



AGM Shareholders Meeting
22nd November 2017
Agenda Item 4.2

SPECIAL RESOLUTION

ARTICLES OF ASSOCIATION of The English Bridge Union Limited

Proposed changes for the AGM Shareholders meeting Wednesday 22nd November 2017

*Motion to approve changes to the Articles relating to the Role of General Manager & Deputy Chief
Tournament Director in relation to Standing Committees*

Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a Committee with two or more members shall be governed by the Articles regulating the proceedings of Directors insofar as they are capable of applying.

15.2 The Directors may also establish Working Groups to make recommendations to the Board and/or Standing Committees. No Directors' powers may be delegated to Working Groups. Members of Working Groups do not have to be EBU members.

15.3 The General Manager may attend, ~~but not~~ and vote at, any meeting of any Standing Committee or any other Committee or Working Group established by the Board.

16 STANDING COMMITTEES OF THE BOARD OF DIRECTORS

16.1 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.

16.2 Unless otherwise determined by ordinary resolution and subject to Article 16.6, each Standing Committee shall consist of not more than seven Ordinary Player Members elected by the Members in accordance with this Article 16, the ex-officio members of the Standing Committee referred to in Article 16.16, any members of the Standing Committee appointed in accordance with Article 16.17 and any members of the Standing Committee co-opted in accordance with Article 16.18.

16.3 All members of the Standing Committees must be Player Members in good standing.

16.4 Members of the Standing Committees must be at least 18 years of age. There is no maximum age limit.

16.5 Any member of a Standing Committee shall hold such office until:

- (a) the expiry of his term of office as determined in accordance with Article 16.7; or
- (b) he dies, resigns from the Committee or ceases to be eligible to be a member of the Committee;

whichever shall first happen.

16.6 Notwithstanding any other provision of this Article 16 (but subject to Articles 16.16 to 16.23), the persons who were the elected members of the Committees of the former unincorporated association which was known as the English Bridge Union immediately prior to its dissolution shall automatically be appointed as the members of the equivalent Standing Committee upon the adoption of these Articles, without the need for any nomination, election, resolution or other action to be taken.

16.7 The term of office of member of a Standing Committee shall expire:

- (a) in the case of a member of the Standing Committee appointed pursuant to Article 16.6, at the commencement of the Annual General meeting; in the case of a member of the Standing Committee appointed in place of a member who resigns, dies or ceases to be eligible to be a member, before the expiry of his term of office, on the expiry of the term of office of the member in whose place he has been appointed;
- (b) in the case of a member of the Standing Committee elected on the occasion of the first use of rolling elections pursuant to Article 16.15, at the commencement of the Annual General Meeting which falls the number of years after his election specified in Article 16.15; and

(c) the longest terms of office remaining available (after the filling of vacancies pursuant to paragraphs (a) and (b) above) to the persons filling vacancies pursuant to an election held under Article 16.12, the term of office of the longest duration being given to persons receiving the highest number of votes and so on.

16.14 In the event that it is necessary to allocate terms of office of different durations to persons having equal entitlement under Article 16.13, a poll shall be taken at the Annual General Meeting to determine the allocation of such terms of office, the longest term of office being allocated to the person receiving the highest number of votes and so on. Each Member shall be entitled to a number of votes in such poll as is equal to the number of Shares held by him.

16.15 The Company may, by ordinary resolution, determine that any elections for the appointment of the members to any one or more Standing Committees shall be 'rolling elections', giving each of the elected nominees a three year term in office. In the event that such 'rolling elections' are adopted in relation to any Standing Committee, then on the first occasion on which such system is used to appoint the members of such Standing Committee:

(a) the term of office of the three nominated persons who receive the most votes in such elections shall end on the commencement of the Annual General Meeting of the Company which falls three years after their appointment;

(b) the term of office of the two nominated persons who receive the next highest number of votes after the persons referred to in Article 16.15 (a) shall end on the commencement of the Annual General Meeting of the Company which falls two years after their appointment; and

(c) the term of office of the remaining nominated persons who are elected to the Standing Committee in accordance with Article 16.12 shall end on the commencement of the Annual General Meeting of the Company which falls one year after their appointment;

(and the term of office of any subsequent appointee to the Standing Committee shall be as specified in Article 16.7).

16.16 The Chairman and Vice-Chairman shall be ex-officio members of all the Standing Committees.

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

16.18

(a) If for any reason the number of elected members of any Standing Committee falls below seven then the Board may appoint a member or members to make the full complement. These appointed members will have full voting rights and will retire in accordance with Article 16.7(a) i.e. at the next AGM.

(b) With the agreement of the Board each Standing Committee has the power to co-opt non-voting members for a purpose limited to one or more particular aspects of the Committee's work.

16.19 The chairman of each Standing Committee shall be elected by the members of that Committee from amongst themselves at its first meeting after each Annual General Meeting, and any Standing Committee may elect a vice-chairman from amongst themselves, Provided That:

(a) any person appointed to a Standing Committee pursuant to Article 16.6 who held the position of chairman or vice-chairman of a Committee of the former unincorporated association which was known as the English Bridge Union immediately prior to its dissolution shall automatically be appointed to the equivalent position on the equivalent Standing Committee upon the adoption of these Articles, without the need for any nomination, election, resolution or other action to be taken;

(b) no member of a Standing Committee appointed pursuant to Article 16.17, or any member co-opted pursuant to Article 16.18, may hold the office of chairman of any Standing Committee;