



## SPECIAL RESOLUTION

ARTICLES OF ASSOCIATION of The English Bridge Union Limited

***Proposed changes for the AGM Shareholders meeting Wednesday 23<sup>rd</sup> November 2016***

### Standing Committee Reform

1. That the Articles of Association be amended by:
  - a) Deleting the definition of "Tournament Committee"
  - b) Amending Article 16.1 to read:

"There shall be two Standing Committees of the Board, namely a Selection Committee and a Laws and Ethics Committee (constituted in accordance with this Article 16), together with such other Standing Committees as the Board shall determine from time to time. These Standing Committees shall have authority, subject to the direction of and in accordance with the principles laid down in these Articles, the Bye Laws or from time to time by the Members in general meeting, to exercise such powers of the Directors as the Directors shall determine. Standing Committees may exercise such powers through sub-committees if they consider it desirable to do so."
  - c) Amending Article 16.16 by deleting the second sentence
  - d) Amending Article 16.17 by deleting the words: "the Tournament Committee and"
  - e) Amending Article 16.19(e) by deleting the words: "either the Tournament Committee or"

### Changes in red:

Article 16.1 Delete definition of "Tournament Committee"

Article 16.1 to read:

"There shall be ~~three~~ two Standing Committees of the Board, namely a Selection Committee, ~~a Tournament Committee~~ and a Laws and Ethics Committee (constituted in accordance with this Article 16), together with such other Standing Committees as the Board shall determine from time to time. These Standing Committees shall have authority, subject to the direction of and in accordance with the principles laid down in these Articles, the Bye Laws or from time to time by the Members in general meeting, to exercise such powers of the Directors as the Directors shall determine. Standing Committees may exercise such powers through sub-committees if they consider it desirable to do so."

Article 16.16 by deleting the second sentence:

"The Chairman and Vice-Chairman shall be ex-officio members of all the Standing Committees. ~~Additionally, the Treasurer shall be an ex-officio member (but may not be the chairman) of the Tournament Committee.~~"

Article 16.17 by deleting the words: "the Tournament Committee and":

"The Board may appoint one additional Director to be an ex-officio member of the Selection Committee. The Chief Tournament Director shall be an ex-officio member (but may not be the chairman) of ~~the Tournament Committee and~~ the Laws and Ethics Committee."

Article 16.19(e) by deleting the words: "either the Tournament Committee or"

"(e) no member of the Company's panel of Tournament Directors may be the Chairman or Vice –Chairman of ~~either the Tournament Committee or~~ the Laws and Ethics Committee."