

**THE COMPANIES ACT 1985 - 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
NEW ARTICLES OF ASSOCIATION**

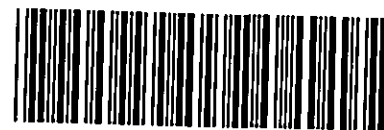
of

SCOTTISH SQUASH AND RACKETBALL LIMITED

Company Number: SC198965

Revised by Special Resolution passed on 7 July 2012

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COMPANIES HOUSE

THE COMPANIES ACTS 1985 to 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

SCOTTISH SQUASH AND RACKETBALL LIMITED

PRELIMINARY

1.1 The Regulations contained in Table A (as hereinafter defined) as applied by Table C (as hereinafter defined) shall apply to the Company in so far as they are not excluded or modified hereby. The Regulations of Table A numbered 36-118 shall not apply but, subject as aforesaid, and in addition to the remaining Regulations of Table A, the following shall be the Articles of Association of the Company.

1.2 In these Articles:

"Act" means the Companies Acts 1985 and "2006 Act" means the Companies Act 2006 which in either case includes any statutory modification or re-enactment thereof for the time being in force;

"Associate Member" shall mean an individual member admitted to membership in accordance with these Articles;

"Associated Regional Association" shall mean those regional associations who have been admitted to membership in accordance with these Articles;

"SSR" shall mean the Company;

"Full Corporate Member" shall mean a full corporate member being a club, unincorporated association, company or other corporate form admitted to membership in accordance with these Articles;

"In writing" shall mean written, printed or lithographed or faxed, or partly one and partly another, and other modes of representing or reproducing words in visible form;

"Management Board" shall mean the Board of Directors and "a member of the Management Board" shall mean a Director and shall have the meaning ascribed to it in Article 33;

"Not less than... days" shall mean the period ending immediately before that date;

"Office of SSR" shall mean the published correspondence address for the time being of SSR;

"Ordinary Resolution" shall mean a resolution (notice of the meeting at which it is to be considered having been given to members entitled under these Articles to receive it) which, to be passed, requires a majority of the votes cast in a general meeting of the members entitled to vote thereat;

"President", "Vice-President/s" and "Regional Director/s" of SSR shall mean the managing director, directors and non-executive directors of SSR respectively and shall have the meaning ascribed to it in Article 33;

"Principles and Objects of SSR" shall mean the principles and objects of SSR and all rules of SSR (including all codes of conduct and bye-laws) as decided upon and published by SSR from time to time;

"Racketball" shall mean the sport of Racketball as played under the rules published from time to time by the Management Board;

"Racketball Club" shall mean any club, unincorporated association, company or other corporate body formed in relation to Racketball;

"Racketball Court" shall have the same meaning as Squash Court;

"Regional Director" means a director appointed as such in accordance with Article 33;

"Registered Members" shall mean the senior and junior members of Full Corporate Members insofar as SSR has received all details required in accordance with Article 26;

"Rules of Racketball" shall mean the Rules of the Singles and Doubles game from time to time published by the Management Board, including specifications for Racketball courts and playing equipment;

"Rules of Squash" shall mean the Rules for the Singles and Doubles game from time to time published by the World Squash Federation, including specifications for Squash Courts and playing equipment;

"Special Resolution" shall mean a resolution (notice of the meeting at which it is to be considered having been given to the members entitled under these Articles to receive it) which requires at least 75% of the vote of the members present at the general meeting to vote thereat, to be passed;

"Squash" shall mean the sport of squash (formerly known as "Squash Rackets") as played under the rules from time to time published by the World Squash Federation;

"Squash Club" shall mean any club, unincorporated association, company or other corporate body formed in relation to Squash;

"Squash Courts" shall mean a court complying with the specification for squash courts published in the Rules of Squash, whether or not that court is utilised solely for the playing of squash, and such other similar courts as may be agreed at a general meeting to be suitable for the playing of squash;

"World Squash Federation" shall mean the worldwide governing body of squash incorporated as the World Squash Federation Limited;

"Secretary" shall mean the person appointed to perform the duties of the Secretary of SSR, including a general, joint, assistant or deputy Secretary;

"Table A" means Table A contained in the Companies (Tables A to F) Regulations 1985

as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007;

"Table C" means Table C contained in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) Regulations 2008

and words importing the singular number only shall include the plural number, and vice versa; and words importing the masculine gender only shall include the feminine gender; and words importing persons except the words "individual" shall include associations, corporations and other organisations whether incorporated or unincorporated; unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any; statutory modification thereof not in force when these Articles become binding on SSR.

MEMBERSHIP

2. SSR shall comprise:

- 2.1 Full Corporate Members as admitted to membership in accordance with Article 2.4. Such members shall have the right to receive notice of, attend and vote at all General Meetings of SSR.
- 2.2 Associate Members admitted to membership in accordance with Article 2.4 being any individual who is ordinarily resident outwith Scotland (as determined by the Management Board in their entire discretion) who wishes to take part in tournaments in Scotland or represent Scotland. Such members shall have no right to attend, speak or vote at General Meetings of SSR.

- 2.3 Associated Regional Associations as further described in Articles 68-71. Such members shall have the right to receive notice of attend and speak but not vote at General Meetings of SSR.
- 2.4 Any Squash Club and/or Racketball Club which is eligible for Full Corporate membership, any individual, incorporated groupings of individuals wishing to be recognised by SSRL and all applicants for Associated Regional Association membership may apply to SSR for admission as a member. Such applications shall be in such form and accompanied by such information as prescribed by the Management Board from time to time and such subscription fee as prescribed by the Management Board from time to time. Applicants shall be admitted to Full Corporate Membership or Associate Membership (as appropriate) unless it is otherwise determined by the Management Board. Applicants shall be admitted to Associated Regional Association membership in accordance with Article 68 in the case of incorporated groupings of individuals, the constitution of the group shall comply with the Principles and Objects of SSR and all rules of SSR as determined by the Management Board from time to time and must be in a form acceptable to the Management Board.
- 2.5 A member may withdraw from SSR in accordance with these Articles.
- 2.6 Membership shall not be transferable.

ANNUAL GENERAL MEETING

3. SSR shall hold a General Meeting in every calendar year not later than six months after the date of the end of SSR's financial year as its Annual General Meeting at such a time and place as may be determined by the Management Board, and shall specify the meeting as such in the notices calling it.

4. All General Meetings other than Annual General Meetings shall be called General Meetings.

NOTICE OF GENERAL MEETINGS

5. All General Meetings of SSR shall be called by at least 21 days' notice but a General Meeting may be called by shorter notice if it is so agreed by all the members entitled to attend and vote thereat.
6.
 - (a) All notices of a General Meeting shall specify the date, time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.
 - (b) The notice shall be given to all categories of member (other than Associate Members), Associated Regional Associations and the Auditors and shall include notice of the resolutions to be considered at the meeting and elections as required under Article 23. The notice calling the General Meeting shall be accompanied by such written reports and other documents as may be relevant to the proposed business of the General Meeting including, in the case of the Annual General Meeting, an examined income and expenditure account and balance sheet, notice of a motion to authorise the Management Board to appoint, and fix the remuneration of accountants and notice of a motion to determine subscription and affiliation fees for the forthcoming seasons.
7. 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 that meeting.

PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, ten percent of Full Corporate Members present either in person or by proxy shall constitute a quorum.
9. 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 directors may determine, notice of the adjourned meeting to be given in accordance with the provisions of Article 6 (b) above.
10. The President of SSR shall preside as Chairman at every General Meeting. If he/she is not present within fifteen minutes after the time appointed for the holding of a General Meeting one of the members of the Management Board chosen by the Management Board shall Chair the meeting, or if no such member thereof be present, or if all members of the Management Board present decline to take the Chair, the Full Corporate Members present shall choose one of their number present to take the Chair.
11. A member of the Management Board shall, notwithstanding that he/she is not a member be entitled to attend and speak at any General Meeting (and at any separate meeting of any class of members of SSR).
12. The Chairman of the meeting may, with the consent of any such meeting at which a quorum is present (and shall if so directed by in excess of one half of all the votes properly cast) adjourn the meeting from time to time, and from place to place but no

business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Whenever such a meeting is adjourned for forty five days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting.

Save as aforesaid, members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

13. A resolution put to the vote of a meeting may, at the discretion of the Chairman, be decided on a show of hands, a poll or secret ballot, provided that a resolution will not be decided by a poll 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:
 - (i) by the Chairman; or
 - (ii) by at least three Full Corporate Members;
14. Unless a poll is duly demanded a declaration by the Chairman 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.
15. 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.

16. A poll shall be taken as the Chairman directs and he/she may appoint scrutineers (who need not be members). The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. In the event of an equality of votes at any General Meeting the Chairman of the meeting shall have a casting vote.
18. A poll demanded at the instigation of a Chairman or on a question of adjournment shall be taken forthwith. 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.
19. A resolution in writing executed in the case of an Ordinary Resolution by more than 50% and in the case of a Special Resolution by not less than 75% of all members 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.

ELECTIONS

20. All elections for President and Vice-Presidents of SSR shall be for a term ending at the Annual General Meeting following completion of a period of service of 18 months whereupon such President and Vice- Presidents may be re-elected for a further term ending at the AGM following completion of a further period of service of 18 months.

21. Nominations for election must be received at the offices of SSR not less than forty five days before the date of the Annual General Meeting at which the election is to be held.
22. No nomination shall be accepted as valid unless:
- (a) It is made by a Full Corporate Member;
 - (b) SSR has received, before the closing date for nominations, a statement signed by the nominee confirming his/her willingness to stand; and
 - (c) SSR has received, before the closing date for nominations, a statement from the nominee confirming either that he/she has no financial interest in the game of Squash, or if he/she does have such interests then setting out in full the nature and extent of those interests. In the event of the latter, then such statement shall accompany the papers distributed for the Annual General Meeting.
23. Details of nominations received shall accompany the papers distributed for the Annual General Meeting at which the elections are to be held. These shall comprise:-
- (a) a list of all valid nominations;
 - (b) any statement arising out of Article 22 (c) above;
 - (c) a statement of reasonable length in support of the candidate's nomination (if written and submitted by the candidate).
24. (a) The election of the President and Vice-Presidents shall be held at the end of the Annual General Meeting.
- (b) All elections shall be conducted by secret ballot unless it is otherwise determined by the Company.

- (c) The election for the post of President shall be conducted first. If there is only one candidate then he/she shall be declared elected. If there are two or more candidates, then the person or persons for whom the most number of properly recorded votes is cast shall be declared elected and in the event of an equality of votes the Chairman shall have a casting vote.
- (d) The elections for the posts of Vice-President shall follow the election of the President and shall be conducted in the same manner as the election for the post of President as set out in Article 24 (c) above. If the elected President was also a candidate as a Vice-President, then he/she shall automatically be removed from the voting procedures for Vice-Presidents.

VOTING

- 25. Subject to the provisions of these Articles only Full Corporate Members represented in accordance with these Articles at a General Meeting shall be entitled to vote. Voting by proxy shall be permitted. The appointment of a proxy must be made in accordance with the 2006 Act in the form prescribed from time to time by SSR and must be delivered to the office of SSR at least 48 hours before the scheduled start of the meeting.
- 26. Full Corporate Members shall be entitled to one vote for every ten current Registered Members of the Full Corporate Member, the minimum number of votes being one. Full Corporate Members must provide to SSR in relation to each individual it wishes to treat as a Registered Member his/her full name and address, date of birth and email address. Failure to provide such information may mean that the individual in question shall not be treated as a Registered Member.

27. A Full Corporate Member may vote for, against or formally register its abstention from voting in respect of a motion or resolution. If a Full Corporate Member elects not to participate in the voting procedure, its position shall not be recorded and taken into account in determining whether or not the motion or resolution has been carried.
28. 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 whose decision shall be final and conclusive.
29. Votes given or any poll demanded by the duly authorised representative of a Full Corporate Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by SSR before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting the time appointed for taking the poll.

GENERAL MEETINGS

30. The Management Board may whenever it thinks fit convene a General Meeting, and a General Meeting shall also be convened within the timescales prescribed by the Act if requisitioned by the Full Corporate Members in accordance with the Act. Any Full Corporate Member or a majority of the Management Board shall be entitled to have included on the agenda of a General Meeting any matter, motion or proposal. All such proposals submitted by a member or a majority of the Management Board must be

received at the offices of SSR not less than forty five days prior to the General Meeting at which it is to be discussed.

31. Such requisition shall state the object of the meeting and any resolution or motion to be proposed thereat.
32. The only business which shall be transacted at a General Meeting is:
 - (a) Approval of the Minutes of the previous General Meeting, and
 - (b) Consideration of the business for which the Meeting has been convened pursuant to Articles 30 and 31 above.

MANAGEMENT BOARD

33. The Management Board shall comprise the President, the three Vice-Presidents who have been elected in accordance with the provisions of Article 24(d) of these Articles and who hold the office of director of SSR and one person nominated by each Associated Regional Association who shall be appointed to the office of non-executive director of SSR and shall be known as Regional Directors. The Management Board shall publicise to Associated Regional Associations details of the roles and responsibilities of and skills required from a Regional Director when seeking nominations from Associated Regional Associations and it shall be the responsibility of the Associated Regional Association to make proper arrangements in accordance with Bye-laws made by the Management Board for the nomination of a Regional Director from that region. All persons nominated by an Associated Regional Association must be bona fide Registered Members of Full Corporate Members. The nominated Regional Directors shall be appointed to the office of non-executive director and shall assist SSR in implementing the principles and objects of SSR in their respective regions and as such

may be appointed to the Chair of sub-committees. Regional Directors shall hold office until the AGM following their appointment whereupon they must resign but may be re-appointed to the position of Regional Director thereafter in accordance with this Article 33. In the event that an Associated Regional Association does not nominate a person for appointment as a Regional Director within 3 months of the call for nominations, the Management Board shall advertise for applicants to stand as a non-executive director of SSR, detailing the required skill then sought by the Management Board, and shall be able to appoint such person to act in such capacity for the remainder of the term which the Regional Director would have held office had a person been nominated.

34. Any casual vacancy howsoever occurring in the Management Board may, pending election at an AGM held in accordance with the provisions of these Articles, be filled by the Management Board.
35. The Management Board may appoint up to two voting non-executive Members of the Management Board where, in the opinion of the Management Board, such person(s) have particular knowledge or expertise not covered by other members of the Management Board.
36. SSR may by special resolution remove any member of the Management Board whereupon an election of his/her replacement shall be held in accordance with the provision of these Articles.

POWERS OF THE MANAGEMENT BOARD

37. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of SSR shall be managed by the Management Board who may exercise all the powers of SSR and may pay all such expenses of, and preliminary and incidental to the promotion, formation, establishment and registration of SSR as they think fit. Notwithstanding the foregoing generality, the Management Board shall establish the strategic direction and policies of SSR from time to time; secure funding, approve budget and monitor expenditure; monitor the implementation of all plans and policies of SSR; and provide direction and leadership for Squash in Scotland.
38. The Management Board may, by power of attorney or otherwise, appoint any person to be the agent of SSR for such purposes and on such conditions as they determine including authority for the agent to delegate all or any of his/her powers.
39. The Management Board may exercise all the powers of SSR to borrow money without limit as to amount and upon such terms and in such manner as it thinks fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of SSR or of any third party.
40. The Management Board may from time to time approve or amend, suspend or revoke Byelaws relating to the management, policies and procedures of SSR which shall be binding on all members of SSR. Said Byelaws shall be intimated by the Management Board to all members and shall be enforceable from such date two days after intimation of same has been sent to all members (notwithstanding the fact that one or more

members may not have received the same). For the avoidance of doubt SSR is committed to ensuring equality of opportunity and fair treatment of all people involved with the organisation, regardless of gender, pregnancy and maternity, reassignment, disability, race (including ethnic background, nationality and colour), marital or civil partnership status, age, sexual orientation, religion or belief or social background.

DELEGATION OF POWERS AND FORMATION OF SUB-COMMITTEES

41. The Management Board may delegate any of their powers, duties and responsibilities to any sub-committees consisting of one or more of their number and/or individuals who in their sole opinion are considered fit to perform such functions. They may also delegate to any member of the Management Board such of their powers as they consider desirable to be exercised by him/her. Any such delegation of power or formation of sub-committees may be made subject to any conditions the members of the Management Board may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Insofar as these Articles do not regulate the proceedings of sub-committees, the proceedings of a sub-committee with two or more members shall be governed by the Articles regulating the proceedings of the Management Board so far as they are capable of applying. Sub-committees shall implement relevant policies and plans delegated to them by the Management Board.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE MANAGEMENT BOARD

42. The office of a member of the Management Board shall be vacated if:-

- (a) he/she ceases to be a member of the Management Board by virtue of any provision of the Act or he/she becomes prohibited by law from being such a member; or
- (b) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- (c) he/she is, suffering from mental disorder or mental impairment such that in the reasonable opinion of the Management Board that he/she was incapable of carrying out their duties; or
- (d) he/she resigns his/her office by notice to SSR; or
- (e) he/she shall for more than six consecutive months have been absent without permission of the members of the Management Board from meetings of the Management Board held during that period and the members of the Management Board resolve that his/her office be vacated; or
- (f) in the view of the Management Board by majority vote he/she does not fulfil his/her responsibilities properly as a member of the Management Board or is in breach of the Personnel Code of Conduct (or any similar code, policy or guideline of SSR introduced from time to time); or
- (g) in the case of Regional Directors, the Associated Regional Association of which they are a representative ceases to be a member of the Company or the Associated Regional Association does not comply with any rules, policies or Bye-laws of SSR or is banned, suspended or expelled from membership of SSR.

43. Upon termination or resignation, a President or Vice-President shall resign the office of member of the Management Board and may not be re-elected, nominated or appointed to any elected position on the Management Board of SSR (including as a Regional

Director) for a period of three years, save that any director may upon termination be elected President.

REMUNERATION OF MEMBERS OF THE MANAGEMENT BOARD

44. Members of the Management Board shall not be entitled to payment for their services as a member of the Management Board but may be paid reasonable and proper remuneration in return for any services actually rendered to the Company (other than services rendered as a member of the Management Board) whether as an employee or otherwise and may be reimbursed for expenses incurred in legitimate work for SSR which has been authorised in advance of expenditure and which conforms to the criteria for expenses set by the Management Board.

PROCEEDINGS OF MEMBERS OF THE MANAGEMENT BOARD

45. Subject to the provisions of the Articles, the Management Board may regulate its proceedings as it thinks fit. A member of the Management Board may, and the Secretary at the request of a member of the Management Board shall, call a meeting of the Management Board. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes; the Chairman shall have a second or casting vote.
46. The quorum for the transaction of the business of the Management Board shall be four. The Chairman of the Board, in his absolute discretion, may invite guests, from time to time, to attend meetings of the Management Board. Such guests shall only attend the meeting for business germane to their expertise and knowledge and as directed by the

Chairman. No such invited guests shall have a vote on matters determined at a meeting of the Management Board.

47. The continuing members or member of the Management Board may act notwithstanding any vacancies in their number, but, if the number of members of the Management Board is less than the number fixed as the quorum, the continuing member or members of the Management Board may act only for the purpose of filling vacancies or of calling a General Meeting.
48. In the absence of the President of SSR the Management Board may appoint one of its number to be the Chairman of the Management Board and may at any time remove him/her from that office. But if there is no member of the Management Board holding that office, or if the member of the Management Board holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the members of the Management Board present may appoint another of their number to be Chairman of the meeting.
49. All acts done by the Management Board, or of a sub-committee of the Management Board, or by a person acting as a member of the Management Board shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Management Board or that any of them was disqualified from holding office, or had vacated office, or was 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 member of the Management Board and had been entitled to vote.

50. A resolution in writing signed by all the members of the Management Board entitled to receive notice of a meeting of the Management Board or of a sub-committee of the Management Board shall be as valid and effectual as if it had been passed at a meeting of the Management Board or (as the case may be) a committee of the Management Board duly convened and held and may consist of several documents in the like form each signed by one or more members of the Management Board.

51. A member of the Management Board shall not vote at a meeting of the Management Board or of a subcommittee of the Management Board on any resolution concerning a matter in which he/she has directly or indirectly has an interest or duty which is material and which conflicts or may conflict with the interests of SSR and all members of the Management Board shall comply at all times with the provisions of the 2006 Act in relation to any such interest.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on SSR), connected with a member of the Management Board shall be treated as an interest of the member of the Management Board.

52. A member of the Management Board shall not be counted in the quorum present at a meeting of the Management Board in relation to a resolution on which he/she is not entitled to vote.

53. If a question arises at a meeting of the Management Board or of a sub-committee of the Management Board as to the right of a member of the Management Board to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the

meeting and his/her ruling in relation to any member of the Management Board other than himself/herself shall be final and conclusive.

54. The Management Board shall meet at least four times a year.

SECRETARY

55. Subject to the provisions of the Act, the Management Board may appoint a Secretary for such term upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.

MINUTES

56. The Management Board shall cause Minutes to be made:
- (a) of all appointments of officers made by the Management Board; and
 - (b) of all proceedings at meetings of SSR, of the members of any class of SSR and of the Management Board and any sub-committee of the Management Board, including the names of the members of the Management Board present at such meeting.

TELEPHONIC ETC. MEETING OF THE MANAGEMENT BOARD

57. A member of the Management Board or member of a committee of the Management Board may participate in a meeting of the Management Board or such committee by means of telephonic, video conferencing or similar communications whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such a meeting. The

location of such meeting shall be deemed to be the place at which the Chairman of the meeting was located at the time of that meeting.

DIVIDENDS, PROFITS AND RESERVES

58. The Management Board may not pay dividends to any class of member.

WINDING UP

59. If upon the winding-up or dissolution of SSR whether by virtue of a resolution of the Full Corporate Members or otherwise, the liquidator shall transfer the assets of the Company to an appropriate body in accordance with the provisions of the Memorandum of Association.

NOTICES

60. Any notice to be given to or by any person pursuant to these Articles shall be in writing.
61. SSR may give any notice or provide any other document to a member either: (i) personally; or (ii) by sending it by post in a prepaid envelope addressed to the member at his/her registered address; or (iii) by leaving it at that address; or (iv) by sending it by fax to the last fax number notified to the Company; or (v) by a website the address of which has been notified to the member; or (vi) by electronic mail to an address notified by the member to the Company. This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way. If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the shareholder. A properly addressed

notice or document sent by pre-paid post shall be deemed to have been given 48 hours after the date on which the notice is posted. A notice or document sent by telefax shall be deemed to have been given 2 hours after the time of transmission. A notice or document (other than a share certificate) sent by electronic mail, shall be deemed to have been delivered at the time it was sent. A notice or document (other than a share certificate) sent by a website shall be deemed to have been delivered when the material was first made available on the website, or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

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

ACCOUNTS

63. The Management Board shall cause accounting records of SSR to be kept in accordance with the provisions of the Act.
64. The financial year of SSR shall be 1 May to 30 April.
65. The Management Board shall ensure that the annual statement of accounts and balance sheet be prepared and examined as soon as practicably possible after the financial year end to which the accounts relate, and in any event prior to the Annual General Meeting.

INDEMNITY

66. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Management Board may otherwise be entitled, every member of the Management Board or other officer of SSR shall be indemnified out of the assets of SSR against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of SSR, but this Article shall only have effect in so far as its provisions are not avoided by the Act.
67. The Management Board shall have power to purchase and maintain for any member of the Management Board or other officer of SSR, insurance against any such liability as is referred to in the Act.

ASSOCIATED REGIONAL ASSOCIATIONS

68. Full Corporate Members shall be grouped into Associated Regional Associations for the purpose of promoting and regulating Squash and Racketball in Scotland. In the event of a dispute as to which Associated Regional Association a Full Corporate Member should belong, the decision of the Management Board shall be final.
69. Associated Regional Associations shall assist SSR in implementing the Principles and Objects of SSR and all rules of SSR in their regions and must observe all Principles and Objects of SSR and all rules of SSR.

70. The number and geographical boundaries of the Associated Regional Associations will be in line with those of the Regional Institute of Sport as determined from time to time by Sportscotland (or any successor body).
71. The constitution of each Associated Regional Association shall comply with the Principles and Objects of SSR and all rules of SSR as determined by the Management Board from time to time and must be in a form acceptable to the Management Board.

SUBSCRIPTIONS

72. The application by a prospective Member shall be accompanied by the appropriate joining and subscription fees from time to time determined by SSR.
73. Each Member shall pay an annual subscription towards the expenses of SSR. The scale, rate and amounts of all such subscriptions shall be determined by the Management Board at a General Meeting.
74. Subscriptions shall be due and payable by 31 October of the relevant calendar year and the provisions of Article 79 shall apply in the event of non-payment.

RIGHTS OF MEMBERS

75. Subject to Article 76 below and in addition to the rights conferred upon Members under the 2006 Act each Full Corporate Member and Associated Regional Association shall be entitled to appoint one delegate to represent it or him at a General Meeting and who shall be regarded by SSR as the official point of contact. In addition, each Full Corporate Member shall be entitled to appoint one observer who may attend the General Meeting

but may speak only with the permission of the Chairman and shall not be entitled to vote on behalf of the Full Corporate Member.

76. A person may only represent (either as delegate or observer) one Full Corporate or Associated Regional Association and may not vote or speak on behalf of another Full Corporate or Associated Regional Association. Members of the Management Board shall not be permitted to represent in any capacity whatsoever either a Full Corporate or Associated Regional Association. A delegate shall, if so required, produce to the Management Board evidence sufficient to satisfy the Management Board that he/she is the properly appointed delegate of the Full Corporate or Associated Regional Association he/she claims to represent.
77. At all General Meetings only the business notified in the agenda shall be transacted. Amendments must be kept within the items of the motion and the Chairman of the Meeting shall have the power to refuse any amendment which substantially alters the intention of the motion.

CESSATION OF MEMBERSHIP

78. A Member wishing to retire from SSR must give notice in writing to be received by SSR not later than three calendar months before the end of the current financial year, and in default will be held liable for the subscription for the current calendar year.
79. Any Member which/who fails to pay its/his subscription by 31 October in any year shall automatically be suspended from Membership and all membership rights of that member shall be deemed to be revoked. It/he shall remain liable for subscriptions during the period of suspension and may be re-admitted to Membership by the Management Board

upon full payment of the subscription due. During the period of such suspension the suspended Member may not attend, speak or vote at General Meetings of SSR.

DISCIPLINARY MATTERS

80. Any Member whose continued membership, in the opinion of the Management Board, damages the national standing of Squash or Racketball as a Scottish sport, or any member who has breached the rules of Squash or Racketball or carries out any act or practice which in the opinion of the Management Board is detrimental to Squash or Racketball may be suspended or expelled as a Member of SSR, if it is so determined by the Management Board. Any such suspension or expulsion shall be effective from the date upon which notice of the suspension or expulsion is given to the Member concerned by the Management Board. During the period of any such suspension the suspended Member may not attend, speak or vote at General Meetings of SSR or participate in SSR competitions. The suspended Member shall remain liable for payment of its/his subscription to SSR, notwithstanding its/his suspension. For the avoidance of doubt the Management Board shall have the power to prohibit any act or practice by members which in the opinion of the Management Board is or was detrimental to Squash or Racketball. The Management Board may impose any such conditions as it sees fit on the member in question in the event of any suspension or expulsion.

DISPUTES

81. Full Corporate, Associate Members, Associated Regional Associations, Officers and Registered Members of SSR shall not be permitted to bring before a court of justice disputes involving all or any of them, and membership of SSR shall involve members renouncing the right to take a dispute before a court of justice. Any such dispute shall be

referred to an arbitration tribunal appointed by common consent, or failing this in the case of Squash only, by the President of the World Squash Federation.