

1607454.

THE COMPANIES ACTS 1948 TO 1980

and

THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION OF

**THE WORLD PROFESSIONAL BILLIARDS
AND SNOOKER ASSOCIATION LIMITED**

INTERPRETATION

1.1 In these Regulations:-

"the Act" means the Companies Act, 1985 as amended from time to time

"the Association" means the Company

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

"the Board" means the Board of Directors of the Company from time to time

"Director" means a director of the Association whether a Player Director or Non Player Director

"Member" means a member of the Association

"Incapacitated Member" means a member who is granted the dispensation provided for in Regulations 5.7 and 5.8 and associated Rules of Discipline

"Non Player Director" means any Director who is not a Player Director

"Ordinary Resolution" means a resolution which shall require a majority of the Members, entitled to vote on the same and present in person or by proxy and voting, voting in favour in order to be passed

"Player" means any person who has at any time been ranked 1-128 (inclusive) in the ranking lists produced by the Association from time to time



"Player Director" means a Director who is also a Player

"Ranking List" means the list referred to in Regulation 5 of these Regulations

"Ranking Tournament" means:-

- (i) The World Professional Snooker Championship; and
- (ii) any snooker tournament sanctioned, organised or promoted by the Association and nominated as a ranking tournament by the Board.

"these Regulations" or the "Regulations" mean these Articles as originally framed or as from time to time altered by Special Resolution as hereinafter provided

"Remuneration Committee" means a committee appointed by the Board from time to time, to consider and determine the remuneration of Directors, and whose members shall at all times include a Player Director

"Rules of Discipline" means the rules and regulations of the Association made by the Board from time to time pursuant to Regulation 34 which shall include but not be limited to the Rules relating to tournaments, rules of the game of snooker, disciplinary rules and codes of conduct.

"the Seal" means the Common Seal of the Association

"Season" shall mean the days from and including the day following the final of the World Professional Snooker Championship in any year to and including the day of the final of the World Professional Snooker Championship held in the immediately following calendar year

"Secretary" means any person appointed to perform the duties of the Secretary of the Association

"Special Resolution" means a resolution which shall require a majority of not less than 75% of the Members, entitled to vote on the same and present in person or by proxy and voting, voting in favour in order to be passed

"the United Kingdom" means Great Britain and Northern Ireland

"the World Professional Snooker Championship" means the present championship of that name or its successor in title as generally recognised and which is organised and controlled by the Association and which shall be organised by the Association in each calendar year

- 1.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- 1.3 All monetary figures mentioned in these Regulations are exclusive of value added tax.
- 1.4 References to "include" or "including" shall be construed without limitation.
- 1.5 Words importing the singular number only shall include the plural number and vice versa. Although the masculine gender is used throughout these Regulations, there may be female Members from time to time and therefore the use of the masculine gender is for convenience only and shall include the feminine gender.
- 1.6 Unless the context otherwise requires, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Regulations become binding on the Association.
- 1.7 The headings of these Regulations are for convenience only and shall not affect their interpretation.

MEMBERS

- 2.1 The number of Members from time to time shall be unlimited and persons shall only be admitted to membership in accordance with this Regulation 2.
- 2.2 The Board may from time to time issue an invitation inviting any person aged 16 years or over to apply for membership of the Association on such terms as the Board may decide but including:-
 - (i) the completion and signing of a membership application form in the form required by the Board;
 - (ii) the completion and signing of an election (if appropriate) to be registered as a Billiards Member (see Regulation 33);
 - (iii) the signing of a declaration that he will abide by these Regulations, the Rules of Discipline and any other rules or regulations of the Association as amended from time to time;
 - (iv) the payment of the appropriate joining fee in accordance with Regulation 2.5;
 - (v) the payment of the appropriate first annual subscription fee in accordance with Regulation 2.6; and

- (vi) providing such evidence as the Board may require proving the date of birth of the applicant.

2.3 The following persons shall be admitted to membership of the Association;

- (i) any person complying with Regulation 2.2;
- (ii) any person appointed a director of the Association;
- (iii) any person appointed an Honorary Member in accordance with Regulation 32.1; or
- (iv) any person appointed a Life Member in accordance with Regulation 32.2;

Provided that the Board shall have power to refuse membership to any person applying in accordance with Regulation 2.2 if such power is exercised in good faith and for the benefit of the Association.

2.4 Except as provided by Regulation 2.8, no Member may be expelled or shall otherwise cease to be a Member of the Association.

2.5 Any person applying for membership in accordance with Regulation 2.2 shall pay to the Association a non-returnable joining fee of £500 or such other amount as shall be fixed by the Board from time to time. The Board may fix a separate fee for Billiards Members.

2.6 Each Member of the Association (except for a Non-Player Director) shall pay to the Association a non-returnable annual subscription fee of £100 or such other amount as shall be fixed by the Board from time to time. The Board may fix a separate fee for Billiards Members. The fee shall be paid by persons applying for membership as provided by Regulation 2.2 and by all other Members not later than 1st January in each year. A Member who fails to pay the fee by 1st January (or by such later date as the Board may allow) shall cease to be a Member of the Association at the end of the then current Season.

2.7 Each Member shall be liable to pay to the Association a sum equal to 2.5 (two point five) per centum (or such higher percentage as the Association shall fix by Special Resolution) of the monies received by him from tournaments, exhibitions, competitions, matches and other like functions organised or controlled by the Association. The Board may impose the levy at any time by giving not less than 21 days written notice to the Members and in respect of such future period as may be specified in such notice. The Board is irrevocably authorised by the Members to discharge the levy out of any monies held by the Association for the benefit of or otherwise payable to the Member concerned.

2.8 A Member shall cease to be a Member if:

- (i) he dies;
- (ii) he fails to pay the annual subscription fee as provided by Regulation 2.6;
- (iii) he ceases to be a Director and is not at the relevant date a Member of the Association by virtue of any other provision in these Regulations;
- (iv) he is expelled pursuant to Regulation 2.9;
- (v) he is expelled as a result of disciplinary proceedings pursuant to these Regulations;
- (vi) he retires or resigns as a Member immediately on giving written notice addressed to the Secretary at the Registered Office; or
- (vii) being an Honorary Member, his annual membership is not renewed by the Board.

2.9 Provided always that the power is exercised bona fide for the benefit of the Association as a whole and shall be capable of application without discrimination to all Members, 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 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 resolution may prescribe for the purpose and the Secretary shall send notice to the Member so expelled immediately following conclusion of that meeting informing that Member of the resolution of the Board.

2.10 Any Member expelled in accordance with the provisions of Regulation 2.9 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 extraordinary 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 extraordinary general meeting but shall not be entitled to vote. Save as aforesaid the expelled Member shall have no rights as a Member from the date on which the resolution under Regulation 2.9 takes effect unless his appeal is successful at an extraordinary general meeting, in which case his rights as a Member will resume from the conclusion of such meeting.

ENTRY TO TOURNAMENTS

- 3.1 Every Member (save for Billiards Members and Members excluded by disciplinary action pursuant to the Rules of Discipline) shall be entitled to enter such Ranking Tournaments for which he is eligible on such terms (including entry fees) as the Board shall from time to time decide.
- 3.2 No Director shall be entitled to enter any tournament sanctioned, organised or promoted by the Association unless he is also a Member of the Association by virtue of any other provision in these Regulations.
- 3.3 In respect of all or any tournaments sanctioned, organised or promoted by the Association, the Board may fix an entry fee by written notice to the Members.
- 3.4 The entry fee shall be paid on submission of the entry form for the relevant tournament. If a Member fails to pay the entry fee, his entry form shall be refused.

VOTES OF MEMBERS

- 4.1 Except as provided by Regulation 4.3 only Full Voting Members (as defined in Regulation 4.4) shall be entitled to vote at general meetings of the Association, and on a show of hands every such Member present in person shall have one vote and on a poll every Full Voting Member present in person or by proxy shall have one vote.
- 4.2 Every Member of the Association shall be entitled to attend and speak at general meetings of the Association.
- 4.3 Certain resolutions (as described below) shall entitle the Limited Voting Members (as defined in Regulation 4.5) to vote and on a show of hands every Limited Voting Member present in person shall have one vote and on a poll every Limited Voting Member present in person or by proxy shall have one vote provided that the resolution has been previously passed (whether at the same general meeting or at a previous general meeting) by two-thirds of the Full Voting Members present in person or by proxy and voting. The resolutions are:-
 - (i) any amendments to the Memorandum and/or Articles of Association;
 - (ii) the winding up of the Association or the appointment of a receiver;
 - (iii) any increase of the levy as referred to in Regulation 2.7;
 - (iv) the giving or transferring of property in accordance with Clause 7 of the Memorandum of Association and Regulation 30 of these Articles of Association;

- (v) the expulsion of a Member pursuant to Regulation 2.9;

Each of these resolutions shall be a Special Resolution, except in the case of resolution (v) which shall be an Ordinary Resolution.

4.4 A Member shall be a Full Voting Member if:

either (i) he is ranked 1 - 64 inclusive in the Ranking List but shall cease to be a Full Voting Member if he ceases to be so ranked for two consecutive seasons;

or (ii) he is a Director of the Association who does not qualify as a Full Voting Member under Regulation 4.4 (i) above but shall cease to be a Full Voting Member under this Regulation 4.4 (ii) if he ceases to be a Director of the Company.

4.5 A Member shall be a Limited Voting Member if he is ranked 65 - 128 inclusive in the Ranking List but shall cease to be a Limited Voting Member if he ceases to be so ranked for two consecutive seasons.

THE RANKING LIST

- 5.1 Immediately following the World Professional Snooker Championship in each Season, the Secretary shall compile a ranking list which will rank all the Members of the Association. The Ranking List will determine the ranking for the then current Season.
- 5.2 Subject to the provisions of Regulation 5.7 below the Ranking List will Rank all the Members according to the number of ranking points awarded in accordance with this Regulation 5 over the immediately preceding two Seasons.
- 5.3 For each Ranking Tournament the Board will decide the number and allocation of ranking points and the number and allocation will be confirmed on the entry form for that tournament.
- 5.4 Subject to the provisions of Regulation 5.7 below the entry form will be final and binding as to the ranking status of the tournament and the number and allocation of ranking points once the entry date for the tournament has closed. If the tournament is subsequently cancelled for any reason the ranking status and the number and allocation of ranking points will be void.
- 5.5 The Member with the greatest number of ranking points shall be ranked number one in the Ranking List with the other Members in descending order of ranking points.

- 5.6 In the event of equality, (subject to the provisions of Regulation 5.7 below) the Member shall be ranked according to ranking points awarded in the following order:-
- (i) ranking points awarded for the Season just ended;
 - (ii) ranking points awarded for the World Professional Snooker Championship in the Season just ended;
 - (iii) ranking points awarded for the tournament in the Season just ended with the highest ranking point status and if still level, ranking points awarded for tournaments in the Season just ended in descending order of ranking status. Where there are a number of tournaments with equal ranking status, such tournaments shall be taken in date order counting back from the World Professional Snooker Championship;
 - (iii) ranking points awarded on the same basis as above but for tournaments in the prior season.
- 5.7 The Board may at its discretion at any time, acting in accordance with these Regulations and the Rules of Discipline amend the Ranking List to provide for previously Incapacitated Members to be placed in the Ranking List prepared in accordance with Regulation 5.1 above at the same position as they were ranked immediately following the close of their last competing season with the same ranking points as they had earned at the close of that season notwithstanding that that Member will not have earned ranking points in the preceding season (or seasons) and that such a placing will lead to all Members ranking below the previously Incapacitated Member's reinstated position to be positioned in the Ranking List at a lower position than would be attributable to their ranking points.
- 5.8 In determining whether a previously Incapacitated Member is eligible for such positioning into the Ranking List the board will have regard to the criteria and regulations set out in the Rules of Discipline

GENERAL MEETING

- 6.1 A general meeting shall be held in every year as the annual general meeting of the Association (and specified as such in the notice convening the meeting) at such time (within a period of not more than 15 months after the holding of the last preceding annual general meeting) and place as may be determined by the Board.
- 6.2 The Board may, whenever it thinks fit, convene an extraordinary general meeting and an extraordinary general meeting shall also be convened forthwith by the Board upon the requisition of Full Voting Members of the Association representing at the date of the deposit of the requisition not less than one-tenth of the total voting rights of all the Full Voting Members having at the said date a

right to vote at general meetings. If the Board does not, within twenty-one days from the date of the deposit of the requisition, proceed duly to convene a meeting the requisitionists or any of them representing more than one-half of the total voting rights of all of them may themselves convene a meeting but any meeting so convened shall not be held after the expiration of three months from the said date.

- 6.3 All general meetings other than annual general meetings shall be called extraordinary general meetings.

NOTICES OF GENERAL MEETINGS

- 7.1 An annual general meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, 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 manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under these Regulations, entitled to receive such notices from the Association.
- 7.2 Provided that a meeting of the Association 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 a meeting as the annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (ii) In the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent of the total voting rights at that meeting of all the said Members.
- 7.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 8.1 All business shall be deemed special that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and Auditors, the election of Directors in the place

of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors and as otherwise provided by these regulations.

- 8.2 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, eight Members entitled to vote at that meeting present in person or by proxy shall be a quorum.
- 8.3 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Members then present may determine.
- 8.4 The Chairman, if any, and in default the Vice-Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Association, or if there is no such Chairman or Vice-Chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be Chairman of the meeting.
- 8.5 If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.
- 8.6 The Chairman may, with the consent of any 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING AND POLLS

- 9.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (i) by the Chairman; or
 - (ii) by at least three Full Voting Members present in person or by proxy; or

- (iii) by any Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 9.2 Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minute book containing the minutes of the proceedings of the Association 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.
- 9.3 The demand for a poll may be withdrawn.
- 9.4 Except as provided in Regulation 9.6 if a poll is duly demanded it shall be taken in such manner and either forthwith or at such time not being less than 7 days and not more than 14 days after the date of the meeting as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 9.5 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
- 9.6 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. A poll may be taken by voting papers sent to each Member entitled to vote stating the proposed resolution and giving instructions as to voting in respect thereof. A scrutineer or scrutineers of such voting papers may be appointed by the Chairman.
- 9.7 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 given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
- 9.8 On a poll votes may be given either personally or by proxy.
- 9.9 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a Member.

PROCEEDINGS AT GENERAL MEETINGS

- 10.1 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or

authority shall be deposited (which shall include a legible facsimile transmission) at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy, power of attorney or other authority shall not be treated as valid. No instrument appointing a proxy shall be valid after the execution of 12 calendar months after the date of its execution.

- 10.2 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"The World Professional Billiard and Snooker Association Limited

I, _____ of _____

in the County of _____, being a Member of the above-named Association, hereby appoint of _____ or failing him, _____ of _____ as my proxy to vote for me on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association, to be held on the _____ day of 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____."

- 10.3 Where it is desired to afford Members an opportunity of voting for or against a Resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit.

"The World Professional Billiard and Snooker Association Limited

I, _____, of _____

in the County of _____, being a Member of the above-named Association, hereby appoint of _____ or failing him, _____ of _____ as my proxy to vote for me on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association, to be held on the _____ day of 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____."

This form is to be used *in favour of the resolution
against

Unless otherwise instructed, the proxy will vote as he thinks fit.
*Strike out whichever is not desired."

- 10.4 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 10.5 A vote given in accordance with the terms of an instrument 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 such death, insanity or revocation as aforesaid shall have been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting unless the objection to such votes be taken at the same meeting and not in that case unless the Chairman shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.
- 10.6 A resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Association 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 of such members.

DIRECTORS

- 11.1 The Board shall at all times consist of Non-Player Directors and Player Directors the majority of whom shall be Non-Player Directors. For the period of two years from 29 April 2009 the maximum number of Directors shall be 5 and the minimum number shall be 3. From 29 April 2011 onwards the maximum number of Directors shall be 7 and the minimum number shall be 5.
- 11.2 A Director of the Association may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Association or in which the Association may be interested as shareholder or otherwise, and no such Director shall be accountable to the Association for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Association otherwise direct.
- 11.3 Directors shall be entitled to receive such remuneration in respect of their office as a Director or as an employee of the Association as shall be decided by the Remuneration Committee from time to time. The Remuneration Committee shall when determining such remuneration take appropriate advice from the Auditors and shall have regard to the level of remuneration paid to directors of sporting associations similar to the Association.
- 11.4 Directors will be paid all reasonable expenses properly incurred by them in connection with the business of the Association.

BORROWING POWERS

12. The Board may exercise all the powers of the Association to borrow money without limit as to amount and upon such terms and in such manner as it thinks fit and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to Section 80 of the Act to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Association or of any third party.

POWERS AND DUTIES OF THE BOARD

- 13.1 The business and affairs of the Association shall be managed by the Board which may authorise all such acts and the exercise of all such powers of the Association by Directors of the Board, on whom executive management powers are conferred, as may be required to give effect to the objects as described in the provisions of the Memorandum of Association and which are not, by the Act or by these Regulations required to be done or exercised by the Association in general meeting subject, nevertheless, to any of these Regulations, to the provisions of the Act and to such Regulations, being not inconsistent with the aforesaid Regulations or provisions, as may be prescribed by the Association in general meeting; but no Regulation made by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if that Regulation had not been made.
- 13.2 No act, matter or thing within the power of the Association in general meeting done by the Board or done by any Committee or Commission and adopted by the Board which shall afterwards receive the express or implied consent of the Association in general meeting shall be afterwards impeached on any ground whatsoever.
- 13.3 The Board from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 13.4 The Association may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.

- 13.5 The Association may exercise the powers conferred upon the Association by Section 362 of the Act with regard to the keeping of a dominion register, and the Board may (subject to the provisions of those sections) make and vary such Regulations as they may think fit respecting the keeping of any such register.

DIRECTOR'S INTERESTS

- 14.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Association shall declare the nature of his interest at a meeting of the Board in accordance with Section 317 of the Act.
- 14.2 Subject to Regulation 14.1 a Director may vote as such in respect of any contract or agreement in which he is interested and upon any matter arising thereout and if he shall do so his vote shall be counted, and he shall be counted in the quorum present at the meeting when any such contract or arrangement is under consideration.
- 14.3 No Director or intending Director shall be disqualified by his office from contracting with the Association as vendor, purchaser, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
- 14.4 Any Director may act by himself or on behalf of his firm in a professional capacity for the Association, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Association.

EXECUTION OF FINANCIAL BUSINESS

15. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, 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 by resolution determine.

MINUTES

16. The Board shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Board;

- (b) of the names of the Directors present at each meeting of the Board and of any committee of the Board;
- (c) of all Resolutions and proceedings at all meetings of the Association, and of the Board, and of committees of the Board;

and every Director present at any meeting of the Board or committee of the Board shall sign his name in a book to be kept for that purpose. All acts of the Board done in pursuance of anything appearing by such minutes to be resolved upon or authorised by the Board shall be deemed to be acts of the Board within the meaning of these Regulations.

BENEVOLENT FUNDS

- 17. The Board may exercise the powers of the Association conferred by Clause 3.30 and 3.31 of the Memorandum of Association and may in each year appropriate such money as they may deem necessary for the purposes of benevolent funds. The Board may distribute such money among needy professional players and others (including any past and present Directors and the families and dependants of such professional players and past and present Directors).

DISQUALIFICATION OF DIRECTORS

- 18. The office of a Director shall be vacated if the Director:-
 - 18.1 ceases to be a Director by virtue of Section 293 of the Act (ie. he attains the age of seventy years); or
 - 18.2 becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally; or
 - 18.3 becomes prohibited from being a Director by reason of any order made under the Insolvency Act 1986 or the Company Directors Disqualification Act 1986; or
 - 18.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - 18.5 resigns his office by one month's notice in writing to the Board; or
 - 18.6 shall fail to attend three consecutive meetings of the Board without just cause in the view of the majority of the Board;
 - 18.7 be suspended from taking part in snooker or billiards competitions whether organised or controlled by the Association or not. But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Association

or an entry made in the minute book stating that the Director has ceased to be a Director of the Board.

- 18.8 shall be removed in accordance with the terms of Regulation 20 below.

ROTATION OF DIRECTORS

- 19.1 At the first annual general meeting following adoption of these Regulations one third of the Player Directors and one third of the Non Player Directors will retire from office. If in either case their number is not three or a multiple of three, then the number nearest one third shall retire from office. The Directors to retire shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 19.2 At the second annual general meeting following adoption of these Regulations and at every annual general meeting thereafter every Director (if any) who has been in office for a period equal to or in excess of two years from their last election shall retire.
- 19.3 A retiring Director shall be eligible for re-election and if he offers himself for re-election he shall not cease to be a Director of the Association until he is not re-elected.
- 19.4 At each annual general meeting, the Company may by Ordinary Resolution appoint persons who are willing to act to be Directors to fill the vacancies created by the retiring Directors or howsoever arising or as an addition to the existing Directors subject at all times to the provisions of Regulation 11.1.
- 19.5 Where Ordinary Resolutions shall be passed in favour of the appointment of more individuals to the office of Player Director than there are then relevant vacancies for Player Directors, individuals shall be appointed as Player Directors in order of the number of votes cast in their favour, the individual with the most votes in favour of his appointment as a Player Director to be appointed first, until all the relevant vacancies are filled.
- 19.6 Where Ordinary Resolutions shall be passed in favour of the appointment of more individuals to the office of Non-Player Director than there are then relevant vacancies for Non-Player Directors, individuals shall be appointed as Non-Player Directors in order of the number of votes cast in their favour, the individual with the most votes in favour of his appointment as a Non-Player Director to be appointed first, until all the relevant vacancies are filled
- 19.7 In the circumstances of an equality of votes between any number of individuals to be appointed in accordance with Regulations 19.5 and/or 19.6 the Chairman shall have casting votes for the purposes of deciding such deadlock.

- 19.8 Any Ordinary Resolution for the appointment of a Director shall be in the form of a for and against resolution, in which the voting members shall have the opportunity to vote for or against the appointment of the relevant individual as a Director.
- 19.9 No person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to the office of Director unless there shall have been left at the registered office written notice signed by any two Members of the Association proposing such person for election and also written notice signed by that person of this willingness to stand for election. Any such notice shall be left at the Registered Office of the Company on or before 30th June for the following annual general meeting.
- 19.10 The Board shall have power at any time, to appoint any person to be a Director to fill a vacancy howsoever arising or as an addition to the existing Directors, but so that the total number of Directors shall not any time exceed the number fixed in accordance with these Regulations. Any Director so appointed shall hold office only until the next Annual General Meeting following his appointment and shall then be eligible for re election but shall not be taken into account in determining the Directors who are to retire by rotation at such Meeting.

REMOVAL OF DIRECTORS

20. A Director shall cease to be a Director if at three successive board meetings a majority of the Board present at such meeting shall vote in favour of his removal as a Director. The three board meetings referred to above must be held within a minimum period of eight weeks and a maximum period of twelve weeks. The notice for each such Board meeting shall contain details of the business to be conducted at the meeting.

PROCEEDINGS OF THE BOARD

- 21.1 The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Each Director shall have one vote but in the case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom.
- 21.2 The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be three.
- 21.3 The Board may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to these Regulations as the necessary quorum of Directors, the Board may act for the

purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Association, but for no other purpose.

THE PRESIDENT AND VICE-PRESIDENT

22. The Board shall have the power to appoint any persons as President or Vice-Presidents or Patrons of the Association on such terms and enjoying such benefits as the Board shall decide. If any shall be a serving Director of the Board he shall retain his right to cast one vote at meetings of the Board during his term of office as a Director.

THE CHAIRMAN AND VICE-CHAIRMAN

- 23.1 The Chairman and Vice-Chairman of the Association shall be elected annually by the Board at the first meeting thereof after the close of the World Professional Snooker Championship in each year (such meeting to be held within thirty days of such Championship). They shall qualify for election only if they are serving Directors of the Board and in the event of death, resignation, permanent disability or disqualification from office the Secretary shall within twenty-one days convene a meeting of the Board for the purpose of appointing a successor or successors who shall serve until the first meeting of the Board after the close of the next following World Professional Snooker Championship.
- 23.2 If at any meeting of the Board the Chairman is not present within five minutes after the time appointed for holding the same the Vice-Chairman shall preside at such meeting but in his absence the Directors present may choose one of their number to be Chairman for that particular meeting.

COMMITTEES OF THE BOARD

- 24.1 The Board may delegate any of their powers to committees or commissions consisting of such Member or Members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations or mode of proceedings that may be imposed on it by the Board but may otherwise determine and regulate their own proceedings in the same manner as the Board may do.
- 24.2 A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the meeting.
- 24.3 A 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 equality of votes the Chairman shall have a second or casting vote.

- 24.4 All acts done by any meeting of the Board or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director 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 to be a Director.
- 24.5 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a Meeting of the Board or of a committee shall be as valid and effectual as if it had been passed at a meeting of the Board or committee duly convened and held and it may consist of two or more documents in like form each signed by one or more of the Directors.

THE SECRETARY

- 25.1 The Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
- 25.2 A provision of the Act or these Regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.
- 25.3 The Secretary shall carry out all the proper directions of the Board and in particular he shall issue notices of all general meetings and of Board or Committee meetings and shall keep the minutes of all such meetings. He shall maintain the register of members and have responsibility for the care of all correspondence and papers belonging to the Association. He shall collect the subscriptions and all other monies which may from time to time become payable to the Association and shall forthwith bank the same in bank accounts as directed from time to time by the Board.

THE SEAL

26. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of the Directors authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the secretary or by a second Director or by some other person appointed by the Board for the purpose.

ACCOUNTS

- 27.1 The Board shall cause accounting records to be kept in accordance with the provision of the Act. The accounting records shall be kept at the registered office of the Association or, subject to the provisions of the Act, at such other place or places as the Board think fit, and shall always be open to the inspection of the officers of the Association.
- 27.2 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by Special Resolution of the Association in general meeting.
- 27.3 The Board shall from time to time, in accordance with the Act cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
- 27.4 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Auditor's report and Directors' report shall not be less than twenty-one days before the date of the Meeting be sent to every Member of, and every holder of debentures of the Association. Provided that this Regulation shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.
- 27.5 The Board shall keep separate accounts of all benevolent funds or other funds maintained for the purpose of Regulation 17.

AUDIT

28. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

- 29.1 A notice may be given by the Association to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any

other case at the time at which the letter would be delivered in the ordinary course of post.

29.2. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

29.2.1 every Member except those Members who (having no registered office within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;

29.2.2 the Auditor for the time being of the Association.

No other person shall be entitled to receive notices of general meetings.

DISSOLUTION

30. If upon the winding-up or dissolution of the Association there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Association in specie or in kind but shall be given or transferred to such institution or institutions having objects wholly or partially similar to the objects of the Association and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by Clause 4 of the Memorandum as shall be determined by the Members by Special Resolution as provided by Regulation 3.3 of the Articles of Association at or before the time of dissolution or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to such provision then to some charitable object.

INDEMNITY

31. Every Director or other officer of the Association shall be indemnified out of the assets of the Association against all losses or liabilities which he may sustain or incur in or about the proper execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144(3) or (4) of Section 727 of the Act in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the proper execution of the duties of his office or in relation thereto. But this Regulation shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

HONORARY MEMBERS/VICE-PRESIDENTS/LIFE MEMBERS

- 32.1. The Board shall have the power to appoint annually any persons as Honorary Vice-Presidents or Honorary Members of the Association on such terms and enjoying such benefits as the Board shall decide.
- 32.2 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. Life Members shall be entitled to enter tournaments nominated by the Board without the payment of the annual subscription fee or tournament entry fees.

BILLIARDS MEMBERS

- 33.1 Those Members who are "Billiards Only Members" at 30th July 1990 or who have played in a billiards ranking tournament during the Seasons 1987/1990 or any person who has been the World Professional Billiards Champion shall (if each person so wishes) be Billiards Members of the Association and together with those persons who subsequently join the Association as Billiards Members shall be governed by the following regulations:-
- 33.2 Those Billiards Members who have been ranked 1-16 inclusive in the Billiards ranking list at any time in the last 3 Seasons, shall elect from amongst the Billiards Members a billiards committee to represent their interests within the Association and to act as a consultative body to the Board. Whilst the game of billiards is governed by the Association the billiards committee shall be under the direction and control of the Board.
- 33.3 The billiards committee shall make recommendations to the Board regarding the joining fee, the annual subscription fee and the tournament entry fees payable by Billiards Members and all other matters relating to the game of billiards.
- 33.4 The billiards committee shall have delegated power to negotiate, sanction, promote and organise billiards tournaments subject to all budgets and costings having been first approved by the Board and subject to all contractual documents having been first approved by the Board.
- 33.5 Subject to Regulation 33.7 Billiards Members shall not be entitled to enter any snooker tournament sanctioned, organised or promoted by the Association and shall not be ranked in the Ranking List referred to in Regulation 5; and those Members who are not separately Billiards Members shall not be entitled to enter any billiards tournament sanctioned, organised or promoted by the Association and shall not be ranked in any billiards ranking list.
- 33.6 Billiards Members shall be entitled to attend and speak at any general meeting of the Association but the billiards committee shall organise separate general meetings for the Billiards Members.

- 33.7 Nothing in these Articles shall prevent any Member of the Association from being both a Billiards Member and any other class of Member subject to payment of all fees appropriate to his status.

RULES AS TO DISCIPLINE

- 34.1 The Board shall have power by Ordinary Resolution from time to time and at any time to make rules and regulations with regard to the conduct of Members which could injure or discredit the Association or bring the game of billiards and/or snooker into disrepute and make rules and regulations regarding the participation of Members in televised or recorded tournaments or matches. The Board shall have power to discipline Members who are found to be in breach of these said rules and regulations by way of expulsion, public reprimand, fine, suspension and/or deduction of points from the Member's total in the Ranking List as the Board may reasonably think fit, which shall include the power to suspend the operation of any such penalty for such period and upon such terms as the Board may decide.
- 34.2 The Board shall make due provision for settling differences and disputes in the same manner as has hitherto been provided for by The World Professional Billiards and Snooker Association and may make rules and regulations as to all proceedings in reference to the matters aforesaid and as to enforcing any awards or decisions.
- 34.3 All Members of the Association shall submit and refer all differences and questions coming within the provisions of the laws of the games of snooker or billiards or the Rules of Discipline to the decision of the Board who may determine the same or may appoint committees or commissions or other persons for the purposes of hearing and determining the same and the fact of membership itself shall constitute an agreement to refer all such differences and questions in accordance with the Rules of Discipline or such other rules and regulations made by the Board from time to time and shall be enforceable as an agreement to refer under the Arbitration Acts 1950 and 1979 or any statutory modification or re-enactment thereof.
- 34.4 A Committee, Commission or other person appointed pursuant to Article 34.3 shall have the same powers as the Board to discipline a Member by way of expulsion, public reprimand, fine, suspension and/or deduction of points from the Member's total in the Ranking List as the Committee, Commission or other person may reasonably think fit.
- 34.5 The Board shall have power to make rules and regulations (which shall form part of the Rules of Discipline) to discipline and impose penalties upon a Member who fails to appear at and/or play in an event in which he has entered.

- 34.6 The Board shall have power to make rules and regulations relating to the voluntary registration of persons who act or who wish to act as Member's managers.