

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5014388

The Registrar of Companies for England and Wales hereby certifies that
THE BRITISH ATHLETES COMMISSION LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 13th January 2004



N05014388G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC0078

Declaration on application for registration

Company Name in full

THE BRITISH ATHLETES COMMISSION LIMITED

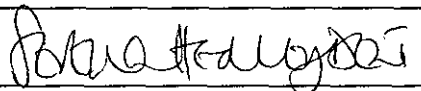
I, SERENA MAUDE ANGELA HEDLEY-DENT

of 36C BRECON ROAD, LONDON, W6 8PU

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature



Declared at

2 LINCOLN'S INN FIELDS, LONDON, WC2

Day Month Year

on

1 | 6 | 1 | 2 | 2 | 0 | 0 | 3

● Please print name.

before me ●

EWAN NETTLETON

Signed



Date

16/12/13

Please give the name, address, telephone number, and if available, a DX number and Exchange, of the person Companies House should contact if there is any query.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

FARRER & CO

66 LINCOLN'S INN FIELDS

LONDON

Tel 020 7242 2022

DX number 32

DX exchange CHANCERY LANE

A73
COMPANIES HOUSE0155
22/12/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Form revised July 1998

Please complete in typescript,
or in bold black capitals.

CHFP041

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

THE BRITISH ATHLETES COMMISSION LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

66 LINCOLN'S INN FIELDS

Post town

County / Region

LONDON

Postcode

WC2A 3LH

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

X

Agent's Name

FARRER & CO

Address

66 LINCOLN'S INN FIELDS

Post town

LONDON

County / Region

Postcode

WC2A 3LH

Number of continuation sheets attached

1

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

FARRER & CO [KGV/SHD]

66 LINCOLN'S INN FIELDS, LONDON, WC2A 3LH

Tel 020 7242 2022

DX number 32

DX exchange CHANCERY LANE



A73
COMPANIES HOUSE

0156
22/12/03

Form revised April 2002

When you have completed and signed the form please send it to the
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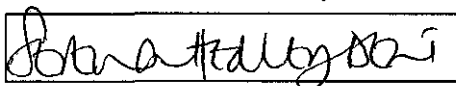
for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name		THE BRITISH ATHLETES COMMISSION		
NAME	*Style / Title	MISS	*Honours etc.	
*Voluntary details	Forename(s)	SERENA MAUDE ANGELA		
	Surname	HEDLEY-DENT		
	Previous forename(s)			
	Previous surname(s)			
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address††	36C BRECON ROAD		
	Post town			
	County / Region	LONDON	Postcode	W6 8PU
	Country	BRITAIN		

I consent to act as secretary of the company named on page 1

Consent signature**Date**

16.12.2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MISS	*Honours etc.	
	Forename(s)	SERENA MAUDE ANGELA		
	Surname	HEDLEY-DENT		
	Previous forename(s)			
	Previous surname(s)			
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address††	36C BRECON RAOD		
	Post town			
	County / Region	LONDON	Postcode	W6 8PU
	Country	BRITAIN		

Day Month Year

Date of birth

2 | 6 | 0 | 5 | 1 | 9 | 7 | 4

Nationality

BRITISH

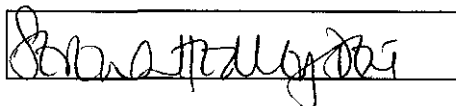
Business occupation

SOLICITOR

Other directorships

36 BRECON ROAD MANAGEMENT COMPANY LIMITED

I consent to act as director of the company named on page 1

Consent signature**Date**

16.12.2003

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

Oyez

CHFP041

*Voluntary details

Company Name

THE BRITISH ATHLETES COMMISSION LIMITED

NAME *Style / Title

*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address [†]

[†] Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc.

Forename(s)

JOHN PETER DIMITRI

Surname

WIENAND

Previous forename(s)

Previous surname(s)

Address [†]

18 HIGH STREET

HEMINGFORD GREY

Post town

HUNTINGDON

County / Region

CAMBRIDGESHIRE

Postcode

PE28 9DR

Country

BRITAIN

Day Month Year

Date of birth

0 | 2 | 0 | 3 | 1 | 9 | 6 | 3

Nationality

BRITISH

Business occupation

SOLICITOR

Other directorships

TYROLESE (DIRECTORS) LIMITED,

TYROLESE (SECRETARIAL) LIMITED, MDA (EUROPE)

I consent to act as director of the company named on page 1

Consent signature

Date

16.12.2003

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc.

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address[†]

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address[†]

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR		*Honours etc.						
*Voluntary details	Forename(s)	JAMES								
	Surname	THORNE								
	Previous forename(s)									
	Previous surname(s)									
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address†	66 LINCOLN'S INN FIELDS								
	Post town									
	County / Region	LONDON	Postcode	WC2A 3LH						
	Country	BRITAIN								
	Date of birth	Day	Month	Year	Nationality					
		1	5	1	0	1	9	5	3	BRITISH
	Business occupation	SOLICITOR								
	Other directorships	TYROLESE (DIRECTORS) LIMITED, TYROLESE (SECRETARIAL) LIMITED, MELLOWARD LIMITED								
	I consent to act as director of the company named on page 1									
	Consent signature	James Thorne		Date	16.12.2003					

This section must be signed by**Either****an agent on behalf of all subscribers****Signed**

James & Co

Date

16.12.2003

Or the subscribers**(i.e those who signed as members on the memorandum of association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

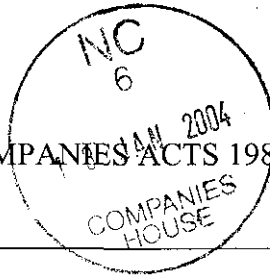
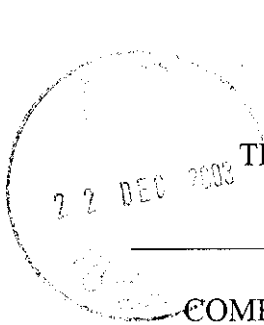
5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

5014388

126200

INC 255011 FDN

No.



THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE BRITISH ATHLETES COMMISSION LIMITED

1. The name of the company ("the BAC") is "THE BRITISH ATHLETES COMMISSION LIMITED". Unless stated to the contrary within this document, words and expressions shall have the same meaning as set out in the articles of association of the BAC.
2. The registered office of the BAC will be situated in England.
3. The objects for which the BAC is established are:
 - (i) to act as a representative body within Great Britain, the Olympic and Paralympic Movements and any other relevant organisations, for Athletes and to promote the views of Athletes so that Athletes have more input in policy and other decisions affecting them at a national and international level;
 - (ii) to act as the Athletes Commission for The British Olympic Association for so long as the BAC is recognised as such by either The British Olympic Association or any successor body recognised by the IOC as the National Olympic Committee from time to time;
 - (iii) as such, to consider questions related to Athletes preparing for the Olympic Games and to provide advice to The British Olympic Association and to represent the rights and interests of Athletes and to make related recommendations;
 - (iv) to liaise with the IOC Athletes Commission;
 - (v) to carry out a survey of those Athletes forming each Olympic and Paralympic teams for the Olympic Games and Paralympic Games, and to produce a report

which makes recommendations to The British Olympic Association, The British Paralympic Association and other British sporting organisations based on the views of those Athletes;

- (vi) to advise and assist The British Olympic Association and The British Paralympic Association in the preparation and organisation involved in sending teams to the Olympic Games and the Paralympic Games;
- (vii) to promote constructive partnership and collaboration with national governing bodies for the Recognised Sports, the Sports Councils, government departments, Local Authorities and other relevant bodies with the aim of improving competitive performance across British sport;
- (viii) to promote the direct involvement of Athletes in decision-making at all levels within their own sports;
- (ix) to ensure that relevant services are provided to Athletes by relevant organisations in the most direct and effective way;
- (x) to pursue and promote quality assurance, best practice, inclusivity, ethics and the principles of equity in all areas of the BAC's operation and in relation to the treatment of Athletes;
- (xi) to communicate with Athletes to ensure that they are aware of issues and services which are relevant to them and regularly to gather feedback and information from them in order to formulate the BAC's policies;
- (xii) to establish structures and systems of communication (including information, advice, direction, referral services and feedback) so that Athletes can be contacted speedily and effectively;
- (xiii) to be consulted by Athletes, and to act as an independent central resource with integrity which can provide support to Athletes in the form of information, advice, direction or referral services, in the following areas: Athlete funding; Facilities; Athletes' careers, post-retirement; Support services; Selection; Media/sponsorship opportunities; Doping control; Disputes involving Athletes and other relevant areas;
- (xiv) to assist the Government, Sports Councils and national governing bodies to formulate policy, and generally, on the following matters: Athlete Funding; Doping Control; Selection; Coaching; Ethics; and other matters or areas affecting Athletes;
- (xv) to offer informal mediation in cases of dispute, but not to become involved in formal advocacy of the interests of one Athlete in dispute with another;
- (xvi) to establish formal partnerships or agreements with the Government and all relevant agencies, including but not limited to the Sports Councils for the

United Kingdom and home counties, The British Olympic Association, The British Paralympic Association, the Sports Dispute Resolution Panel and the national governing bodies for the Recognised Sports;

- (xvii) to encourage and support the establishment of appropriate and effective systems and procedures for the representation of Athletes within national governing bodies of the Recognised Sports and with the high-performance infrastructures for each Recognised Sport; and
- (xviii) to act at all times in the furtherance of the above objects and in exercise of the powers set out below as an autonomous body resisting all pressures of any kind whatsoever whether of a political, religious or economic nature;

and the BAC shall have the following powers exercisable in furtherance of its said objects but not otherwise namely:

- (a) to organise such membership schemes in support of the BAC's objects, as may from time to time be determined;
- (b) to raise money by public appeal or otherwise and to apply the same together with all other funds and property of the BAC in the furtherance of any of the BAC's objects;
- (c) to establish, undertake or administer any trusts for the furtherance of any of the objects of the BAC and to hold and administer any property or funds subject to any such trusts;
- (d) to hold or assist in holding exhibitions, competitions and shows for the purpose of promoting its objects;
- (e) to print, publish or sell any newspapers, periodicals, books, leaflets in any media that the BAC may think desirable for the promotion of its objects and to carry on courses of instruction, lectures or discussions for the purpose of promoting its objects;
- (f) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property (whether in Great Britain or overseas) and any rights or privileges which the BAC may think necessary or convenient for the promotion of its objects, and to construct maintain and alter any houses, buildings, or works necessary or convenient for the purposes of the BAC;
- (g) to sell, let, mortgage, dispose of or otherwise deal with all or any of the property or assets of the BAC as may be thought expedient with a view to the promotion of its objects;
- (h) to undertake and execute any agency business which may seem directly or indirectly conducive to the objects of the BAC and may lawfully be undertaken by the BAC;

- (i) to borrow or raise money for the purposes of the BAC on such terms and on such security as may be thought fit;
- (j) to invest the monies of the BAC not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (k) to grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the BAC or the dependants of such persons;
- (l) to establish, take over, acquire, amalgamate or co-operate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the BAC which shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed upon the BAC under or by virtue of Clause 5 hereof;
- (m) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations which the BAC is authorised under (l) above to take over or acquire;
- (n) to transfer all or any part of the property, assets, liabilities and engagements of the BAC to any one or more of the companies, institutions, societies or associations which the BAC is authorised under (l) above to take over or acquire;
- (o) to provide for, make and vary rules, regulations and bye-laws for the effective operation of the BAC from time to time;
- (p) to undertake and execute charitable trusts and to act as trustee for any association or other organisation and as such to hold any real or personal property upon such trusts and with and subject to such powers and provisions as shall be thought fit;
- (q) to do all such lawful things as are necessary in furtherance of the objects of the BAC or to be incidental or conducive to the attainment of all or any of those objects.

4. The objects stated in each part of Clause 3 shall not be restrictively construed but shall be given the widest interpretation. In Clause 3, the word "association" shall mean any partnership or other body or person, whether corporate or unincorporated, and whether domiciled in Great Britain or elsewhere. Except where the context expressly so requires, none of the sub-Clauses of Clause 3, or the objects stated in Clause 3, or the powers conferred by Clause 3, shall be limited by, or be deemed subsidiary or

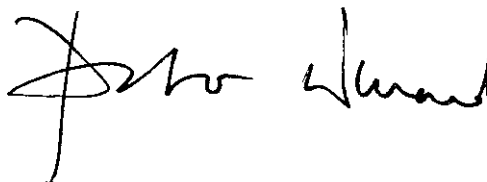
auxiliary to any other sub-Clause of Clause 3, or any other object stated in Clause 3 or any other power conferred by Clause 3.

5. The income and property of the BAC shall be applied solely towards the promotion of the objects of the BAC as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the BAC. Provided that nothing herein shall prevent:
 - (a) any payment in good faith by the BAC of reasonable and proper remuneration to any member of the Executive Committee, elected official or staff of the BAC or to any member of the BAC in return for any services actually rendered to the BAC and of reasonable and proper expenses necessarily incurred in carrying out the duties of any such member of the Executive Committee, elected official or staff of the BAC;
 - (c) the payment of interest on any money lent by any member of the BAC at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bank of England, or 3% whichever is the greater;
 - (d) the payment of reasonable and proper rent for premises demised or let by any member of the BAC;
 - (e) to any member of the Executive Committee or member of reasonable and proper out-of-pocket expenses;
 - (f) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Executive Committee (or any member of it) in relation to the BAC.
6. The liability of the members is limited.
7. Every member of the BAC undertakes to contribute to the assets of the BAC in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the BAC contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £10.
8. If upon the winding up or dissolution of the BAC there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the BAC, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the BAC and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed upon the BAC under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the BAC at or before the time of dissolution, and if and in so far as effect cannot be given to the aforesaid provision then to some charitable object.


We, the persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

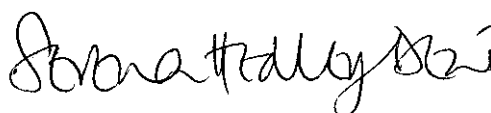
Peter Wienand
66 Lincoln's Inn Fields
London
WC2A 3LH



James Thorne
66 Lincoln's Inn Fields
London WC2A 3LH



Serena Hedley-Dent
66 Lincoln's Inn Fields
London WC2A 3LH



Dated this 16 December 2003

Witness to the above signatures: J. Workman

Name: JOANNA WORKMAN

Address: 66 LINCOLN'S INN FIELDS
LONDON WC2A 3LH

Occupation: TRAINEE SOLICITOR

No.

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE BRITISH ATHLETES COMMISSION LIMITED

PRELIMINARY

1. The regulations contained in Table C of the Act shall not apply to the BAC but the regulations contained in the following clauses (as originally adopted or from time to time altered by Special Resolution) shall be the Articles.
2. (a) The following terms shall for the purposes of these Articles bear the meanings set opposite them:

the Act	the Companies Act 1985 as amended by the Companies Act 1989 and as further modified by any statutory modification or re-enactment thereof for the time being in force;
Articles	these Articles of Association;
Athlete	a British athlete participating in any one or more of the Recognised Sports at senior international level and who is eligible for selection for either the Olympic Games or the Paralympic Games or the Commonwealth Games or all three or who otherwise may be in receipt of World Class Funding from the Sports Councils;
the BAC	The British Athletes Commission Limited;

The British Olympic Association	The British Olympic Association or any successor body recognised from time to time by the International Olympic Committee as the National Olympic Committee for Great Britain and Northern Ireland;
The British Paralympic Association	The British Paralympic Association or any successor body recognised from time to time by the International Paralympic Committee as the National Paralympic Committee for Great Britain and Northern Ireland;
the Chair	the person elected as chair for the time being of the BAC and elected in accordance with Article 36;
clear days	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
communication	the same meaning as in the Electronic Communications Act 2000;
electronic communication	the same meaning as in the Electronic Communications Act 2000;
the directors or the Executive Committee	the executive committee for the time being of the BAC appointed in accordance with Article 45, the members of which are the directors for the purposes of the Act;
executed	Includes any mode of execution;
General Secretary	the person appointed from time to time as general secretary of the BAC in accordance with Article 68;
Great Britain	the United Kingdom of Great Britain and Northern Ireland;
IOC Athletes Commission	the athletes commission established by the International Olympic Committee;
IPC Athletes Commission	the athletes commission established by the International Paralympic Committee;
the members or the	the persons admitted into membership of the

Council	BAC from time to time in accordance with Article 4 and who are the members of the BAC for the purposes of the Act;
poll	a written vote;
Olympic Games	the Olympic Summer Games or the Olympic Winter Games (as appropriate);
Paralympic Games	The Paralympic Summer Games or the Paralympic Winter Games (as appropriate);
President	the person appointed as president for the time being of the BAC and appointed in accordance with Article 35;
Recognised Sport	a sport recognised by the Council from time to time as a sport whose Athletes should be represented by the BAC;
secretary	the company secretary of the BAC or any other person appointed to perform the duties of the company secretary of the BAC pursuant to Section 283 of the Act, including a joint, assistant or deputy secretary in accordance with Article 69;
Working Group	a working group of the BAC established under Article 39;

- (b) References to writing include references to any visible substitute for writing and to anything partly in one form and partly in another form.
- (c) Headings are inserted for convenience only and do not affect the construction of these Articles.
- (d) Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include bodies corporate (however incorporated) and unincorporated, including unincorporated associations of persons and partnerships.
- (e) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the BAC.

OBJECTS

3. The BAC is established for the purposes expressed in its Memorandum of Association.

MEMBERS

4. The Athletes from each Recognised Sport shall nominate (by whatever means they see fit) two persons to be members of the BAC. The Athletes who are members of the IOC Athletes Commission, the IPC Athletes Commission and the Athletes who are members of the Athletes Commission of the European Olympic Committees shall be members of the BAC. The Executive Committee shall admit members to the BAC in accordance with these Articles. The provisions of Section 352 of the Act shall be observed by the BAC and every member of the BAC shall either sign a written consent to become a member or sign the register of members on becoming a member. For the purposes of registration the number of members is unlimited. Every corporation and unincorporated association which is admitted to membership may exercise such powers as are prescribed by Section 375 of the Act. Collectively, the members shall be known as the Council.
5. A member may withdraw from membership of the BAC on seven days' clear notice to the BAC. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles.
6. The Executive Committee may from time to time make, vary and revoke rules relating to the levels of subscriptions or membership fees to be paid by the different categories of member. The members shall pay any subscription or membership fee set by the Executive Committee.

SUSPENSION OF MEMBERSHIP

7. If the Executive Committee at any time is of the opinion that the interests of the BAC so require, the Executive Committee may by resolution passed by $\frac{3}{4}$ majority of those present and voting at a general meeting suspend a member from membership for such period as it thinks fit and shall give notice in writing to the member of the suspension and any conditions for reinstatement of a member's membership. The Executive Committee may in its absolute discretion decide to reinstate a member so suspended as a member.

EXPULSION OF MEMBERS

8. It shall be the duty of the Executive Committee, if at any time they shall be of the opinion that the interests of the BAC so require, by notice in writing sent by prepaid post to a member's address, to request that member to withdraw from membership of the BAC within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the Executive Committee present and voting, which majority shall include one half of the total number of the directors for the time being.

9. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting written notice of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the Executive Committee. The Executive Committee and the member whose expulsion is under consideration shall be given at least 14 clear days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw from membership unless half of the directors present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members.

GENERAL MEETINGS

10. The BAC shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Executive Committee, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held for the following purposes:
- (a) to receive from the Executive Committee a full statement of account, pursuant to Article 74;
 - (b) to receive from the Executive Committee a report of the activities of the BAC since the previous annual general meeting;
 - (c) to appoint the BAC's auditors;
 - (d) to appoint the President ;
 - (e) to announce the results of elections held for the positions of the Chair and the Chairs and elected members of the Working Groups (as appropriate);
 - (f) to transact such other business as may be brought before it in accordance with these Articles.

All general meetings other than annual general meetings shall be called extraordinary general meetings. The Executive Committee may invite other organisations or individuals to attend general meetings but such invitees are not entitled to vote.

11. The Executive Committee may call general meetings and, on the requisition of five of the members, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. Such requisition must state the object of the meeting. If there are not within the United Kingdom sufficient

members of the Executive Committee to call a general meeting, any member of the Executive Committee or the secretary may call a general meeting.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice and every other extraordinary general meeting shall be called by at least 14 clear days' notice. A general meeting may be called by shorter notice if it is so agreed:
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95% of the total voting rights at the meeting of all the members.
13. The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of such business. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of:
 - (a) the consideration and adoption of the accounts and balance sheet and the reports of the Executive Committee and auditors and other documents required to be annexed to the accounts; and
 - (b) the appointment of auditors (and the fixing of their remuneration) where special notice of the resolution for such appointment is not required by the Act.

The notice shall, in the case of an annual general meeting, specify the meeting as such, and, in the case of a meeting to pass a special or extraordinary resolution, specify the intention to propose the resolution as a special or extraordinary resolution, as the case may be.

14. 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 any resolution passed or the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. No business shall be transacted at any general meeting unless a quorum is present. Save as otherwise stated herein 10 members (having the right to vote at general meetings) present in person shall be a quorum.
16. Any member may participate in a general meeting by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in

the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.

17. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Executive Committee may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
18. The President, or in his absence the Chair, shall preside as chairman of the meeting, but if neither the President nor the Chair are present within 15 minutes after the time appointed for holding the meeting and willing to act, the members of the Executive Committee present shall elect one of their number to be chairman of the meeting and, if there is only one member of the Executive Committee present and willing to act, he shall be chairman of the meeting.
19. If no member of the Executive Committee is willing to act as chairman of the meeting, or if no member of the Executive Committee is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman of the meeting.
20. The chairman of the meeting may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
21. The chairman of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to him that:
 - (a) members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
 - (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
 - (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
22. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on

the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special or extraordinary resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.

23. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (a) by the chairman of the meeting; or
 - (b) by at least five members present and having the right to vote at the meeting.
24. Unless a poll is duly demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
25. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
26. A poll shall be taken at such time and place and in such manner as the chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
28. A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs not being more than 14 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
29. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

30. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

31. Each member nominated by the Recognised Sports shall have the right to receive notice of and attend general meetings of the BAC but only one shall be entitled to vote (and shall count in any quorum). The members from a Recognised Sport shall decide between themselves which of them shall vote. In the event that only one of the members from a Recognised Sport is able to attend a general meeting, that member shall vote. In the event that neither member from a Recognised Sport is able to attend a general meeting the member designated to vote may appoint a proxy, using such form as the Executive Committee may approve from time to time.
32. 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 of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.
33. 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 tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

MATTERS CONCERNING OLYMPIC AND PARALYMPIC MATTERS

34. Resolutions concerning Olympic and Paralympic matters shall be decided upon by the Working Groups appointed to deal with Olympic and Paralympic matters in accordance with any regulations made by the Executive Committee.

THE PRESIDENT

35. The President of the BAC shall be nominated by the Executive Committee and appointed by Council at the annual general meeting each year. A retiring President shall be eligible for re-election.

THE CHAIR

36. At the annual general meeting in 2007 and at the annual general meeting every four years thereafter, the Chair shall retire but shall be eligible for re-election in accordance with this Article. The election for the position of the Chair shall be conducted in accordance with Article 37 and the result of the election announced at the annual general meeting. The Council shall elect the Chair. No person may serve as the Chair

unless he has either competed for Great Britain in either of the last two Olympic or Paralympic Games or shall be a senior squad member in training for the next Olympic or Paralympic Games or shall be a current member of a World Class Performance Program or have been part of one within the last three years. A person appointed as Chair shall hold office for a four-year term until the conclusion of the annual general meeting four years after his election but shall be eligible for re-election for one further four-year term.

ELECTIONS

37. Nominations for the positions of Chair, chair of a Working Group or elected member of a Working Group shall be submitted by such date as the Executive Committee shall prescribe. In the event of the election for a position being uncontested, the candidate shall be elected unopposed. In the event of there being more nominations than vacancies for a particular position, an election shall be conducted prior to the annual general meeting in accordance with regulations for elections adopted, from time to time, by the Executive Committee. The results of the election shall be announced at the annual general meeting.

CASUAL VACANCIES

38. The Executive Committee may fill a casual vacancy in the office of President, the Chair or the chairs of the Working Groups. A Working Group may fill a casual vacancy among its members. A person appointed to fill such a casual vacancy shall serve for the remainder of the term of office for which the person whose vacancy he fills was elected to serve.

WORKING GROUPS

39. The following Working Groups shall be established:
- (a) Olympic;
 - (b) Paralympic;
 - (c) World Class; and
 - (d) Sports Specific.

The remit of each Working Group shall be set out in regulations made by the Executive Committee from time to time.

40. The Executive Committee may in its absolute discretion at any time amend or add to the list of Working Groups in Article 39 and the Executive Committee may at any time dispense with the need for any of the Working Groups set out in Article 38. The Executive Committee may also amend the name of any Working Groups at any time. Each Working Group shall conduct its business in accordance with any terms of reference and standing orders set by the Executive Committee from time to time.

CHAIRS AND MEMBERS OF THE WORKING GROUPS

41. At the annual general meeting each year, the chairs of the Working Groups due to retire, shall retire but shall be eligible for re-election in accordance with these Articles. The Council shall elect the chairs of the Working Groups. The election for the position of chair of a Working Group shall be conducted once every two years in accordance with Article 37. The result of the election shall be announced at the next annual general meeting. No person may be nominated for election as chair of a Working Group unless he fulfils the eligibility criteria for the relevant position as set out in regulations made by the Executive Committee from time to time. A person so elected shall hold office for a two-year term and shall be eligible for re-election for up to three further two-year terms provided that he remains eligible. A person so appointed shall be a director under Article 45.
42. The Council shall elect up to two persons to serve on each Working Group. At the annual general meeting each year, the persons elected to the Working Groups due to retire shall retire and shall be eligible for re-election. The election for the position of elected members of a Working Group shall be conducted in accordance with Article 36 and the result of the election shall be announced at the next annual general meeting. No person may be nominated for election as elected member of a Working Group unless he fulfils the eligibility criteria for the relevant position as set out in regulations made by the Executive Committee from time to time. A person so elected shall hold office for a two-year term and shall be eligible for re-election for up to three further two-year terms provided that he remains eligible.

THE EXECUTIVE COMMITTEE

43. The affairs of the BAC shall be governed by the Executive Committee, who may pay all expenses incurred in promoting and registering the BAC, and may authorise all such acts and the exercise of all such powers of the BAC by the Executive Committee (on whom executive management powers are conferred as directors) as may be required to give effect to the BAC's objects and which are not, by the Act or by these Articles, required to be exercised in general meeting. No regulation made by the BAC in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
44. Unless otherwise determined by ordinary resolution, the number of directors shall not be more than five nor less than three.
45. The Executive Committee shall consist of:
- (i) the Chair; and
 - (ii) the chairs of the Working Groups.
46. From the resignation of the directors on incorporation, the Executive Committee shall

comprise:

- (i) the Chair: *Kate Allenby* (2007)
- (ii) Chair of Olympic Working Group: *Guinevere Batten* (2004)
- (iii) Chair of Paralympic Working Group: *John Robertson* (2005)
- (iv) Chair of Sport Specific Working Group: *James Williams* (2004)
- (v) Chair of World Class Working Group: *Karen Roberts* (2005)

Such persons shall hold office until the conclusion of the annual general meeting in the year set out in brackets after their respective names but shall be eligible for re-election in accordance with these Articles.

DELEGATION OF EXECUTIVE COMMITTEE'S POWERS

47. The Executive Committee may delegate any of its powers to any committee consisting of one or more members of the Executive Committee. It may also delegate to the General Secretary, or any director holding any other executive office or any member of the professional staff such of its powers as it considers desirable to be exercised by him. Any such delegation may be made subject to any conditions the Executive Committee 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 the Executive Committee so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE EXECUTIVE COMMITTEE

48. Without prejudice to the provisions of section 303 of the Act, the members may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the director in whose place he is appointed would have held the same if he had not been removed.

DISQUALIFICATION AND REMOVAL OF EXECUTIVE COMMITTEE MEMBER

49. The office of director shall be vacated if:
- (a) being the Chair or a chair of a Working Group, he ceases to be the Chair or a chair of a Working Group (as appropriate);
 - (b) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director;
 - (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (d) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (e) he resigns his office by notice to the BAC; or
- (f) he shall without sufficient reason for more than two consecutive Executive Committee meetings have been absent without permission of the Executive Committee and all other directors resolve that his office be vacated; or
- (g) he is removed from office by a resolution duly passed pursuant to section 303 of the Act; or
- (h) he is requested to resign by all the other directors acting together; or
- (i) he attains the age of 70 years.

EXECUTIVE COMMITTEE'S EXPENSES

50. The Executive Committee may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of the Executive Committee or committees of the Executive Committee or general meetings or separate meetings of the holders of debentures of the BAC or otherwise in connection with the discharge of their duties save where the Rules provide otherwise in accordance with the policy set by the Executive Committee from time to time.

EXECUTIVE COMMITTEE'S APPOINTMENTS AND INTERESTS

51. Subject to the provisions of the Act, the Executive Committee may enter into an agreement or arrangement with any director for his employment by the BAC or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the Executive Committee determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the BAC.
52. Subject to the provisions of the Act, and provided that he has disclosed to the Executive Committee the nature and extent of any material interest of his, a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the BAC or in which the BAC is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the BAC or in which the BAC is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the BAC for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

53. For the purposes of these Articles:

- (a) a general notice given to the Executive Committee that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

EXECUTIVE COMMITTEE'S GRATUITIES AND PENSIONS

54. The Executive Committee may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the BAC or with any body corporate which is or has been a subsidiary of the BAC or a predecessor in business of the BAC or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

55. Subject to the provisions of these Articles, the Executive Committee may regulate its proceedings as it thinks fit. A director may, and the secretary at the request of a director shall, call a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a simple majority of votes. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

56. Any director may participate in a meeting of the Executive Committee, or of a

committee of the Executive Committee, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is.

57. The Executive Committee may invite any senior member of the BAC's staff and/or any other person whom it sees fit to attend but not vote at meetings of the Executive Committee.
58. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the BAC for the time being vested in the BAC generally. The quorum for the transaction of the business of the Executive Committee shall be three.
59. The continuing Executive Committee or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing Executive Committee or a sole continuing director may act only for the purpose of admitting persons to membership or of calling a general meeting.
60. The Chair shall be the chairman of the Executive Committee. Unless he is unwilling to do so, the Chair shall preside at every meeting of the Executive Committee at which he is present. But if there is no person holding that office, or if the Chair is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, one of the directors shall preside.
61. All acts carried out by a meeting of the Executive Committee, or of a committee of the Executive Committee, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
62. A resolution in writing signed by all directors entitled to receive notice of a meeting of the Executive Committee or of a committee of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) a committee of the Executive Committee duly convened and held and may consist of several documents in the like form each signed by one or more directors.
63. Save as otherwise provided by the Articles, a director shall not vote at a meeting of the Executive Committee or of a committee of the Executive Committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the BAC unless his interest or duty arises only because the case falls within one or more

of the following paragraphs:

- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the BAC or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the BAC or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the BAC or any of its subsidiaries, or by virtue of his being, or intending to become, a participator in the underwriting or sub-underwriting of an offer of any such debentures by the BAC or any of its subsidiaries for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purposes of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the BAC), connected with a director shall be treated as an interest of the director.

- 64. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 65. The BAC may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of the Executive Committee or of a committee of the Executive Committee.
- 66. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the BAC or any body corporate in which the BAC is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each director concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 67. If a question arises at a meeting of the Executive Committee or of a committee of the Executive Committee as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member of the Executive Committee other than himself shall be final and conclusive.

GENERAL SECRETARY

68. From time to time the Executive Committee shall appoint a General Secretary for such term, at such remuneration and upon such conditions as it thinks fit and any General Secretary so appointed may be removed by the Executive Committee. For the avoidance of doubt, the General Secretary may act as the secretary.

SECRETARY

69. Subject to the provisions of the Act, the secretary shall be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as it may think fit; and any secretary so appointed may be removed by the Executive Committee.

MINUTES

70. The Executive Committee shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments made by the Executive Committee; and
 - (b) of all proceedings at meetings of the BAC, which shall include without limitation proceedings of the Executive Committee and of committees of the Executive Committee, including the names of the directors present at each such meeting.

Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

ACCOUNTS

71. The Executive Committee shall cause accounting records of the BAC to be kept in accordance with section 221 of the Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).
72. Accounting records shall be kept at the registered office or, subject to section 222 of the Act, at such other place or places as the Executive Committee shall think fit and shall always be open to the inspection of the Executive Committee.
73. One or more members shall, if authorised by a simple majority of the members, be permitted to inspect the accounts and books and documents of the BAC at all reasonable times.
74. At the annual general meeting in every year the Executive Committee shall lay before the members a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Executive

Committee and the auditors of the BAC, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

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

NOTICES

76. Any notice to be given to or by any person pursuant to the Articles shall be in writing (except that a notice calling a meeting of the Executive Committee need not be in writing) or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article and in Articles 77 and 78 below, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
77. A notice may be given by the BAC to any member, either personally or by sending it by post to the registered address of such member, or (if there be no such registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by the member to the BAC for the giving of notices or by giving it using electronic communications to an address for the time being notified to the BAC by the member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice and to have been effected in all cases on the fourth day following the day of posting. Where a notice is given using electronic communications, service of the notice shall be deemed to be effected by sending the electronic communication containing the notice in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators and to have been effected in all cases at the expiration of 48 hours after the time it was sent.
78. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every member except those who (having no registered address within the United Kingdom) have not supplied to the BAC an address within the United Kingdom for the giving of notice to them; and
 - (b) the auditors for the time being of the BAC.

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

79. A member present at any meeting of the BAC shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

BYE-LAWS

80. Subject to Articles 6 and 83, the Council shall be empowered to make bye-laws for the purpose of regulating any policy matters not mentioned in these Articles which are consistent with the Memorandum of Association and these Articles. The Council shall be empowered to alter, suspend or rescind any of the said bye-laws from time to time as it thinks fit.
81. Any bye-laws in force for the time being shall be binding upon every member of the BAC.
82. Notices of any new, altered, suspended or rescinded bye-laws shall be sent to each member and shall be placed before the next ensuing general meeting of the BAC.

REGULATIONS

83. The Executive Committee has the power from time to time to make, repeal and amend regulations for the better administration of the BAC.

INDEMNITY

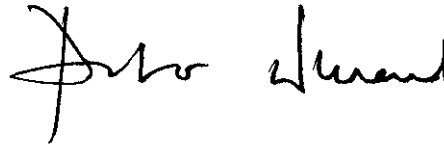
84. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the BAC shall be indemnified out of the assets of the BAC against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the BAC.

WINDING UP

85. Clause 8 of the Memorandum of Association relating to the winding-up and dissolution of the BAC shall apply and have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Peter Wienand
66 Lincoln's Inn Fields
London
WC2A 3LH



James Thorne
66 Lincoln's Inn Fields
London WC2A 3LH



Serena Hedley-Dent
66 Lincoln's Inn Fields
London WC2A 3LH



Dated this 16 December 2003

WITNESS to the above signatures: J. Worthman