

**THE COMPANIES ACT 1985 COMPANY LIMITED BY
GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
SCOTTISH BOWLING ASSOCIATION**

PRELIMINARY

1. Subject to the Articles hereinafter contained and the modifications hereinafter expressed the regulations contained in the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A-F) (Amendment) Regulations 1985 shall constitute the Articles of Association of the Company. Said regulations are hereinafter referred to as 'Table X.
2. Regulations 2-35 inclusive, 54, 55, 57, 59, 102-108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Association.

3. INTERPRETATION

In Regulation 1 of Table A the definition of "the holder shall be omitted. Unless the context otherwise requires the singular shall include the plural the masculine shall include the feminine and bodies corporate and unincorporated. Subject as aforesaid any words or expressions defined in the Companies Act shall if not inconsistent with the subject or context bear the same meaning in these Articles.

4. MEMBERSHIP

The subscribers to the Memorandum of Association shall when called upon to do so by the Council Members (hereafter 'Council) resign their Membership of the Association and in default the President of the Association shall be deemed to be constituted and appointed the true and lawful attorney of each subscriber with full power in the name of each subscriber to sign a notice of resignation on his behalf. There shall be admitted to Membership of the Association such Clubs, Affiliates, Associates and Honorary Members as may be approved by the Council in the manner hereinafter stated, who shall be the Members of the Association.

4.1 The classes of Membership shall be as follows:

(a) Honorary Members

This office shall be open to those who by virtue of their position among bowlers or in view of their exceptional service to the Association or its predecessor and/or to the Sport in Scotland, have the recommendation of the Council and the approval of the Annual General Meeting;

Honorary Members as such have no right to vote at General Meetings of the Association (unless he is also the representative of a Member Club or Association) nor shall they in any way be subject to the liabilities of membership of the Association;

(b) Club Membership

Membership of the Association shall be granted to all properly constituted bowling clubs who on application as aftermentioned to the Council, in addition to payment of the appropriate subscription, may be accepted into this class of Membership;

(c) Associate Membership

Associate Membership shall be open to any properly constituted and organised County or City Bowling Association in Scotland. Applications for this category of membership shall in addition to the requirements aftermentioned provide such further particulars as the Council acting reasonably deem proper;

(d) **Affiliate Membership**

Affiliate Membership shall be open to any properly constituted and organised amateur bowling association or club other than those provided for in the preceding sub-Article playing under World Bowls Rules which either has a direct involvement in bowling in Scotland or is formed for the interests of collective concern between and among bowlers in Scotland, or whose facilities are not such as to entitle them to the benefits of Club or Associate Membership. Applications for this category of membership shall in addition to the requirements aftermentioned provide such further particulars as the Council acting reasonably deem proper.

4.2 Admission to Membership

All applicants for Membership shall be required to complete the Application for Membership form provided by the Council of the Association which shall, where appropriate, incorporate the guarantee as defined in the Memorandum of Association and provide such further particulars as the Council shall acting reasonably deem proper;

- 4.2.1 further in signing the Membership form the Member agrees that the Member signing and all the Members of the Member Club, Associate or Affiliate Member as aforesaid, shall be deemed to be and be in fact bound by the Rules of the Association and in particular the disciplinary rules contained in Articles 14 and 15 hereof as well as agreeing to accept the policies, rules and conditions in relation to admission to Membership and the payment of fees and generally the whole terms of these Articles and any by-laws, rules or regulations made in consequence of the powers granted herein;
- 4.2.2 the policy rules and conditions for admission to Membership and the payment of fees and subscriptions for all classes of Membership shall be fixed by the Council and subject to approval at the Annual General Meeting as hereinafter narrated;
- 4.2.3 in all cases, the decision of the Council on applications for Membership, renewal of Membership and decisions on whether or not they should be accepted, shall be the sole responsibility of the Council and in the event that any application is refused, the Council shall not be under obligation to assign any reason for such refusal;

4.3 Rights and Privileges of Members

- (a) Honorary Members shall not have the right to vote as such;
- (b) Member Clubs in addition to being liable for the guarantee as set out in the Memorandum shall have the full powers, privileges and liabilities of Member Clubs as set out in this Memorandum and Articles of Association and shall be entitled to one vote per Member Club at any General Meeting of the Association, said vote to be exercised by a person for whom the Club is due to pay the Association's capitation fee;
- (c) Associate Members shall have no liability for the liabilities of the Association nor any interest in the assets of the Association but they shall be entitled to one vote per Associate Member at any General Meeting of the Association;
- (d) Affiliate Members shall have no liability for the liabilities of the Association nor any interest in the assets of the Association nor shall they be entitled to vote at any General Meeting of the Association.

4.4 Retiral or Resignation of Membership

- 4.4.1 Notice of retrial or resignation from Membership of the Association or from any

of its Committees, or Sub-Committees is to be intimated in writing to the Secretary of the Association. Membership fees for the full year in which the Member retires or resigns may be payable at the discretion of the Council;

- 4.4.2 The failure by any Member be they a Member Club, Associate or Affiliate Member to renew its subscription within three months of the due date for renewal may result in termination of membership of the Association.

5. Rules of the Game Etc

- 5.1 The Laws of the Sport of the World Bowls shall be binding on all the constituent clubs and members of the Association and the decisions of the Council on all doubtful and disputed points arising in connection therewith, any bye-laws, rules or regulations made or published under the authority granted in these Articles, the Association's Rules as to discipline and disciplinary procedures and anti-doping programmes shall be binding on the Association and all Members and affiliated organisations and individuals in Scotland. The Association nevertheless reserves the right to include local variations to the said Laws of the Sport.
- 5.2 Should any dispute arise as to the meaning or interpretation of any of the Laws of the Sport, or upon any point not covered by them, any one of the parties to said dispute may appeal to the Association. Such appeal shall be accompanied by a deposit of £25.00 which may be forfeited or returned, as the Council or Committee aftermentioned may determine, after considering the disposing of said appeal. No appeals or references shall be entertained by the Council except in cases where both, or all, the Clubs concerned are members of the Association, or in personal disputes where both individuals are members of Clubs connected therewith; such personal appeals must, however, be transmitted through a district representative of such Club or Clubs. The determination of all disputes so referred to the Association shall be left for decision to the Council appointed under Article 6. Notice of appeal shall be given, in writing, to the Secretary and such notice shall be accompanied by a full statement of the matter in dispute. The Secretary shall thereafter call a meeting of the whole Council, or, if in the opinion of the President such appeal or reference is not of so important a nature as to necessitate a meeting of the full Council, the Secretary shall call a meeting of a Committee, appointed as hereinafter provided for, to dispose of the question, and, if deemed necessary by the Council or Sub-Committee, parties may be heard (one only on each side). The Council may appoint from their number a Committee of five, of whom three shall be a quorum, specially to dispose of unimportant appeals or references. They may also remit to any one or more of their number to carry out in detail any instructions given by them. So soon as the Council or Committee have pronounced their decision, it shall be intimated by the Secretary to all parties concerned and such decision shall be final. The Committee shall make, to the Secretary, in writing, a full report of each case disposed of by them, and a record thereof shall be made in the Minute Book of the Association for further reference.
- 5.3 Further the Association's policy is to promote good practice and compliance without prejudice to this generality by adopting after appropriate consultation Codes of Conduct and Ethics with particular reference to child protection issues, as also for coaches.

6. The Council (Board) and Council Members

- 6.1 The Board of Directors (hereinafter respectively the Council and Council Members) of the Company will consist of the President, Vice President, Junior Vice President (all of whom shall be elected at the Annual General meeting from the members of

the Council), the Immediate Past President and the other 28 representatives of the Districts of the Association who if they are not current Council Members shall be confirmed at the Annual General Meeting from nominations received from each of the following District Associations all of whom shall return one representative to the Council as follows:

Northern Counties; Moray, Banff and Buchan; Aberdeen and Kincardine; Angus; Perthshire; Clackmannan and Kinross; Fife North East; Fife South West; Stirlingshire West; Stirlingshire East; Edinburgh North East and Leith; Edinburgh South West; Midlothian; West Lothian; East Lothian; Borders; Dumfriesshire and Stewartry; Wigtownshire; Ayrshire South; Ayrshire Mid; Ayrshire North; Renfrewshire East; Renfrewshire West and Bute and Cowal; Dunbartonshire and Argyllshire; Lanarkshire North A; Lanarkshire South; Lanarkshire North B; Dunbartonshire East; Glasgow South East; Glasgow South West; Glasgow North West and Glasgow North East.

The Council shall have power to alter the boundaries of any said Districts.

Such representatives shall be nominated and elected by the constituent Clubs in each respective District. The retiring President shall remain a Council Member for one year after retiral even although elected an Honorary Member in terms of Article 4.

The President, Vice President and Junior Vice President shall each hold office as such for a period of one year. Each of the other Council Members shall hold office initially for a period of three years or until the expiry of the triennial election period and all Council Members will be required to stand for re-election after the expiry of the triennial election period but all shall be eligible for re-election

- 6.2 Each Council Member shall be an active member of a Member Club within the District he represents and shall reside within such District. Should he cease to be an active member or to reside in such District during his tenure of office he shall forthwith cease to be a member of Council. The Council shall in that event or in the event of the death or incapacity of a serving Council member have power to make an interim appointment or if so decided shall make arrangements for a vote of the Clubs in such District. In such circumstances the incoming Council Member shall hold office until the expiry of the term of the Member who has ceased to be a Member of Council.
- 6.3 The Council Members shall not have power to appoint alternate Council Members and regulations 65 to 69 of Table A will not apply to the Association. In addition to the power of delegation contained in regulation 72 of Table A the Council shall have power to appoint persons who are not Council Members to serve on committees or sub-committees. Regulations 73 to 75 (inclusive) and regulation 80 of Table A shall not apply to the Association.
- 6.4 Council Members expenses The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

7. PROCEEDINGS OF COUNCIL MEMBERS

- 7.1 The office of a Council Member shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Clause 81 in Table A shall be modified accordingly. The last sentence of Regulation 88 of Table A shall not apply to the Association.
- 7.2 In paragraph (c) of Regulation 94 of Table A the words "shares, debentures or other securities" shall be deleted in both places where they occur.
- 7.3 The quorum for the transaction of business of the Council shall be Seventeen. Regulation 89 of Table A shall not apply to the Association.

- 7.4 In Regulation 93 of Table A the words "but a resolution signed by an alternate Director..." to the end of the Regulation shall not apply to the Association.
- 7.5 A Council Member may participate in a meeting of the Council by means of conference telephone or other similar communications equipment whereby all the members of the Council participating in the meeting can hear each other and the members of the Council participating in a meeting in this manner shall be deemed to be present in person at such meeting for the purpose of Article 7.3 herein.
- 7.6 The Council Members shall meet at regular intervals (at least four times in any calendar year) as decided by the Council.
- 7.7 The President whom failing the next senior Council Member shall take the Chair of all meetings of the Council and of the Executive Committee. The Chairman of the Council and of any Committee Meeting shall have a casting as well as a deliberative vote at such meeting.

Subject to the provisions of the Articles, the Council Members may regulate their proceedings as they think fit.

8. POWERS OF COUNCIL MEMBERS

8.1 The Council shall have power:

- (a) to determine the policy to be followed in carrying out the objectives of the Company as specified in the Memorandum of the Association. The Council shall further have power to make, maintain, publish and enforce all necessary policies, statements, codes of conduct, codes of ethics, standing orders, bye-laws, rules and regulations in connection with the said objectives and the Sport;
- (b) to delegate any of its powers to the Executive Committee or a duly appointed subcommittee, panel, working group or individuals whether or not the persons to whom the powers are delegated are Council Members;
- (c) to carry out the objects of the Company excepting such of them as are under these Articles only capable of being dealt with by the Company in general meeting;
- (d) to prohibit any act or practice by Members, Districts, Committees, Organisations or persons which in the opinion of the Council are or were detrimental to the interests of the Sport and to deal with any Member, District, Committee, Organisation or person disregarding such prohibition in such manner as it may think proper;
- (e) to impose penalties and sanctions on Members, Districts, Committees, Organisations or persons for Misconduct as defined in Article 14 in accordance with the procedures set out in these Articles and the Rules and Regulations governing discipline and dispute resolution procedures;
- (f) to require the Member Clubs, Associates and Affiliates and others over whom it may have jurisdiction to ensure that their members and individuals accept, comply with and adhere to these Articles and any Codes of Conduct or Ethics, Bye-laws, Rules or Regulations made or referred to; and
- (g) to nominate representatives to other bodies to represent the Association.

- 8.2 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Association shall be managed by the Council Members who may exercise all the powers of the Association. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Council Members which would have been valid if that alteration had not been made or

that direction had not been given.

- 8.3 In particular and without prejudice to the foregoing generality, the Council will be responsible for (a) deciding on the Council deem appropriate; and (c) dealing with any matter not reserved for a General Meeting under these Articles or the Act.

9. MANAGEMENT - EXECUTIVE COMMITTEE

The day to day management of the affairs of the Association shall be the responsibility of the Executive Committee of the Council which shall meet at least six times per annum. Unless otherwise determined by Ordinary Resolution, the number of members of the Executive Committee shall not be less than five and not more than nine. The Executive Committee shall comprise the President, Vice President, Junior Vice President and three other members appointed by the Council, together also with the immediate Past President. The quorum shall be at least 50% of the members present in terms of Article 7.5. The Executive Committee shall also be responsible for dealing with all staff and employment matters for the Association.

10. GENERAL MEETINGS

- 10.1 The Annual General Meeting of the Association shall be held each year prior to the Twenty fourth day of December at such time and place as the Council shall determine. The Agenda shall be prepared by the Council and issued as part of the notice of the meeting at least twenty one days prior to the due date. Any item of business which any member entitled to vote wishes to have placed on the Agenda should be intimated in writing to the Secretary eight weeks prior to the Annual General Meeting in each year.
- 10.2 Notice of the Annual General Meeting to include the date, time and place of the meeting and the Agenda shall be sent to all honorary members, Council Members, and to the Secretaries of clubs in membership and bodies in associate or affiliate members. Voting at all General Meetings, however, is restricted to member Clubs where said vote is to be exercised by a person for whom the Club is due to pay the Association's capitation fee and Associate members. In no circumstances shall a member have more than one vote, save that the Chairman shall have a casting vote.
- 10.3 No business shall be transacted at any General Meeting unless there are present 10% of the Clubs and Associates in membership entitled to vote. If after thirty minutes there is still no quorum present, then the Secretary will be instructed to call another Annual General Meeting within Fifty Six days. At the second meeting the business of such an Annual General Meeting will proceed whether or not a quorum is present.
- 10.4 The business of the Annual General Meeting shall be (a) to receive the report of the Council and the financial statements (b) when necessary to confirm the nominations of Council Members (as Directors) by the Districts (c) to elect the President, Vice President and Junior Vice President and the Auditor for the ensuing year, (d) to fix the rates of the various subscriptions and fees payable to the Association as appropriate to current, subsequent and future years as the case may be, (e) to consider resolutions of which due notice has been given and (f) to appoint no more than five Council Members to be the Disciplinary and Disputes Panel and two and a reserve to the Appeal Panel for the purposes set out in Article 15 herein.

- 10.5 The Secretary shall call a Special General Meeting at the request of either a simple majority of the Council members or upon receipt of a request in writing signed by 20% of the clubs in membership stating the purpose for which the meeting is to be called and the resolution or resolutions which will be moved by the requisitionists at the meeting. The Special General Meeting shall be held within Fifty Six days of the request being received by the Secretary and notice shall be sent out to all members entitled to attend and vote at least Twenty Eight days prior to the date of the meeting. No other business shall be conducted at such a meeting except that of which notice has been given. If within thirty minutes of the time of which notice has been given a quorum is not present, the meeting will be abandoned.
- 10.6 The terms of any resolution or resolutions to be proposed at any Annual General Meeting must be communicated in writing before the thirtieth day of September in each year to the Secretary of the Company by the Board or by the Secretary or other authorised official of a District or by the authorised representative thereof who intends to propose the resolution.
- 10.7 The rates of the various fees and subscriptions payable to the Association shall continue unless altered by an ordinary resolution.
- 10.8 At least 21 days notice of an Annual General Meeting or of an Extraordinary General Meeting stating the business to be considered and any resolutions to be proposed shall be sent to the Council Members and Secretaries of all clubs, associates and affiliates. At an Extraordinary General Meeting no business shall be considered other than that of which notice has been given.
- 10.9 The accidental omission to give notice of a meeting to or the non receipt of a notice of meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

11. MINUTES

- 11.1 The words "of the holders of any class of shares in the Company" shall be omitted from Regulation 100 of Table A.
- 11.2 Each of the committees or sub-committees of the Council shall be responsible for ensuring that copies of the minutes of their meetings are timeously sent to the Secretary for distribution to the Council.

12. THE SEAL

- 12.1 The Association shall not be obliged to have a Common Seal.

13. FINANCE

- 13.1 The accounting reference date of the Association shall be 30 September in each year but subject to the approval of the Association in General Meeting and to the provisions of the Act, the Council may alter the accounting reference date and make the necessary consequential amendments to the Articles of Association with respect to the date of payment of the annual fees, subscriptions and contributions.
- 13.2 All subscriptions and affiliations fees together with any other levies payable to the Association as may be appropriately determined in accordance with these Articles shall be due and payable to the Association by 28 February in each year. The basis for ascertainment of the club's contribution shall be the number of members of each club as ascertained at the preceding 30 September. Clubs are required in terms of World Bowls Rules to maintain a register of bowlers for the purpose of reconciling capitation fees, which Clubs will be required to make available to the Association for inspection as may be reasonably required.

- 13.3 Any club which fails to make payment of its subscriptions or affiliation fees within thirty days of the due date for payment shall not be entitled to any of the rights and privileges of membership of the Association nor shall its members be allowed to compete until the subscription is paid. The Council shall have the right at its discretion to impose a penalty of 10% of the value of the subscriptions and affiliation fees due by any club which fails to make payment on or before the due date and any club which fails to make payment within three months of the due date may be expelled by the Council from membership of the Association and its members shall lose all rights to compete.

14. MISCONDUCT

For the purpose of Article 15 the following may amount to "Misconduct" and may give rise to disciplinary action:-

- (a) a breach of the Code of Laws of the Sport of the World Bowls;
- (b) a breach of these Articles or any Bye-laws, Rules or Regulations made hereunder and in particular the areas of good practice set out in Article 5;
- (c) the commission of a doping offence as defined or referred in Article 15;
- (d) the commission of the offence of Match Fixing, being the offering or receiving of a bribe, inducement or otherwise to cause or attempt to cause a game or an event to be determined otherwise than on its merits;
- (e) the commission of the offence of Betting, being the staking of money on the outcome of a game, generally, but not necessarily for the purpose of pecuniary gain;
- (f) a breach of any Code of Conduct or Code of Ethics adopted by the Association for players, officials or coaches and published as such;
- (g) any conduct, act or omission, which in the view of the Council or the appropriate Committee is or was detrimental to the interests of the Sport.

15. DISCIPLINE

- 15.1 For the avoidance of doubt the Council shall have the power to prohibit any act or practice by clubs and other organisations under the jurisdiction of the Association or by any of the individual members thereof which in the opinion of the Council is or was detrimental to the interests of the Sport and to inflict penalties for any Misconduct as defined in Article 14 and in particular shall have powers to delegate to a Disciplinary Committee or otherwise as may be hereafter set out the powers of the Board to deal with discipline in terms of this Article.
- 15.2 All members whether honorary, club, associate or affiliate as also those in membership of any club or other organisation affiliated to the Association and the members thereof together with all office bearers, coaches, referees, umpires or adult helpers shall be bound not only to observe the policies, bye-laws, rules and regulations made or published under the authority granted in these Articles but also the Codes of Conduct, Codes of Ethics, the Disciplinary Procedures and the Rules as to discipline and the anti-doping rules in accordance with Articles 5 and this Article as may be published from time to time by or on behalf of the Association or the World Bowls.
- 15.3 The Association is opposed to the use of drugs in sport and shall take whatever steps are necessary to ensure that its individual members or members of member Clubs or associate members do not use any banned substance listed by or on behalf of the International Olympic Committee. In addition to the rights

hereinafter set out the Association reserves the right to subject any participant in a competition or match arranged under the auspices of the Association to random testing under Doping Control rules whether or not the participant is a member of the Association.

- 15.4 Any member whether individual, a member of an affiliated Club, or an associate member, when participating in any event or training session organised or sanctioned by the Association or by any sub-committee of the Association or when competing in Scotland in any event organised by an other body:
- (a) shall accept the conditions of entry of the event which that person has entered including the conditions of any code of conduct adopted for that event:
 - (b) shall not possess, use or handle (nor assist in the use or handling of):
 - (i) any controlled drug contrary to the Misuse of Drugs Act 1971 or any other legislation substantially to the same affect in force from time to time; or
 - (ii) dope, which for the purpose of these Articles is any banned substance, technique or doping method on the International Olympic Committee's List of Prohibited Substances, Techniques and Doping Methods as advised from time to time;
 - (c) shall at any reasonable time within or outside the actual dates of the event or training if required by an official of the Association or of the event or training session submit to a general or random dope control test conducted in accordance with Sportscotland or the practice of the governing body or bodies for bowls at world level. Failure to do so will be taken as if a positive result had been obtained and will be dealt with accordingly. The identification of a prohibited substance and or one of its metabolites or the presence of specified amounts of endogenous substances object to quantitative analysis in a body fluid will constitute an offence and the offender will be subject to disciplinary action.
- 15.5 Any personal assisting or inciting others in the contravention of the rules of the Association and, in particular these Doping Regulations, shall be considered as having committed an offence against these Rules and will be subject to disciplinary action.
- 15.6 The Council shall have power to prohibit any act or practice by individual members, Clubs or associate members or other organisations under its jurisdiction which in the opinion of the Council is or was detrimental to the interests of the sport and to inflict penalties for any infringement of the rules of the Association and, in particular, shall have powers to delegate to a disciplinary sub-committee the powers of the Council to deal with discipline and disputes in terms of this article.
- 15.7 All members in whatever category of membership, whether as individuals or as members of an affiliated Club or associate member, shall be bound not only to observe the rules and regulations made or published under the authority granted in these Articles but also any Codes of Conduct, Codes of Ethics, disciplinary procedures and the rules as to the discipline and the anti-doping programme and rules in accordance with these Articles. The Council will maintain a detailed list of the prohibited substances and techniques and methods in relation to dope and doping control which will be available at all times to members.
- 15.8 If the Council is asked to or is determined to investigate the conduct of any member, person or organisation coming within the categories in the preceding

sub-clauses, or for any other reason, or on a complaint being made to the Council, the Council member or officer in receipt of the complaint will pass the matter to the President, whom failing a Vice-President will appoint a Committee of the Council to investigate the subject matter of the complaint. If that Committee recommend that the matter proceed, within Fourteen days of such determination by the investigating Committee the matter will be referred by the Company Secretary to the Disciplinary and Disputes Panel of the Association appointed at the Annual General Meeting (the Disciplinary and Disputes Panel") to make arrangement for a Hearing, Those serving on the investigating Committee of the Council and any person involved in the subject matter of the complaint who is a member of the Council shall automatically be debarred from serving on the investigating Committee of the Council, Disciplinary and Disputes Panel or any Appeal Panel.

15.9 The Chairman of the Disciplinary and Disputes Panel on behalf of the Disciplinary and Disputes Panel shall within a further Twenty One days invite the member, person or Secretary of the organisation in question to attend the appropriate Hearing by sending a recorded delivery letter to the last known address of the member, person or Secretary of the organisation to arrive at least Seven clear days prior to the date fixed for the hearing. The Disciplinary and Disputes Panel shall make such procedural provisions as shall be necessary for the just and efficient disposal of the hearing according to the rules of natural justice. Within seven days of the hearing the Disciplinary and Disputes Panel shall notify the member, person or Secretary or the organisation in question of its decision in writing. The Disciplinary and Disputes Panel may dismiss the complaint, suspend, expel or disqualify the member, person or organisation or impose such other penalty whether financial or otherwise as it considers fit.

15.10

Any member, person or organisation aggrieved by a decision or ruling of the Disciplinary and Disputes Panel appointed in terms of this Article may appeal against the said decision or ruling within Fourteen days of its being intimated by writing to the Company Secretary advising of their wish to appeal, and the grounds for that appeal, which appeal shall be accompanied by a deposit of £25 which shall be returnable if the appeal is successful. The Company Secretary will be responsible for convening the Appeals Committee which shall consist of the two members elected at the Annual General meeting of the Association plus an independent chair appointed by Sportscotland. In the event of either of the elected members not being available then the reserve elected member will be asked to attend by the Company Secretary. A majority decision of those present and voting shall uphold or dismiss the appeal. In the event of the Appeals Panel being unable to arrive at a majority decision the Appeal will be upheld.

15.11 It shall be open to the Council either in addition to the process set out earlier in this clause or instead of the hearing of an appeal against a Disciplinary and Disputes Panel decision with the consent of the member, person or organisation appealing against the decision of the Disciplinary and Disputes Panel or the Appeals Panel to refer the matter to the Sports Dispute Resolution Panel Limited (company under 3351039) having its registered office at Francis House, Francis Street, London SW1P 1DE for the determination of the appeal by an arbitration panel appointed in accordance with the rules of said company and the decision of that panel shall be final and binding on all concerned.

16 NOTICES

16.1 The second sentence of Regulation 112 of Table A shall be omitted.

16.2 The words "of the holders of any class of shares in the Company" shall be omitted from Regulation 113 of Table A.

17 INDEMNITY

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

17.2 Clause 118 in Table A shall not apply to the Company.