday in the part of the United Kingdom in which the Company is registered; and
<b>"Year"</b>	any calendar year.

- 1.2 In these Regulations, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification, replacement, consolidation or re-enactment of that provision in force from time to time.
- 1.3 In these Regulations, unless the context otherwise requires, the masculine includes the feminine and the neuter, and the singular includes the plural and vice versa.

## **2. Objects, Power and Asset Lock**

- 2.1 The Objects of the Company are:
- (a) to preserve the prestige and dignity of the Company by the provision, passing and variation of all such rules and regulations and byelaws as the Members or the Board shall from time to time determine;
  - (b) to compile, revise, reuse and maintain the Rules;
  - (c) to compile, revise, reuse and maintain a register of Darts players;
  - (d) to provide bye rules, regulations and byelaws or otherwise for deciding and settling of the differences that may arise in reference to due compliance by Players and/or Members with the Rules or to any other matter of dispute or difference arising between Members (whether the Company is a party to the dispute or not) and to make such provisions for enforcing any award or decision as the Company or its Board deem proper and consistent with its Objects;
  - (e) to provide such assistance or education to any darts association or club (home or abroad) as the Board may determine as appropriate provided such assistance is not in breach of these Regulations or the bye rules, regulations and byelaws of the Company from time to time;
  - (f) to preserve the prestige and dignity of the sport of darts and to *improve the standard of darts playing throughout the world*;

- (g) to support the worldwide development of the Game and tournaments of the Game and the dissemination of details of darts competitions and technical and other information including as to the Rules to Members as the Board consider appropriate; and
- (h) to co-operate with and endorse (where appropriate) other organisations whether located in the United Kingdom or elsewhere which have Objects similar to those of the Company.

## 2.2 Powers of the Company:

- (a) to do all such lawful things that the Board may determine in good faith are to facilitate or are necessary or conducive or are incidental to the achievement of one or more of the Objects above and without limitation shall include the following:
  - i) to borrow and raise money for the promotion of the Objects of the Company and all matters ancillary to the same, such borrowings to be in such manner and with such security as the Board may think fit;
  - ii) to raise money through grants or other gifts or for any other assistance;
  - iii) to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests;
  - iv) to invest the moneys of the Company not immediately required for its purposes;
  - v) to purchase or to otherwise acquire property, real property, assets and liabilities and engagements as may lawfully be acquired or undertaken by the Company;
  - vi) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights, or privileges and to construct, maintain and alter any building or structure;
  - vii) subject to Regulation 2, to sell, let, mortgage, dispose of or turn to account all or any property or assets of the Company;
  - viii) to undertake and to execute any trust;
  - ix) subject to Regulation 2, instruct, engage or employ and pay architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff;
  - x) to establish and support or aid any charitable trust, not for profit association, community interest company or institution and such support shall include anything which in the reasonable opinion of the Board furthers the Objects of the Company and by way of example without limitation includes the subscription of or donation of monies and the guarantee of debt;
  - xi) to publish or circulate, or to procure to be published and circulated (whether gratuitously or not) any Rules, regulations,

newspaper, periodical, magazine, book, pamphlet, leaflet, or other document in printed or any electronic or mechanically or optically readable form;

- xii) to do or provide such matters that may be considered necessary for or ancillary to the comfort, condition, conveyance, convenience or benefit of Members;
  - xiii) to strive to ensure that in all its activities, there shall be no discrimination towards or against peoples of different race, religion, politics, age, gender, sexual orientation; and
  - xiv) to strive to ensure that in all its activities, there shall be no discrimination towards or against people of different physical ability/disability, mental health and to strive to promote forms of the Game suitable for all abilities; and
- (b) to subscribe to, become a member of, or amalgamate or co-operate with any other organization, institution, society or body not formed or established for the purposes of profit (whether incorporated or not and whether in United Kingdom or elsewhere) whose Objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Regulation 2.3(a).

### 2.3 Asset Lock:

- (a) the income and the property of the Company shall be applied solely towards the promotion of its Objects as set forth herein and no distribution may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to Members, Directors, Associate Members or to any of them, or to any person claiming through any of them provided that nothing herein shall prevent any payment by the Company agreed by the Board acting in good faith:
- i) of interest on money lent by any Member to the Company at a rate of interest agreed by the Board as reasonable;
  - ii) of reasonable and proper rent for premises demised or let by any Member to the Company;
  - iii) of reasonable fees, remuneration or other benefit in money or money's worth to a Member, an Associate Member or a member of the Board or to a company connected with a Member, an Associate Member or member of the Board where such monies are due in respect of services provided to the Company on at arm's length basis and authorised by the Board; and
  - iv) of out of pocket expenses to a Member or to a member of the Board incurred on the business of the Company or the Board including for the attendance or assisting at or with competitions sanctioned by the Company,

- (b) if upon the winding up of dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to some other asset locked body or any number of them that have objects similar to the Objects of the Company at or before the time of dissolution and in so far as effect cannot be given to such provision, then to some registered charity or more than one of them.

### **3. Liability of Members**

The liability of each Member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company 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:

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

## PART 2 THE BOARD'S POWERS AND RESPONSIBILITIES

### **4. Directors' general authority**

- 4.1 Subject to these Regulations, the Board is responsible for the management of the Company's business, for which purpose the Board may exercise all the powers of the Company for the purpose of the Objects.

### **5. Members' reserve power**

- 5.1 The Members may, by special resolution, direct the Board to take, or refrain from taking, specified action.
- 5.2 No such special resolution invalidates anything which the Board have done before the passing of the resolution.

### **6. The Board may delegate**

- 6.1 Subject to these Regulations, the Board may delegate any of the powers which are conferred upon it under the Regulations:
  - (a) to such person or committee;
  - (b) by such means (including by power of attorney);
  - (c) to such an extent;
  - (d) in relation to such matters or territories; and

- (e) on such terms and conditions,  
as the Board thinks fit.

- 6.2 If the Board so specifies, any such delegation may authorise further delegation of the delegated powers by any person to whom they are delegated.
- 6.3 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

## **7. Committees**

- 7.1 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Regulations which govern the taking of decisions by the Board.
- 7.2 The Board may make rules of procedure for all or any committees, which prevail over rules derived from these Regulations if they are not consistent with them.
- 7.3 Any sub-Committee shall fully report all acts and proceedings to the Board as soon as is practicable. At least one member of the Board shall sit on any such sub-Committee.
- 7.4 A sub-Committee may elect a chairman of its meetings; if no such chair is elected, or if at any meeting the chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
- 7.5 A sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chair shall have a second or casting vote.

## DECISION-MAKING BY THE BOARD

## **8. Officers and Directors**

- 8.1 There must be a Board whose membership shall consist of:
  - (a) the "**Officers**" all of whom must be Members; and
  - (b) two or such other number of Members as may be decided from time to time by a special resolution of a General Meeting.

## **9. Notice of meetings of the Board**

- 9.1 The Board shall meet at least three times a year.
- 9.2 Any member of the Board may call a Board meeting by giving notice of the meeting to the other members or the Board or by authorising the Secretary (if any) to give such notice.
- 9.3 Notice of any meeting of the Board meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) 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.

9.4 Notice of a Board meeting must be given to each member of the Board, but need not be in writing.

9.5 Notice of a Board meeting need not be given to members of Board who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than **seven** 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.

## **10. Quorum of the Board meetings**

10.1 At a Board meeting, unless a quorum is participating, save as provide in Regulation 10.2 no proposal is to be voted on, except a proposal to call another meeting.

10.2 If the Company has less Directors than required to form a quorum by these Regulations, or is unable to form a quorum as the Officers have not been appointed (assigned to Directors), then the Board may meet for the purpose of appointing additional members to the Board or for appointing one or more of its members as Officers or to summon a General Meeting but for no other purpose.

10.3 The quorum for Board meetings may be fixed from time to time by a decision of the members of Board, but it must never be less than three, and unless otherwise fixed it is three.

## **11. Chairing of the meetings of the Board**

11.1 The Directors may appoint a Member to chair their meetings.

11.2 The person so appointed for the time being is known as the Chairman.

11.3 The Directors may terminate the Chairman's appointment by a simple majority vote (provided such matter was included in the business of the meeting in the notice of the meeting) at any time but such termination of his appointment as Chairman has no effect on his membership of the Board.

11.4 If the Chairman is not participating in the Board meeting within ten minutes of the time at which it was to start, the Secretary shall chair the meeting or in his absence, the participating Directors must appoint one of themselves to chair it.

## **12. Casting vote**

If the numbers of votes for and against a proposal are equal, the Chairman or such other Board member chairing the meeting has a casting vote. However, this does not apply if, in accordance with these Regulations, the Chairman or other member is not to be counted as participating in the decision-making process for quorum or voting purposes and in such case the proposal is defeated.

## **13. Participation in Board meetings**

13.1 Subject to these Regulations, Directors participate in a Board meeting, or sub-committee or sub-meeting, when:

- (a) the meeting has been called and takes place in accordance with these Regulations; and
- (b) 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 members are participating in a meeting, it is irrelevant where any member is or how they communicate with each other.

13.3 If all the members 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. Conflicts of interest**

14.1 If a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a member of the Board is interested, that member is not to be counted as participating in the decision-making process for quorum or voting purposes.

14.2 But if Regulation 14.3 applies, a member of the Board who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.

14.3 This Regulation applies when:

- (a) the Company by ordinary resolution disapplies Regulation 14.1, which would otherwise prevent a member of the Board from being counted as participating in the decision-making process;
- (b) the member of the Board's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the member of the Board's conflict of interest arises from a permitted cause.

14.4 For the purposes of this Regulation, the following are permitted causes:

- (a) a guarantee given, or to be given, by or to a member of the Board in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
  - (b) subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
  - (c) arrangements pursuant to which benefits are made available to employees and Directors or to former employees and former Directors of the Company or to employees and directors or former employees and former directors of any subsidiary of the Company which do not provide special benefits for their employees or directors or former employees or former directors.
- 14.5 For the purposes of this Regulation, references to proposed decisions and decision-making processes include any Board meeting or part of a Board meeting.
- 14.6 Subject to Regulation 14.7, if a question arises at a meeting of the Board or of a committee thereof as to the right of a member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman (or chairman of the meeting if different) whose ruling in relation same is to be final and conclusive.
- 14.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman of the meeting, the question is to be decided by a decision of the Directors participating in the meeting, for which purpose the Chairman of said meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **15. Directors to take decisions collectively**

The general rule about decision-making by Directors is that any decision by Directors must be made at a quorate meeting of the Board and by a majority decision at said meeting.

## **16. Unanimous decisions**

- 16.1 A decision of the Board is taken in accordance with this Regulation when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- 16.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible member of the Board or to which each eligible member of the Board has otherwise indicated agreement in writing.
- 16.3 References in this Regulation 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 meeting of the Board.

- 16.4 Save as provided by Regulation 10.2, a decision may not be taken in accordance with this Regulation if the eligible Directors would not have formed a quorum at such a meeting.

**17. Improper members taking part in meetings of the Board**

All acts done by any meeting of the Board or of a sub-Committee, or by any person acting as a member of the Board, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Board member and had been entitled to vote.

**18. Written resolutions of the Board**

A resolution in writing, signed by all the Directors entitled to receive notice of a Board meeting, shall be as valid and effective as if it had been passed at a Board meeting duly convened and held, and may consist of several documents in like form each signed by one Board member or more.

**19. Records of decisions to be kept**

- 19.1 The Board must ensure that the Company keeps a record, in writing or in electronically stored format, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the Board or any committee of or sub-committee of Board or any body that the Board has delegated any decision to (the "**minutes of the Board**").
- 19.2 The minutes of the Board will note any interest of any Director in the business of the meeting, record the substantive decision and also those Directors participating in the meeting and noting any Director excluded from part of the meeting pursuant to a conflict of interest. The minutes shall not record the voting of individual Directors but may record the fact that the decision was unanimous if that is the case.
- 19.3 The Directors must ensure that the Company keeps a record, in writing, for at least ten years from the date of the decision recorded, of every decision taken by a General Meeting, the said record to be signed by the Chairman presiding over the meeting of the General Meeting as a true and fair record of the decisions taken (the "**minutes of the General Meeting**").
- 19.4 The Directors shall prepare an annual report on the activity of the Company and statutory accounts to be laid before the Annual General Meeting.

**20. The Board's discretion to make further rules**

Subject to these Regulations, the Board may make any rule which it think fit about how it take decisions, and about how such rules are to be recorded or communicated to Directors.

## APPOINTMENT OF DIRECTORS

### **21. Methods of appointing Directors**

Any Member who is willing to act as a Director, and is permitted by law to do so, may be appointed to be as a Director and member of the Board:

- (a) by ordinary resolution of the Members; or
- (b) by a decision of the Board.

### **22. Retirement of Directors and Re-Election of Directors**

22.1 Any Director appointed pursuant to Regulation 21 other than at an Annual General Meeting shall hold office only until the next following Annual General Meeting, and shall then retire.

22.2 The Directors appointed at an Annual General Meeting shall be elected for a period of two years and shall retire immediately on the conclusion of the second Annual General Meeting after their appointment.

22.3 A retiring Director shall be eligible for re-election.

22.4 If the Company at the meeting at which a Board member retires by the expiry of his two years in office does not fill the vacancy the retiring Board member shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or a resolution for the reappointment of the Board member is put to the meeting and lost.

22.5 No person other than a Board member retiring at the General Meeting shall be eligible for election to the Board unless:

- (a) he is recommended by the Board; or
- (b) not less than forty nor more than sixty-one days before the date set for the General Meeting, there shall have been left at the registered office of the Company notice in writing signed by a Member qualified to attend and vote at the General Meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

22.6 Where pursuant to Regulation 22.5(b) the Company has received such notice, the Secretary shall, notwithstanding the fact that the notice of General Meeting may have been sent to all Members, amend any notice of the General Meeting to include the proposal and distribute said notice to Members and others entitled to receive notice of the General Meeting ensuring that such notice is sent pursuant to the time table required by Regulation 29.3

22.7 The office of a Board member shall be vacated if that member:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) ceases to be a Board member by virtue of any provision in the

Companies Acts; or becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

- (c) resigns his office by one month's written notice to the Company (but only if at least one Board member will remain in office when the notice of resignation is to take effect).

22.8 The Company may by a special resolution of which special notice has been given in accordance with Section 312 of the Companies Act, remove any Board member before the expiration of his period of office, notwithstanding anything in these Regulations or in any agreement between the Company and such member of the Board. The Company may in accordance with Regulation 21 appoint another person in place of a Board member removed under this Regulation.

### **23. Remuneration of Directors**

23.1 The Directors may undertake any services for the Company that the Board may decide from time to time and be remunerated for services as provided by this Regulation 23.

23.2 In respect to their service as Directors, Directors may be paid such remuneration and expenses as the Board may determine from time to time.

23.3 Subject to these Regulations, Director's remuneration may:

- (a) take any form;
- (b) 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;
- (c) unless the Directors decide otherwise, Directors' remuneration accrues from day to day; and
- (d) unless the Board decides otherwise, the Directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

23.4 Nothing in Regulations 23.1 to 23.3 shall prevent or inhibit the payment of:

- (a) reasonable fees, remuneration or other benefit in money or money's worth to a Member, an Associate Member or a member of the Board or to a company connected with a Member, an Associate Member or member of the Board where such monies are due in respect of services provided to the Company on at arm's length basis and authorised by the Board; and
- (b) of out of pocket expenses to a Member or to a member of the Board incurred on the business of the Company or the Board including for

the attendance or assisting at or with competitions sanctioned by the Company,

## POWERS AND DUTIES OF THE BOARD

### **24. Powers and Duties of the Board**

24.1 Without limiting the duties of the Board under the provisions of Regulation 4.1, the Board shall:

- (a) consider the appointment of and if appropriate appoint a Chief Executive Officer to act as a managing director, who should attend all meetings of the Board and sub-committees. The Chief Executive Officer shall be remunerated and shall not be entitled to vote unless he is also a Director. The Chief Executive Officer shall be responsible for the engagement of staff for the Company's Office, with the approval of the Board;
- (b) examine any proposals from Members or sub-committees which are to be discussed at a General Meeting, and to submit such reports thereon as they think fit and to submit to a General Meeting any other proposals they may deem desirable;
- (c) conduct and administer the finances of the Company in a prudent manner for the purposes of assuring the continuation of the activities and programmes of the Company in pursuance of the Objects;
- (d) to accept a Member to Membership of the Company in accordance with Regulation 3;
- (e) to suspend a Member's Membership of the Company; and
- (f) to caution or censure a Member; and
- (g) to reinstate a Member suspended by the Board.

24.2 The Board may only exercise its suspensive powers under Regulation 24.1(e) if:

- (a) a Member has failed to pay the appropriate subscription and/or fee or failed to put in place a continuing subscription acceptable to the Board for any Year by 31<sup>st</sup> January of that Year;
- (b) in the opinion of the Board, the Member has infringed any one or more of the rules byelaws, Regulations;
- (c) in the opinion of the Board, the Company is better able to achieve any of its Objects by the suspension of a Member.

24.3 Save for a suspension consequent to Regulation 24.2(a), before the Board may exercise its suspensive powers under Regulation 24.1(e) the Member must have been sent notice in writing of the alleged infringement or failure under Regulation 24.2 (b) or (c), at least one month before the next Board meeting, at which the Member will be afforded a reasonable opportunity of being heard.

PART 3  
MEMBERS

**25. Applications for membership**

- 25.1 The individuals and/or entities who are Members at the date of adoption of these Regulations and such other individuals and/or entities as are elected Members in accordance with the Regulations for the time being of the Company and no other person or entity, may be Members.
- 25.2 No person shall become a Member of the Company unless:
- (a) that person has completed an application for membership of the Company in a form approved by the Board; and
  - (b) the Board have approved the application.
- 25.3 The Board shall have power to refuse membership to any person or entity applying in accordance with these Regulations provided such power is exercised in good faith and for the benefit of the Company.
- 25.4 The Board may from time to time issue an invitation inviting any Person (in the case of natural person, aged 16 years or over) to apply for membership of the Company on such terms as the Board may decide but including:
- (a) the completion and signing of a Membership application form in the form required by the Board;
  - (b) the signing of a declaration that he will abide by these Regulations as amended from time to time;
  - (c) the payment of the appropriate joining fee in accordance with Regulation 25.6; and
  - (d) the payment of the appropriate first annual subscription fee in accordance with Regulation 25.7
- 25.5 Without prejudice to Regulation 25.3, the following shall be admitted to membership of the Company:
- (i) any person or entity complying with Regulation 25.4;
  - (ii) any person or entity appointed a member of the Board;
  - (iii) any person appointed an Honorary Member in accordance with these Regulations; or
  - (iv) any person appointed a Life Member in accordance with these Regulations;
- 25.6 Any person or entity applying to become a Member in accordance with Regulation 25.4 shall pay to the Company a non-returnable joining fee in such amount as shall be fixed by the Board.
- 25.7 Each Member shall pay to the Company a non-returnable annual subscription fee in such other amount as shall be fixed by the Board.

The fee shall be paid by persons or entities applying for Membership as provided by Regulation 25.4 and by all other Members not later than 31<sup>st</sup> January in the Year to which such fees relate. A Member who fails to pay the fee by 31<sup>st</sup> January (or by such later date as the Board may allow) shall cease to be a Member of the Company at the end of the then current Season.

25.8 Subject to these Regulations, the number of Members of the Company from time to time shall be unlimited.

25.9 No Member shall transfer his Membership to another person, organisation or body.

## **26. Honorary Members/Life Members**

26.1 The Board may appoint any person as an Honorary Member of the Company and such appointment shall be for that Membership year determined by the Board and be on such terms and enjoying such benefits as the Board shall decide.

26.2 The Board shall have the power to appoint any person as a Life Member of the Association on such terms and enjoying such benefits as the Board shall decide.

## **27. Termination of membership**

27.1 Except as provided by this Regulation 27, no Member may be expelled or shall otherwise cease to be a Member of the Company.

27.2 A Member shall cease to be a Member if:

- (a) in the case of an individual, he dies;
- (b) in the case of any entity, it falls into liquidation (other than a voluntary liquidation for the purpose of a bona fide reconstruction only);
- (c) the Member fails to pay the annual subscription fee as provided by Regulation 25.7;
- (d) the Member ceases to be a member of Board and is not at the relevant date a Member of the Company by virtue of any other provision, in these Regulations;
- (e) the Member is expelled pursuant to Regulation 27.3;
- (f) the Member is expelled as a result of disciplinary proceedings pursuant to these Regulations;
- (g) the Member retires or resigns as a Member by giving not less than one month's written notice addressed to the Secretary at the Company's registered office; or
- (h) being an Honorary Member, his annual Membership is not renewed by the Board.

- 27.3 Provided always that the power is exercised *bona fide* for the benefit of the Company as a whole and shall be capable of application without discrimination to all Members of the Company, 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 of the Company 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 Resolutions may prescribe for the purpose PROVIDED THAT any Member so expelled may give notice of appeal to the Secretary within 21 days of the passing of such Resolution whereupon the Secretary shall, as soon as reasonably convenient, convene an 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 Members. Such expelled Member shall be entitled to attend and speak at the General Meeting.

## **28. Basic obligations of Members**

On or by virtue of admission to Membership a Member of the Company:

- (a) agrees to indemnify the Board and each of its members from time to time in respect of all liabilities incurred by them or any of them in the exercise or purported exercise of their powers under these Regulations so far as such liabilities cannot be discharged out of the Company's funds; and
- (b) waives all rights which he or she may have against any member of the Board resulting from the exercise or purported exercise by the Board or any of its members of any of their powers under these Regulations in good faith.

## **ORGANISATION OF GENERAL MEETINGS**

## **29. General Meetings**

### **29.1 Annual General Meeting**

- (a) The Board shall determine the date and time and venue of each Annual General Meeting and the same shall be confirmed to the preceding Annual General Meeting.
- (b) The date for each Annual General Meeting shall not be more than 15 months after the previous Annual General Meeting.
- (c) Notwithstanding Regulation 29.1(a) above, the Board shall serve notice on the Membership of each the Annual General Meeting as provided for notice of General Meetings by these Regulations.
- (d) The business to be transacted at Annual General Meetings shall include the consideration of the accounts, balance sheets, and the reports of the Board, the election of Directors in the place of those retiring.

## **29.2 General Meetings**

Any other General Meeting other than an Annual General Meeting shall be described as a General Meeting.

## **29.3 Notice for calling meetings of General Meeting**

- (a) Any meeting of Members (a General Meeting) shall be called by no less than 30 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Regulations of the Company, entitled to receive such notices from the Company provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Regulation, be deemed to have been duly called if it is so agreed:
  - i) in the case of the Annual General Meeting, by all the Members entitled to attend and vote; and
  - ii) in the case of any other meeting, by seventy-five percent of the Members entitled to attend and vote.
- (b) Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
  - (i) every Member;
  - (ii) every person being a legal personal representative or a trustee in bankruptcy or a Member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
  - (iii) each Board member.
- (c) No other person shall be entitled to receive notices of General Meetings.
- (d) A failure to give notice to one or more of those entitled to receive notice shall, provided said failure was not in bad faith, not invalidate the General Meeting.

## **29.4 Quorum for General Meetings**

- (a) No business other than the appointment of the Chairman of the General Meeting is to be transacted at the General Meeting if the persons attending it do not constitute a quorum.
- (b) Four Members attending the General Meeting either in person or through their nominated representative (attendance to include by telephone or video-conferred facility) shall be a quorum.
- (c) If within half an hour from the time appointed for the General Meeting a quorum is not present, the General Meeting, if

convened upon the requisition of Members, shall be dissolved, in any other case it shall be adjourned to the same day in the next week at the same time and place as the Board may determine.

- (d) Should the General Meeting become inquorate at any point during after its commencement, the Chairman shall suspend the business of the meeting for a maximum of 15 minutes to allow Members who are not within the meeting to return to the General Meeting or for additional Members to join the General Meeting. If after the 15 minute suspension, a quorum is not present, the General Meeting, if convened upon the requisition of Members, shall be dissolved, in any other case it shall be adjourned to the same day in the next week at the same time and place as the Board may determine.

#### **29.5 Chairman of General Meetings**

- (a) If the Board have appointed a Chairman, the Chairman of the Board shall chair General Meetings if present and willing to do so.
- (b) If the Board have not appointed a Chairman, or if the Chairman is unwilling to chair the meeting or is not present within fifteen minutes of the time at which a meeting was due to start:
  - i) the Directors present shall elect one of their number to chair the meeting; or
  - ii) (if no Directors are present), the meeting, must appoint a Member to chair the meeting, and the appointment of the Chairman of the General Meeting must be the first business of the meeting.
- (c) The person chairing a meeting in accordance with this Regulation is referred to as the "Chairman of the General Meeting".

#### **29.6 Attendance and speaking at General Meetings**

- (a) Only Members who have paid their subscriptions and fees (or put in place a continuing subscription arrangement acceptable to the Board) for the current year may take part in any General Meeting.
- (b) A Member being a corporate body or a non-incorporated organisation but not an individual may be represented at the General Meeting by a single delegate authorised for that purpose. Such representative must be duly authorised by the said Member according to its own constitution and such Members must certify the name of their delegate in writing to the Secretary prior to the commencement of the General Meeting. The Company and the Chairman of the General Meeting are not required to consider whether or not the delegate was or has been duly authorised by the Member and save for obvious error or obvious fraud can rely on the aforementioned certification of the name of the delegate to the Secretary. The delegate so authorised shall be entitled to exercise the same powers on behalf of the Member he represents as the said Member could exercise if it were a natural person

attending the General Meeting as a Member. A delegate may only represent one organisation Member.

- (c) A person shall be regarded as attending the General Meeting if such person is in a position to communicate to all those attending the General Meeting, during the General Meeting, any information or opinions which that person has on the business of the General Meeting notwithstanding that such communication may be via electronic media. For the purpose of this Regulation, such communications need only be by audio. For the avoidance of doubt, in determining attendance at the General Meeting, it is immaterial whether any two or more Members attending it are in the same place as each other 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.
- (d) A person is able to exercise the right to vote at the General Meeting when:
  - i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - ii) 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.
- (e) The Board may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.

#### **29.7 Attendance and speaking by Directors and non-Members**

- (a) Directors may attend and speak at a General Meeting, whether or not they are Members.
- (b) The Chairman of a General Meeting may permit other persons who are not Members to attend and speak at the General Meeting.

#### **29.8 Adjournment**

- (a) The Chairman of the General Meeting may adjourn a General Meeting at which a quorum is present if:
  - i) the Directors present shall elect one of their number to chair the meeting; or
  - ii) the meeting consents to an adjournment, or
  - iii) it appears to the Chairman of the General 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.
- (b) The Chairman of the General Meeting must adjourn a General Meeting if directed to do so by the meeting.

- (c) When adjourning a General Meeting, the Chairman of the General Meeting must:
  - i) either specify the time and place to which it is adjourned; or
  - ii) state that it is to continue at a time and place to be fixed by the Board, and
  - iii) he or the Board as the case may be must have regard to any directions as to the time and place of any adjournment which have been given by the General Meeting.
- (d) If the continuation of an adjourned the General Meeting is to take place more than 14 days after it was adjourned, the Company must give at least **seven** clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
  - i) to the same persons to whom notice of a General Meeting is required to be given, and
  - ii) containing the same information which such notice is required to contain.

Otherwise the Company may rely on the notice of the adjournment provided by the Chairman of the General Meeting at the time of the adjournment if given or reasonable notice if on the adjournment the Chairman of the General Meeting stated that the General Meeting is to continue at a time and place to be fixed by the Board.

- (e) No business may be transacted at an adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.

#### VOTING AT A GENERAL MEETING

### **30. Voting at General Meetings**

#### **30.1 Voting**

- (a) A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Regulations.
- (b) 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.
- (c) Any such objection must be referred to the Chairman of the General Meeting whose decision is final.
- (d) Save as indicated elsewhere in these Regulations, every Member shall have one vote.
- (e) Unless a poll is demanded pursuant to these regulations, a declaration by the Chairman of the General Meeting that a resolution

has on a show of hands been carried or carried unanimously, or by a particular majority, or lost shall be binding and final and an entry to that effect in the minutes of the proceedings of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- (f) In the case of an equality of votes, whether on a show of hands or a poll, the Chairman of the General Meeting shall have a second and casting vote.

### 30.2 Poll Votes:

- (a) A poll on a resolution may be demanded:
  - i) in advance of the General Meeting where it is to be put to the vote; or
  - ii) 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.
- (b) A poll may be demanded by:
  - i) the Chairman of the General Meeting;
  - ii) a majority of Directors attending the General Meeting;
  - iii) three or more Members (or their authorised representative) having the right to vote on the resolution; or
  - iv) persons representing not less than one third of the total voting rights of all the Members attending the General Meeting and having the right to vote on the resolution.
- (c) A demand for a poll may be withdrawn if:
  - i) the poll has not yet been taken, and
  - ii) the Chairman of the General Meeting consents to the withdrawal
- (d) A poll demanded on the election of the Chairman of the General Meeting, or on a question of adjournment of the General Meeting, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the Chairman of the General Meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

## 31. Proxy Notices

### 31.1 Content of proxy notices

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

- (i) states the name and address of the Member appointing the proxy;
  - (ii) identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
  - (iii) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Board may determine; and
  - (iv) is delivered to the Company in accordance with the Regulations and any instructions contained in the notice of the General Meeting to which they relate.
- (b) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) 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.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:
  - (i) 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
  - (ii) 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.

### 31.2 Delivery of proxy notices

- (a) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- (b) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given.
- (c) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the General Meeting or adjourned General Meeting to which it relates.
- (d) If a proxy notice is not executed by the Member appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor Member's behalf.

### **32. Amendments to resolutions**

- 32.1 An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
- (a) 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 General Meeting may determine); and
  - (b) the proposed amendment does not, in the reasonable opinion of the Chairman of the General Meeting, materially alter the scope of the resolution.
- 32.2 A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:
- (a) the Chairman of the General Meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 32.3 If the Chairman of the General 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.

### **33. Written Resolutions**

Subject to the provisions of the Companies Acts, a resolution in writing signed by the requisite majority of the Members entitled to receive notice of and to attend and vote at the General Meeting (or being organisation Members by their duly authorised delegates) shall be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more Members.

## PART 4 ADMINISTRATIVE ARRANGEMENTS

### **34. Means of communication to be used**

- 34.1 Subject to these Regulations, anything sent or supplied by or to the Company under the Regulations 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 the Companies Act to be sent or supplied by or to the Company.
- 34.2 Subject to these Regulations, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that the Board member has asked to be sent or supplied with such notices or documents for the time being.

- 30.3 A member of the Board may agree with the Company that notices or documents sent to that member of the Board 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.

### **35. Company seals**

- 35.1 Any common seal may only be used by the authority of the Board;
- 35.2 The Board may decide by what means and in what form any common seal is to be used.
- 35.3 Unless otherwise decided by the Board, if the Company 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.
- 35.4 For the purposes of this Regulation, an authorised person is:
- (a) any member of the Board;
  - (b) the Secretary (if any); or
  - (c) any person authorised by the Board for the purpose of signing documents to which the common seal is applied.

### **36. No right to inspect accounts and other records**

Except as provided by law or authorised by the Board or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

### **37. Cessation of the business of the Company**

#### **37.1 Dissolution**

If:

- a) the Board is of the opinion that the Objects cannot be achieved; or
- b) the Board shall be of the opinion that the Objects have been accomplished; or
- c) the Board shall be of the opinion that the Company is insolvent or unable to pay its debts as they fall due,

the Board shall immediately take professional advice on the course of action to be followed and the consequences of same and be authorised to call a General Meeting and put before it any appropriate resolution including but not limited to an ordinary resolution to place the Company into liquidation.

#### **37.2 Provision for employees on cessation of business**

The Board may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a member of the Board or former member of the Board or a shadow member of the Board) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

## PART 5 DIRECTORS INDEMNITY AND INSURANCE

### **38. Indemnity**

38.1 Subject to Regulation 38.2, a member of the Board may be indemnified out of the Company's assets against:

- (a) any liability incurred by that Board member in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
- (b) any liability incurred by that member of the Board in connection with the activities of the Company 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); or
- (c) any other liability incurred by that member of the Board as an officer of the Company or an associated company.

38.2 This Regulation does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act and in particular section 232 of said Companies Act or by any other provision of law.

38.3 In this Regulation 38:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "**member of the Board**" means any director or former director of the Company or an associated company.

### **39. Insurance**

39.1 The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of a or any member of the Board in respect of any relevant loss.

39.2 In this Regulation 39:

- (a) a "**member of the Board**" means any director or former director of the Company or an associated company.
- (b) a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant member of the Board in connection with that member's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and

- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

PART 6  
BYE LAWS RULES AND REGULATIONS

**40. Bye laws, Rules and regulations.**

40.1 The Board may from time to time make such regulations or Bye Laws or Rules as it may deem necessary or convenient for the proper conduct and management of and/or the conduct of:

- a) the Company;
- b) Directors;
- c) employees of the Company;
- d) conduct of Members;
- e) a Game;
- f) Associate Members and Members;
- g) the setting of fees, subscriptions, fines and the like;
- h) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes; or
- i) the procedure at a General Meeting and meetings of the Board and sub-Committees in so far as such procedure is not regulated by these Regulations, and the Companies Acts,

provided that any such regulation, bye law or Rule is subordinate to these Regulations.

40.2 The General Meeting shall have power to alter or repeal the regulations, Bye Laws and Rules and to make additions to them and the Board shall adopt such means as they deem sufficient to bring to the notice of Members all such Regulations and Bye Laws and Rules, which, so long as they shall be in force, shall be binding on all Members. PROVIDED, nevertheless, that no Regulation or Bye Law or Rule shall be inconsistent with, or shall affect or repeal anything contained in, these Regulations.

**41. Discipline and Conduct**

41.1 Notwithstanding the provisions of Regulations 27.3 and 40 the Board shall have power by majority decision from time to time and at any time:

- (a) to make and enforce rules and regulations with regard to the conduct of Players and/or Members which could injure or discredit the Company or bring the game of darts into disrepute;
- (b) to make and enforce Rules and regulations regarding the participation

of Players and/or Members in and the conduct of darts tournaments or Games;

- (c) to make and enforce rules of the game of darts; and
- (d) to discipline Members and/or Players for breaches of any rules and regulations made in accordance with this Regulation 41 and to provide procedures, rules and regulations in relation thereto.

#### **42. Accounts**

- 42.1 The Board shall be responsible for the management of the finances of the Company. The Board shall cause accounts to be prepared in accordance with the appropriate Generally Accepted Accounting Principles and in accordance with the provisions of the Companies Acts. The Board shall lay the said accounts before the General Meeting in the next General Meeting.

#### **43. Bank Accounts and Receipts of Monies**

- 43.1 The Board shall maintain a bank account in the Company's name at a bank (to be selected from time to time by the Board) into which any monies belonging or paid to the Company shall be paid. Money not for the time being required for the purposes of the Board shall be placed on deposit in the manner determined by the Board in its absolute discretion but always in the name of the Company.
- 43.2 Subject to these Regulation all cheques and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.