

Articles of Association of
INSTITUTE OF NATIONAL ANTI-DOPING ORGANISATIONS
(Company Limited by Guarantee)

INTERPRETATION AND LIMITATION OF LIABILITY

1. Disapplication of the prescribed form of articles

- 1.1. The model form of articles of association prescribed by Schedule 2 of the Companies (Model Articles) Regulations 2008 shall not apply to the company and the following regulations shall be the articles of association of the company.

2. Defined terms

- 2.1. In these articles, unless the context requires otherwise:

“**articles**” means these company’s articles of association;

“**bankruptcy**” includes any resolution, proceedings or order in a jurisdiction other than England and Wales or Northern Ireland, which has or have an effect similar to that of bankruptcy, receivership, administration or liquidation;

“**chairman**” has the meaning given in article 14;

“**chairman of the meeting**” has the meaning given in article 28;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“**director**” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**member**” has the meaning given in section 112 of the Companies Act 2006;

“**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**participate**”, in relation to a directors’ meeting, has the meaning given in article 10;

“**proxy notice**” has the meaning given in article 34;

“**special resolution**” has the meaning given in section 283 of the Companies Act 2006;

“**subsidiary**” means a subsidiary undertaking as defined by section 1162 of the Companies Act 2006; and

“**writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

2.2. Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

3. Objects

3.1. Subject to article 3.2, the objects of the company are:

- (a) to act as a representative body for its members and encourage and provide support and otherwise facilitate the governance, promotional, administrative or organisational activities of its members in the elimination of doping in sport (“**anti-doping**”) on a local, national and international level;
- (b) to carry on any business which, in the opinion of the company, can be advantageously carried on in connection with or ancillary to the governance, promotional, administrative or organisational activities of the company or its members or is calculated directly or indirectly to advance the interests of anti-doping;
- (c) to participate in the development, promote and reinforce the ethical principles for the practice of doping-free sport and to help protect the health of all sports participants, including athletes;
- (d) to provide advisory services for information and documentation for the use of its members and other persons interested in anti-doping;
- (e) to consider and consult with third parties active in anti-doping on all questions affecting anti-doping and to advise and communicate views and recommendations to others and in particular to any intergovernmental organisations and any domestic or international statutory, regulatory or representative bodies having responsibility or jurisdiction for matters affecting anti-doping in any country or internationally;
- (f) to devise, develop and promote anti-doping education and prevention programmes to encourage the practice of doping-free sport in accordance with ethical principles and to provide educational material or services relating in any way to anti-doping;
- (g) to cooperate with its members and encourage them to establish benchmarks and to research specific concerns in anti-doping;
- (h) to establish and develop relationships and channels of communication between (i) members, (ii) members and related bodies and (iii) members and experts and other interested third parties in the field of anti-doping on specific issues of concern or interest to the members individually or collectively;

- (i) to create and manage a repository of best practice and work together with its members to disseminate, and support the adoption of, best practice in the field of anti-doping;
- (j) to initiate and promote improvements in the law in any jurisdiction and in any local rules, regulations, ordinances or practice directly or indirectly affecting anti-doping;
- (k) to consult and liaise with and enter into any agreement or arrangement which may be deemed necessary or desirable with any individual or entity participating, concerned, engaged in or with an interest in anti-doping;
- (l) to prepare, edit, print, publish, issue, acquire, circulate and distribute in any form of reproduction whatsoever, including electronically and digitally, books, pamphlets, papers, periodicals and other literary material, pictures, prints, photographs, films, sound recordings and mechanical and other models and equipment and establish, form, promote, conduct and maintain public collection displays and exhibitions of literature, databases, statistics, charts, information and other material;
- (m) to solicit, receive and accept membership subscriptions, financial assistance, donations, endowments, gifts (both *inter vivos* and testamentary) and loans of or of any interest in money, rents and other property whatsoever real or personal subject or not to any specific trusts or conditions;
- (n) to purchase, dispose of, take on lease, in exchange or on loan, hire or otherwise acquire any real or personal property and any rights or privileges;
- (o) to borrow money, obtain credit and raise finance in any manner;
- (p) to enter into any arrangements with any government, state, department or other authority (international, national, local, municipal or otherwise), or any other person, that may seem conducive to the company's objects or any of them, and to obtain from any such government, state, department, authority, or person, and to carry out, exercise and exploit, any charter, contract, decree, right, privilege or concession which the company may think desirable;
- (q) to contribute to, support in any manner as may be deemed desirable including undertaking to execute and perform any charitable trust affecting any property of any description of the company whether acquired by gift or otherwise, or subscribe to (out of the funds of the company or in kind) and to promote or sponsor any public, general, political, charitable, benevolent, or useful object, which the company considers may directly or indirectly further the interests of the company, its employees or its members;
- (r) to acquire an interest in, amalgamate or enter into partnership or any similar arrangement with, and co-operate or participate in any way with, and assist or subsidise any person or body with objects similar to any objects of the company;
- (s) to conduct, promote and commission research and development in connection with any activity or proposed activity of the company and to apply for, and take

out, purchase or otherwise acquire any interest in any copyright, designs, patents, brevets d'invention, trademarks, licences, concessions, know how, confidential information and the like conferring any exclusive or non-exclusive or limited right to use any processes, or other information in relation to anti-doping or generally any inventions which may seem to the company capable of being usefully dealt in and use, exercise, develop, manufacture under or grant licences in respect of or otherwise turn to account any such copyright, designs, patents, brevets d'invention, trademarks, licences, concession, know how, confidential information and the like and information generally;

- (t) to invest and deal with the funds of the company not immediately required for its purposes in any manner and hold and deal with any investment so made provided that such funds are not distributed to the members of the company;
- (u) to carry on through any subsidiary or associated company any activities which the company is authorised to carry on under these objects (as limited by article 3.2) and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as thought fit in relation to such activities;
- (v) to co-ordinate, finance and manage all or any part of the operation of any company which is a subsidiary of the company of or otherwise under the control of the company and generally to carry on the business of a holding company;
- (w) to enter into such transactions in connection with any business of the company (including the formation, promotion and management) as may be deemed desirable for the purpose of the company's governance, promotional, administrative or organisational affairs; and
- (x) to do all such other things as may be deemed incidental or conducive to the attainment of any of these objects.

3.2. The objects of the company shall be restrictively construed and subject to the following restrictions and limitations:

- (a) without the unanimous consent of the members of the company in general meeting or in writing, the company shall not carry on any commercial activity other than primarily for the purposes of the exercise of its governance, promotional, administrative or organisational responsibilities and functions in relation to anti-doping ; and
- (b) the income and property of the company shall be applied solely towards the promotion of its objects as set out in this article 3 and (subject to the following paragraphs) the company shall not pay or transfer, directly or indirectly, by way of dividend, bonus or otherwise by way of profit or distribution to any member provided that this shall not prevent any payment in good faith by the company:
 - (i) of reasonable and proper remuneration for any services rendered to the company in respect of the governance, regulation, promotion, administration and organisation by any member of the company, director or other officer or other individual;

- (ii) of interest on money lent by any member, director or other officer of the company at a rate per annum not exceeding two per cent above the base lending rate prescribed for the time being by Barclays Bank PLC, or ten per cent whichever is the greater;
- (iii) of reasonable and proper rent for premises demised or let by any member or officer of the company on bona fide arms' length terms;
- (iv) of reasonable and proper professional charges to any member, director or other officer of the company or to any firm or company in which a member or officer of the company may be beneficially interested for his, their or its professional services rendered to the company; and
- (v) of out of pocket expenses to any director or other officer of the company.

4. Liability of members

- 4.1. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within 1 year after he ceases to be a member, for:
- (a) payment of the company's debts and liabilities contracted before he ceases to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.
- 4.2. Each member shall pay to the company by way of annual subscription in respect of each calendar year (or pro rata for any part thereof) while it is a member such sum as the company in general meeting shall, upon the recommendation of the directors, from time to time determine. Each annual subscription shall be due and payable in advance on 1 January in each year, with the first to be paid with the application for membership.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' general authority

- 5.1. Subject to these articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

6. Members' reserve power

- 6.1. The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

6.2. No such special resolution invalidates anything which the directors have done before the passing of the resolution.

7. Directors may delegate

7.1. Subject to these articles, the directors may delegate any of the powers which are conferred on them under these articles:

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions as they think fit.

7.2. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

7.3. The directors may revoke any delegation in whole or part, or alter its terms and conditions.

8. Committees

8.1. Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

8.2. The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

9. Directors to take decisions collectively

9.1. A decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.

10. Decisions taken otherwise than at a meeting

10.1. A decision of the eligible directors is taken in accordance with this article when a majority of the directors indicate to each other by any means that they share a common view on a matter.

10.2. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

10.3. References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

10.4. A decision may not be taken in accordance with this article if the eligible directors participating in the decision would not have formed a quorum at such a meeting.

11. Calling a directors' meeting

11.1. Any director may call a directors meeting by giving notice of the meeting to the directors.

11.2. Notice of any directors' meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

11.3. Notice of a directors' meeting must be given to each director, but need not be in writing.

11.4. Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

12. Participation in directors' meeting

12.1. Subject to these articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

- (a) the meeting has been called and takes place in accordance with these articles; and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

12.2. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

12.3. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever the chairman of the meeting or the quorum of the directors is.

13. Quorum for directors' meeting

13.1. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

13.2. The quorum for a directors' meeting shall be four.

13.3. If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

- (a) to appoint further directors; or
- (b) to call a general meeting so as to enable the members to appoint further directors.

14. Chairing of directors' meetings

- 14.1. The directors shall appoint a director who has been appointed or reappointed a director in accordance with article 20.2 to chair their meetings.
- 14.2. The person so appointed for the time being is known as the chairman.
- 14.3. The directors may terminate the chairman's appointment at any time.
- 14.4. If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

15. Casting vote

- 15.1. If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote but this does not apply if, in accordance with these articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. Conflicts of interest

- 16.1. If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 16.2. But if article 16.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 16.3. This sub-article applies when:
 - (a) the company by ordinary resolution disapplies the provision of these articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- 16.4. For the purposes of this article, the following are permitted causes:
 - (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company;

- (b) subscription, or an agreement to subscribe, for securities of the company or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company which do not provide special benefits for directors or former directors.

16.5. For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

16.6. Subject to article 16.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

16.7. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

17. Records of decisions to be kept

17.1. The directors must ensure that the company keeps a record, in writing, for at least ten years from the date of the decision recorded, of:

- (a) every decision taken by the directors and committees of directors including the names of the directors and other persons present at the meeting or otherwise participating in the decision;
- (b) every appointment to any office of the company made by the directors; and
- (c) every decision taken by the members of the company, whether in general meeting or otherwise, including the names of the members and other persons present at the meeting or otherwise participating in the decision.

17.2. Minutes shall be distributed to members once they are agreed by the directors.

18. Directors' discretion to make further rules

18.1. Subject to these articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

19. Number of directors

19.1. The number of the directors shall be determined by a resolution of the members from time to time but unless so determined the maximum number of directors shall be eight and the minimum number of directors shall be four.

20. Methods of appointing directors and confirming directors

- 20.1. Any person permitted by law so to act may be nominated as a director by a member. In the event of an upcoming vacancy and no earlier than 90 days and no later than 60 days before an annual general meeting, the directors shall notify the members of such vacancy and invite the members to nominate any person who is willing, and permitted by law so to act, as a director. The nomination, which must be in writing and accompanied by a signed application by the person nominated confirming he is willing to act, must be delivered to the company at least 30 days before the annual general meeting.
- 20.2. A nominee shall be appointed to be a director or reappointed by ordinary resolution of the members in annual general meeting.
- 20.3. The directors may appoint up to two persons who are willing to act, and permitted by law so to act, as directors, whom the directors consider (in their sole discretion) to have experience which it would be beneficial to have available to the company in pursuing its objects. A person appointed as a director in accordance with this article 20.3 shall act as a director until the next annual general meeting of the company and thereafter subject to confirmation in that annual general meeting by ordinary resolution of the members.
- 20.4. The founding members shall appoint at least four persons who are willing to act, and permitted by law so to act, as directors, whom the founding members consider (in their sole discretion) to have experience which it would be beneficial to have available to the company in pursuing its objects. A person appointed as a director in accordance with this article 20.4 shall act as a director until the first annual general meeting of the company and thereafter subject to confirmation in that annual general meeting by ordinary resolution of the members.

21. Termination of director's appointment

- 21.1. A person appointed or confirmed by members shall cease to be a director at the conclusion of the annual general meeting next following the third anniversary of his appointment or confirmation unless he is reappointed for a further three year term by ordinary resolution of the members at that annual general meeting. If so reappointed, a person shall cease to be a director at the conclusion of the annual general meeting next following the third anniversary of his re-appointment.
- 21.2. A person shall also cease to be a director as soon as:
- (a) the members resolve by ordinary resolution that he cease to be a director;
 - (b) all the other directors resolve that he cease to be a director;
 - (c) he ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - (d) a bankruptcy order is made against that person;
 - (e) a composition is made with that person's creditors generally in satisfaction of that person's debts;

- (f) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (g) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; and/or
- (h) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

22. Directors' remuneration

22.1. Directors shall receive no remuneration for their services.

23. Directors' expenses

23.1. The company will not normally pay expenses.

23.2. The company may in exceptional circumstances consider reasonable expenses which the directors properly incur in connection with their attendance at:

- (a) meetings of directors or committees of directors;
- (b) general meetings; or
- (c) separate meetings of the holders of debentures of the company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

24. Applications for membership

24.1. No individual shall be a member of the company.

24.2. Each member of the company must be a corporate body or have equivalent separate legal personality under the jurisdiction in which it is established.

24.3. No organisation shall become a member of the company unless:

- (a) it is a national anti-doping organisation or a regional anti-doping organisation recognised by the World Anti-Doping Agency or any successors of the World Anti-Doping Agency, even if it operates in only a part of a country, and if that part of a country has a National Olympic Committee recognised by the International Olympic Committee;

- (b) it has submitted to the company an application for membership in a form approved by the directors; and
- (c) it has paid the initial annual subscription due to the company.

24.4. No persons shall be joint members of the company.

24.5. Subject to the preceding provisions of this article, the directors may accept or reject an application for membership of the company in their sole discretion.

25. Termination and suspension of membership

25.1. A member may withdraw from membership of the company by giving seven days' notice to the company in writing.

25.2. A person will cease to be a member if :

- (a) the members of the company resolve by special resolution that it cease to be a member;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts; or
- (d) it ceases to exist.

25.3. Membership will be suspended for so long as an annual subscription remains unpaid beyond the due date. During any suspension, the member shall not enjoy any rights attaching to membership of the company, including the right to nominate any person as a director or to participate in and vote at general meetings, but shall otherwise remain subject to the provisions of these articles

25.4. Membership is not transferable.

ORGANISATION OF GENERAL MEETINGS

26. Annual general meeting

26.1. The company shall hold a general meeting at least once every financial year and such meeting shall be referred to as an "annual general meeting".

27. Attendance and speaking at general meetings

27.1. Each member will have the right to participate in, and communicate its views on, the business of the meeting.

27.2. Each members will have the right to vote on any resolution or other business put to the vote at a general meeting.

27.3. The directors will make appropriate arrangements to enable those attending a general meeting to exercise their rights to speak or vote at it.

- 27.4. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 27.5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

28. Quorum for general meetings

- 28.1. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 28.2. The quorum for a general meeting shall be members who together have the right to exercise 50 per cent or more of the votes eligible to be cast at the meeting.

29. Chairing general meetings

- 29.1. If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 29.2. If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- (a) the directors present; or
 - (b) (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 29.3. The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

30. Attendance and speaking by directors and non-members

- 30.1. Directors may attend and speak at general meetings, whether or not they are members.
- 30.2. The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

31. Adjournment

- 31.1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 31.2. The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- (a) the meeting consents to an adjournment; or

- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 31.3. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 31.4. When adjourning a general meeting, the chairman of the meeting must:
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 31.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to the same persons to whom notice of the company's general meetings is required to be given; and
 - (b) containing the same information which such notice is required to contain.
- 31.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

32. Voting: general

- 32.1. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
- 32.2. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

33. Errors and disputes

- 33.1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 33.2. Any such objection must be referred to the chairman of the meeting whose decision is final.

34. Poll votes

- 34.1. A poll on a resolution may be demanded:
- (a) in advance of the general meeting where it is to be put to the vote; or

- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

34.2. A poll may be demanded by:

- (a) the chairman of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

34.3. A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken; and
- (b) the chairman of the meeting consents to the withdrawal.

34.4. Polls must be taken immediately and in such manner as the chairman of the meeting directs.

35. Content of proxy notices

35.1. Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to participate in and vote at a general meeting of the company.

35.2. The appointment of a proxy shall be in a form approved by the directors who may require proxy notices to be in a particular form and who may specify different forms for different purposes.

35.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

36. Delivery and effect of proxy notices

36.1. Notice of the appointment of a proxy must be delivered to the company at its registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting not less than 48 hours before the time for holding the relevant meeting or adjourned meeting.

36.2. Notification by electronic communication, where an address has been specified for the purpose of receiving such communications in the notice convening the meeting, must be received at such address not less than 48 hours before the time for holding the relevant meeting or adjourned meeting.

36.3. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

- 36.4. An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 36.5. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 36.6. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

37. Amendments to resolutions

- 37.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 37.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 37.3. If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

ADMINISTRATIVE ARRANGEMENTS

38. Means of communication to be used

- 38.1. Except insofar as the Companies Acts require otherwise, the company shall not be obliged to accept any notice, document or other information sent or supplied to the company in electronic form unless it satisfies such stipulations, conditions or restrictions (including, without limitation, for the purpose of authentication) as the directors think fit, and the company shall be entitled to require any such notice, document or information to be sent or supplied in hard copy form instead.

39. Communications - when information deemed received

- 39.1. Subject to article 39.2, any notice, document or other information sent by the company, a member or a director by post or other delivery service shall be deemed to have been received five days (whether or not it is a business day in the jurisdiction of the addressee)

following the day on which it was put in the post or given to the delivery agent and, in proving that it was duly sent, it shall be sufficient to prove that the notice, document or information was properly addressed, prepaid and put in the post or given to the delivery agent.

- 39.2. Any notice, document or other information sent by the company, a member or a director by internationally recognised courier shall be deemed to have been received on the date and at the time of signature of the courier's receipt at the registered office of the company or the registered address of the member or director (as the case may be) in the register of the company.
- 39.3. Any notice, document or other information sent by the by the company, a director or a member by electronic means in accordance with the Companies Acts shall be deemed to have been received on the same day that it was sent, and proof that it was sent in accordance with guidance issued by the company of Chartered Secretaries and Administrators shall be conclusive evidence that it was sent.
- 39.4. Any notice, document or other information made available by the company, a member or a director on a website in accordance with the Companies Acts shall be deemed to have been received when notification of its availability on the website is deemed to have been received or, if later, when it is first made available on the website.
- 39.5. Any notice, document or other information delivered personally or left by the company, a member or a director at the registered office of the company, the registered address of the director or member (as the case may be) on the register of the company shall be deemed to have been served or delivered on the day (whether or not it was a business day in the jurisdiction of the addressee) and at the time it was so left.

40. Company seals

- 40.1. If the company has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two directors.

41. No right to inspect accounts and other records

- 41.1. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

DIRECTORS' INDEMNITY AND INSURANCE

42. Indemnity

- 42.1. Subject to article 42.2, a relevant director of the company may be indemnified out of the company's assets against:
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company; and

(b) any other liability incurred by that director as an officer of the company.

42.2. This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

42.3. In this article:

(a) a “**relevant director**” means any director or former director of the company.

43. Insurance

43.1. The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

43.2. In this article:

(a) a “**relevant director**” means any director or former director of the company;
and

(b) a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company.

44. Benefits to members and directors

44.1. Upon the winding up or dissolution of the company any asset or property which remains after the satisfaction of all the company’s debts and liabilities shall not be paid to or distributed among the members, but shall be given or transferred to a person or persons (to be determined by the members at or before the time of winding up or dissolution of the company) having objects in relation to the governance, promotion, administration and organisation of anti-doping or any element of that activity and which are similar to the broad objects of the company and which prohibit the distribution of its or their income or property among its or their members to an extent at least comparable as to the company under or by virtue of article 2 and, if and so far as the members cannot identify or determine upon such person or persons willing and able to receive any such assets or property, they shall be distributed to a charity with objectives primarily focused on the promotion of sport.