

No. 1517634

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Amended

M E M O R A N D U M

and

ARTICLES OF ASSOCIATION

- of -

ENGLISH SKI COUNCIL LIMITED

Incorporated on the 16th day of September 1980

Area Library Building
Queensway Mall
The Cornbow
Halesowen
West Midlands
B63 4AJ

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

of

ENGLISH SKI COUNCIL LIMITED

(Passed on 17th May 2008)

At an Annual General Meeting of the Company, duly convened and held at the Area Library Building, Queensway Mall, The Cornbow, Halesowen, West Midlands, B63 4AJ on the date specified above, the following resolutions were duly passed as Special Resolutions:

RESOLUTIONS

1. IT WAS RESOLVED:

“To amend the Articles by making the following alterations:

- a) In Article 82, add the words “or by sending it by e-mail to an address for the time being notified to the Company by the Member” after the words “Register of Members”.
- b) In Article 84, add the words: “Proof that a notice contained in an e-mail was sent shall be conclusive evidence that the notice was given. A notice given by e-mail shall be deemed to have been served on the day following that on which it was sent.” at the end of the existing Article.

2. IT WAS RESOLVED:

“To amend the Articles by making the following alterations:

- a) Insert new “Article 49.4 In addition to the Key Committee members proposed and approved under Article 49.1, current National Coaching Scheme Members aged 16 or over in the Alpine Performer category may each year elect one of their number to be a member of the Alpine Skiing Committee as the Athletes’ Representative. Eligible members shall be invited by post and/or e-mail or by an advert on the Company’s web site to apply for the position. If there is only one eligible applicant by the published closing date for applications, that applicant shall be appointed the

Athletes' Representative to the Alpine Skiing Committee for a period of one year. If there are two or more eligible applicants, a ballot of the eligible members shall be held by post or e-mail, and the person receiving the largest number of valid votes shall be appointed the Athletes' Representative to the Alpine Skiing Committee for a period of one year."

- b) In Article 50, insert the words "and Athletes' Representative" after "the elected Leader"

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

of

ENGLISH SKI COUNCIL LIMITED

(Passed on 20th May 2006)

At an Annual General Meeting of the Company, duly convened and held at the Area Library Building, Queensway Mall, The Cornbow, Halesowen, West Midlands, B63 4AJ on the date specified above, the following resolutions were duly passed as Special Resolutions:

RESOLUTIONS

1. IT WAS RESOLVED:

“To amend the Articles by making the following alterations:

- a) In Article 1.1 delete the words “Honorary Treasurer” and “honorary treasurer” and replace them both with “Finance Director” and replace definition in correct alphabetical position
- b) In Article 1.1 amend the definition of “the Directors” by replace the words “Honorary Treasurer” with “Finance Director”
- c) In Article 55 replace the words “Honorary Treasurer” with “Finance Director”
- d) In Article 56.6 replace the words “Honorary Treasurer” with “Finance Director”.

2. IT WAS RESOLVED:

“To amend the Articles by making the following alterations:

- a) In Article 53 replace the word “six” with “eight”.

3. IT WAS RESOLVED:

“To amend the Articles by making the following alterations:

- a) In Article 22.1 insert the words “Subject to the requirement for a poll on the election of Directors as provided in Article 56.6, at” in place of the word “At” at the beginning of the text of Article 22.1
- b) In Article 56.1 delete the word “annually”.
- c) In Article 56.4 replace the word “three” with “four”
- d) In Article 56.6 replace the word “four” with “six” in two places; replace the words “and fourth largest” with “, fourth largest, fifth largest and sixth largest”.
- e) In Article 56.6 insert the words “All such voting under this Article shall be by poll” after the second sentence.
- f) In Article 56.7 replace all the words with “The Chair and Finance Director [or Honorary Treasurer if Special Resolution 1 is not passed] shall hold office for two years until the conclusion of the relevant annual general meeting and (subject to Article 56.4) shall be eligible for re-election without the need for formal notification in accordance with Article 56.3.”
- f) Insert new “Article 56.8 The remaining Directors shall hold office for two years until the conclusion of the relevant annual general meeting and shall retire by rotation; so that approximately half of the remaining Directors shall retire each year; if necessary lots shall be drawn to determine who shall retire; and (subject to Article 56.4) shall be eligible for re-election without the need for formal notification in accordance with Article 56.3. These Directors shall hold responsibilities as the Board may determine or the Company may determine in general meeting.”.

4. IT WAS RESOLVED:

“To amend the Articles by making the following alteration:

- a) In Article 47.4 replace the words “the candidate who secures the largest number of votes shall be declared elected” with “there shall be held a poll at the first Council meeting after the annual general meeting which shall include all valid proxies submitted by those entitled to vote but unable to attend”.

5. IT WAS RESOLVED:

The Board propose the following resolution be passed as a Special Resolution:

“To amend the Articles by making the following alterations:

- a) In Article 1.1 in the definition of Key Committees replace the words “Alpine Ski Racing” with “Alpine Skiing”.
- b) In Article 1.1 in the definition of Key Committees replace the words “Freestyle Skiing” with “Freestyle and Snowboarding”.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

ENGLISH SKI COUNCIL LIMITED

(Adopted by Special Resolution passed on 15th May 2004)

1. The name of the Company (hereinafter called "the Company") is "ENGLISH SKI COUNCIL LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - (a) to be the Governing Body for all English skiers (whether they be in England or elsewhere) and for skiing in England;
 - (b) to federate with the Ski Council of Wales, the Scottish National Ski Council, the Northern Ireland Ski Council and their successors in title and with other organisations to form the British Ski & Snowboard Federation for the purposes of promoting the sport of skiing and related sports at British and International levels, organising British Championship competitions, selecting, training, funding and managing British elite squads and representative teams, and representing British skiing on appropriate British and International Organisations;
 - (c) to promote sporting and recreational skiing at all levels and in all skiing disciplines;
 - (d) to act as a forum and advisory service for Members and to assist them in the furtherance of their legitimate objectives in skiing;
 - (e) to regulate and co-ordinate an English National Coaching Scheme and to represent the interests of English skiing and associated sports to all appropriate authorities;
 - (f) to encourage and co-ordinate the development of skiing facilities with the appropriate authorities in England in accordance with the Company's current policy; and
 - (g) to effect close liaison with other bodies having similar objectives.

In furtherance of the above objects (but not further or otherwise) the Company shall have the following powers:

- (1) to print and publish any newspapers, periodicals, books, articles or leaflets;
- (2) to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or erections;
- (3) to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company subject to such consents as may be required by law;
- (4) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property;
- (5) to borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit subject to such consents as may be required by law;
- (6) to take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Company;
- (7) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise;
- (8) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (9) to invest in its own name or in the name of nominees moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (10) to delegate upon such terms and with such remuneration as the Company shall think fit to professional investment managers ("the Managers") the exercise of the power contained in the foregoing sub-clause (9) Provided Always that:
 - (i) the Managers shall be persons who are entitled to carry on investment business under the provisions of the Financial Services Act 1986 or any statutory modification or re-enactment of the same;
 - (ii) the Company shall authorise the Managers to exercise such delegated power as aforesaid only within clear investment policy guidelines laid down from time to time by the Company and the

Company shall use its best endeavours to ensure that those guidelines are observed;

- (iii) the Managers shall be under a duty to report promptly to the Company any exercise of the power delegated as aforesaid and to report all transactions at least within 14 days and to report on performance of any investments managed by them at least every 3 months;
 - (iv) the Company shall at all times be free forthwith to review, alter or determine such delegation and the terms thereof;
 - (v) the Company shall review such delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Company to undertake such review within the said period of 12 months shall not invalidate the delegation;
- (11) to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking established with the intention of directly benefiting the Company provided always that appropriate professional advice shall have been sought before making such subscription or acquisition;
 - (12) to make any grants or donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any associations, institutions, individuals or trusts (charitable or otherwise);
 - (13) to undertake and execute charitable trusts;
 - (14) to engage and pay upon such reasonable and proper terms as may be thought fit any person or persons not being Directors (save as provided in Clause 4 below), whether on a full-time or part-time basis or whether as consultant or employee, to supervise, organise, carry on the work of and advise the Company;
 - (15) subject to the provisions of Clause 4 to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;
 - (16) to amalgamate with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of the Company and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of Members of the Company by this Memorandum of Association;
 - (17) to do all such other lawful things as will further the attainment of the objects of the Company or any of them.

4. Save as provided in the Articles of Association of the Company, no portion of the income or property of the Company shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Company and no member of the Board shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company by reason of their position as a member of the Board;

Provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any Member, officer, servant or consultant of the Company (not being a member of the Board of the Company) for any services rendered to the Company and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such Member, officer, servant or consultant of the Company;
- (b) to any Member of the Company or member of the Board who is a solicitor, accountant or other person engaged by the Company in a professional capacity, of all reasonable professional and other charges for work done by him or his firm or company when instructed by the Board to act in that capacity on behalf of the Company provided that:
 - (i) he shall be absent during the relative discussion from all meetings at which the employment and remuneration of such a firm or company are discussed;
 - (ii) he shall not vote on any resolution relating to the employment or remuneration of such firm or company;
 - (iii) the members of the Board are satisfied that the employment of the firm or company in question is both necessary and expedient in the interests of the Company;
- (c) of interest on money lent by a Member of the Company or the members of the Board at a rate per annum not exceeding 2 per cent less than the base lending rate prescribed for the time being by a major London Clearing Bank or 3 per cent whichever is the greater;
- (d) to any member of the Board of reasonable and proper out-of-pocket expenses;
- (e) of reasonable and proper rent for premises demised or let by any Member of the Company (not being a member of the Board);
- (f) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Board (or any of its members) in relation to the Company, provided that such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default.

5. The liability of the Members is limited.
6. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company or which otherwise are for the benefit of skiing in the United Kingdom or any part thereof or which otherwise are for some philanthropic or charitable purpose and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution and in so far as effect can not be given to such provisions then such property shall be disposed of at the discretion of the Council for some other philanthropic or charitable purpose or purposes.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MAJOR-GENERAL I.R. GRAEME CB OBE FBIM
120 Sloane Street
London SW1X 9BW

RETIRED

DAVID JOHN CLARKE
36 Farror Lane
Leeds SL16 7DA

COMPANY DIRECTOR

BRYAN LLOYD BOWEN
127 Otley Old Road
Leeds LS16 6HH

ARCHITECT

MALCOLM ROY GRATTON
85 Dawlish Drive
Coventry CV3 5LZ

SENIOR FACILITIES ENGINEER

DAVID A. TANDY
7 Hagley Road
Halesowen
West Midlands

SOLICITOR

DAVID FRANCIS
50 Tibberton Close
Halesowen

DIRECTOR ESC

ROBERT BEAUMONT
53 West Park Road
Smethwick

LEGAL EXECUTIVE

DATED this 24th day of July 1980.

WITNESS to the above signatures:-

DAVID A. TANDY
7 Hagley Road
Halesowen
West Midlands

Solicitor

M. P. HERBERT
5 Rochford Close
Halesowen
West Midlands

Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

ENGLISH SKI COUNCIL LIMITED

(Adopted by Special Resolution passed on 15th May 2004)
(Amended by Special Resolutions passed on 20th May 2006 and 17th May 2008)

GENERAL

- 1.1 In these Articles and in the Memorandum of Association of the Company, if not inconsistent with the subject or context, the words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column:

<u>WORDS</u>	<u>MEANINGS</u>
the Act	the Companies Act 1985 as amended by the Companies Act 1989 and as further modified by statute or re-enacted from time to time
these Articles	these Articles of Association, and the regulations of the Company from time to time in force
Associate Member	an associate of the Company being a professional, trade group or other organisation involved with skiing which has been accepted by the Board as an associate of the Company and has paid such subscription as the Board shall from time to time require
Board	the Directors for the time being of the Company
the Chair	the chairman of the Company
Chief Executive	the chief executive of the Company appointed in accordance with Article 73
Coaches	those members of the National Coaching Scheme who have been designated as being qualified coaches by the Board
the Company	the above-named Company

Council	the advisory forum of the Company composed in accordance with Article 33
the Directors ¹	the Chair, the Finance Director and elected Directors under Articles 55 and 56.1
English Schools Ski Association	the English Schools Ski Association or, in the event of any organisation being substituted for that Association, that substituted organisation
Full Member	a member of the Company being a members' ski club (provided it has and shall continue to have a constitution approved by the Board), an educational establishment involved with skiing, or a voluntary or statutory organisation involved with skiing, which has been accepted by the Board as a full member and has paid such subscription as the Board shall from time to time require
Honorary Member	an honorary member of the Company who has been nominated to be an honorary member by the Board
Finance Director ¹	the Finance Director of the Company elected in accordance with Article 56
Individual Member	an individual member of the Company who has been accepted by the Board as an individual member and has paid such subscription as the Board shall from time to time require
Key Committees ¹	committees formed in accordance with Article 49 for each of the disciplines of skiing or other key areas of skiing being: <ul style="list-style-type: none"> Alpine Skiing Freestyle Skiing and Snowboarding Nordic Skiing Schools (incorporating Youth Organisations) Skiing Coaching of Skiing and/or such other disciplines and/or key areas as the Board shall from time to time decide
Member	a Full Member, Associate Member, Honorary Member, Individual Member or National Coaching Scheme Member
Membership	membership in accordance with these Articles
Month	calendar month

¹ Amended by a Special Resolution passed on 20 May 2006

National Coaching Scheme	the Company's national coaching scheme the membership of which comprises coaches, instructors, officials and performers each of whose application for membership of the national coaching scheme has been accepted by the Board
National Coaching Scheme Member	a member of the National Coaching Scheme
Non-Regional Member	a Full Member which has not been allocated to a particular Region by the Board
the Office	the registered office of the Company
Region	South West Ski Association, Southern Region Ski Association, West Midlands Ski Association, London and South East Regional Ski Association, Eastern Region Ski Association, North of England Ski Association, Yorkshire Ski Federation, East Midlands Ski Association, North West Ski Federation and in addition the English Schools Ski Association and/or such other region, body or organisation as the Board shall from time to time designate to be a Region
Regional Representative	a representative appointed or elected by the Full Members in each Region as one of that Region's representatives to the Council
the Seal	the Common Seal of the Company
the Secretary	the secretary of the Company appointed in accordance with Article 74
the United Kingdom	Great Britain and Northern Ireland
Voting National Coaching Scheme Members	National Coaching Scheme Members other than the Coaches and provided such National Coaching Scheme Members are aged 18 or over
in writing	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

1.2 Words importing the singular number only shall include the plural number, and vice versa.

1.3 Words importing the masculine gender only shall include the feminine gender and the neuter gender.

1.4 Words importing persons shall include corporations.

- 1.5 Subject as aforesaid, any words or expressions defined in the Act at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

OBJECTS

2. The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. For the purposes of registration the number of Members is declared to be unlimited.
4. The provisions of section 352 of the Act shall be observed by the Company and every Member shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
5. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to Membership shall be Members. No person shall be admitted a Member unless he is approved by the Board. Every person who wishes to become a Member shall deliver to the Company an application for Membership in such form as the Board requires executed by him together with such particulars as the Board may require and shall pay such subscription (if applicable) as the Board requires.
6. A Member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable, shall lapse (unless the Board shall otherwise decide) on non-payment of a subscription (if applicable) for more than three months after it became due, and shall cease on dissolution of the Member or death (as the case may be).
7. Every corporation and unincorporated association which is admitted to Membership may exercise such powers as are prescribed by section 375 of the Act.
- 8.1 It shall be the duty of the Board, if at any time they shall be of the opinion that the interests of the Company so require, by notice in writing sent by prepaid post to a Member's address, to request that Member to withdraw from Membership of the Company within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the Board present and voting, which majority shall include one half of the total number of the Board for the time being.
- 8.2 If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from Membership by submitting written notice of his resignation, or if at any time after receipt of the notice requesting him to withdraw from Membership the Member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the Board. The Board and the Member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw from Membership unless half of the Board present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the Member fails to

attend the meeting without sufficient reason being given. If such a vote is carried, or if the Member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a Member and his name shall be erased from the Register of Members.

- 8.3 If any Member who has been expelled has within the period of seven days from the date he has ceased to be a Member, submitted written notice to the Secretary requesting his expulsion to be reviewed by the Council the matter shall be reviewed by a properly convened and constituted meeting of the Council. The Council and the Member who has been expelled shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in writing. His Membership shall not be reinstated if he fails to attend the meeting without sufficient reason being given, nor unless such number of the members of the Council present and voting together holding a majority of the total votes of the members of the Council vote for his reinstatement. If such a vote is carried he shall thereupon be reinstated as a Member and his name shall be added to the Register of Members.
9. The Board may confer such benefits on Full Members, Associate Members, Individual Members, Honorary Members and National Coaching Scheme Members as it shall from time to time decide.

GENERAL MEETINGS

10. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that so long as the Company holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.
11. The annual general meeting shall be held for the following purposes:
- (a) to receive from the Board a full statement of account, pursuant to Article 79;
 - (b) to receive from the Board a report of the activities of the Company since the previous annual general meeting;
 - (c) to allow the present members of the Board to stand down from office;
 - (d) to elect the Directors pursuant to Article 56;
 - (e) to appoint the Company's auditors; and
 - (f) to transact such other business as may be brought before it by the Board in accordance with Article 14.
12. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.

13. The Secretary shall, on an order of the Board or at the written request of such number of the Members together holding not less than one tenth of the total number of votes of all the Members (as determined in accordance with Article 26), convene an extraordinary general meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the Chair who shall authorise the holding of an extraordinary general meeting within 28 days of the receipt of such order or request.
14. Members who are aged 18 or over shall be given at least 56 days' notification in writing of every annual general meeting. Any Member who is aged 18 or over who wishes to propose a resolution at the annual general meeting shall provide the Secretary with a copy of the resolution to be proposed at least 42 days before the annual general meeting for consideration by the Board who shall decide whether or not any such resolution shall form part of the agenda for the annual general meeting. The Members shall be given at least 28 days' formal notice of every annual general meeting together with the agenda for the meeting; copies of supporting papers shall only be sent to Full Members and be available to other Members upon request. The Members shall be given at least 28 days' notice in writing of every extraordinary general meeting. Notice of general meetings shall be exclusive in every case both of the day on which such notice is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, and notice shall be given to such persons (including the auditors) as are under these Articles or under the Act entitled to receive such notices from the Company.
15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings held, at any meeting.
16. Members of the Council and members of the Board, the individual members of the Full and Associate Members, the Chief Executive, and the Secretary (if that person is not the Chief Executive) shall all be entitled to attend general meetings but shall not have a vote unless entitled to a vote under Article 26.1.

PROCEEDINGS AT GENERAL MEETINGS

17. All business transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting, with the exception of the consideration of the income and expenditure account and balance sheet, the reports of the Board and of the Company's auditors, the election of the Directors and the appointment of the auditors and the fixing of their remuneration, shall be deemed special business.
18. No business shall be transacted at any general meeting unless a quorum is present. Save as herein otherwise provided the representatives present in person of such number of Members together holding at least 200 votes (as determined in accordance with Article 26 below) shall be a quorum.
19. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may

determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting Members or their appointed representatives present shall be a quorum.

20. The Chair shall preside as chairman at every general meeting, but if the Chair shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, one of the other Directors shall preside and if no other Director shall be present or if the Director declines to take the chair, or if no member of the Board be present, or if all the members of the Board present decline to take the chair, the representatives of the Full Members shall choose some representative of a Full Member who is present to preside.
21. The chairman of the meeting may, with the consent of any meeting of the Members at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 22.1¹ Subject to the requirement for a poll on the election of Directors as provided in Article 56.6, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands by the Members or their appointed representatives present in person and entitled to vote and, unless a poll is, before or upon the declaration of the result by the show of hands, demanded by the chairman of the meeting or by at least such number of the Members or their appointed representatives together holding at least one tenth of the total votes of the Members, present in person or by proxy, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 22.2 Subject to the provisions of Article 22.3, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 22.3 No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
23. The chairman of the meeting may vote on all matters and in the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

¹ Amended by a Special Resolution passed on 20 May 2006

24. 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 a poll has been demanded.

VOTES OF MEMBERS

25. Every Full Member may appoint one representative to attend and vote at general meetings.
- 26.1 A Member present in person or by proxy shall, where a poll has been called, be entitled to the number of votes as follows:

Associate Member	-	one vote each
Honorary Member over age 18	-	one vote each
Individual Member over age 18	-	one vote each
National Coaching Scheme Member over age 18		one vote each

A Full Member (being a members' ski club) determined by the members' ski club's registered membership (as determined by the register of members maintained pursuant to Article 26.2 below) shall be entitled to one vote for every 5 of their members up to a maximum of 500 members then one vote for each 100 members thereafter.

A Full Member (being an educational establishment involved with skiing, or a voluntary or statutory organisation involved with skiing) shall be entitled to one vote each.

- 26.2 A copy of the register of members maintained by each Full Member (being a members' ski club) shall be provided to the Secretary by each Full Member (being a members' ski club) annually at such time as the Board decides and shall be provided at such other times as the Board shall reasonably request.
27. Each Member may appoint a proxy to vote in its representative's place at general meetings. Such persons having a proxy vote should hold a letter signed by the appointor giving permission of proxy, and should inform the Secretary prior to the commencement of the meeting that they have a proxy vote.
28. Subject to the provisions of sections 381A-C and 382A of the Act a resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members and if described as a special or an extraordinary resolution it shall have effect accordingly.

REGIONS

29. The Board may allocate each Full Member to such Region as it shall decide having regard to, but not being bound by, the wishes of the respective Full Member. If a Full Member is not allocated to a Region it shall be a Non-Regional Member.
30. The Board may confer such benefits (including financial benefits), rights and recognition on the Regions and on Non-Regional Members as it shall from time to time decide.
31. The Board may suspend or withdraw any such benefit conferred by the Board on the Regions from such Region or Regions as it shall from time to time decide, and in particular if any of the following events occurs:
 - (a) if the Board reasonably decides that the constitution of a Region is or becomes unacceptable to the Board; or
 - (b) if the Board reasonably decides that a Region is not fulfilling its responsibilities (as set out in Article 32) to the Board's satisfaction.
32. Each Region shall be responsible for:
 - (a) promoting skiing generally and the Company in particular by promoting the policies, activities and Membership of the Company;
 - (b) supporting and developing the existence and activities of all the Full Members allocated to that particular Region;
 - (c) ensuring that at that Region's meetings, only duly appointed representatives of Full Members and appointed officers of the Region may contribute to the discussion and vote on matters which relate to the Company including (but not limited to) the policies, directions, activities, initiatives, ideas, projects and plans of the Company;
 - (d) ensuring that any relevant matters relating to the Company are discussed prior to each meeting of the Council so that the Regional Representatives are fully briefed as to the views and opinions of that Region;
 - (e) ensuring as far as practicable that, subject to Article 44, their Regional Representatives do not act in an individual capacity but express the views of that Region and vote in accordance with that Region's wishes, as expressed by the Full Members in that Region, at meetings of the Council;
 - (f) ensuring that information about the Company and its activities is disseminated to all the Full Members in that Region;
 - (g) supporting the Company's policies and actively promoting and, if applicable, participating in any plans, projects or activities of the Company;
 - (h) allowing and enabling the views of any Full Member in that Region on issues relating to the Company to be discussed at the meetings of that Region;

- (i) ensuring that the Full Members in that Region are aware of their right and responsibility to propose names for that Region's Regional Representatives and for Leader of the Key Committees;
- (j) ensuring that no charge nor any form of subscription is levied or charged by that Region for the Full Members' membership of that Region; and
- (k) ensuring that any nomination for the post of Leader of a Key Committee is presented to the appropriate Council meeting.

COUNCIL

33. The Council shall consist of:

- (a) two Regional Representatives for each Region;
- (b) the Leader of each of the Key Committees;
- (c) the Directors;
- (d) one representative elected or appointed by or from the Coaches in accordance with Article 35;
- (e) one representative elected or appointed by or from the Voting National Coaching Scheme Members in accordance with Article 35; and
- (f) two representatives elected or appointed by or from the Non-Regional Members in accordance with Article 35.

The Chief Executive, the Secretary (if that person is not the Chief Executive) and a representative elected or appointed by or from the Associate Members in accordance with Article 35 shall have the right to attend meetings of the Council, except on confidential items so decided by the Council, but shall not have a vote.

34. The secretaries of each of the Regions shall each notify the Secretary of the names and addresses of their respective representatives to the Council. Notification to the Secretary in writing from the appropriate secretary shall suffice as accreditation in respect of a Region's Regional Representatives, or any alternative therefor, or as notice of the revocation of any such appointment.

35.1 The election of the representatives of the Associate Members, of the Coaches, of the Voting National Coaching Scheme Members and of the Non-Regional Members shall each be conducted by postal ballot carried out in accordance with the remaining provisions of this Article 35.

35.2 At least 56 days before the annual general meeting each year the Associate Members, the Coaches, the Voting National Coaching Scheme Members and the Non-Regional Members shall each be invited to nominate candidates to be their respective representatives on the Council.

- 35.3 Any nomination must be communicated in writing to the Secretary at least 42 days before the annual general meeting and shall be invalid unless seconded by another Associate Member, Coach, Voting National Coaching Scheme Member or Non-Regional Member (as the case may be) and unless the nominee shall have acknowledged his consent to the nomination in writing.
- 35.4 At least 28 days before the annual general meeting, the Associate Members, the Coaches, the Voting National Coaching Scheme Members and the Non-Regional Members shall respectively each be sent a list of all those nominated as their respective representatives together with a ballot paper. Each Associate Member, Coach and Voting National Coaching Scheme Member may vote for one nominee only by making a cross against the name of the candidate which the Associate Member, Coach or Voting National Coaching Scheme Member (as the case may be) wishes to elect. Each Non-Regional Member may vote for not more than two nominees by making a cross against the name(s) of the one or two candidates he wishes to elect.
- 35.5 No vote shall count unless the ballot paper is received by the Secretary at least 48 hours before the annual general meeting.
- 35.6 If there shall be more than one nominee for any of the posts of representative of the Associate Members, Coaches or Voting National Coaching Scheme Members, the nominee who secures the largest single number of votes for a particular post shall be the appropriate representative. If there shall be more than two nominees for the post of representative of the Non-Regional Members, the two candidates who secure the largest and second largest number of votes shall be declared elected. In the event of a tie, the representative for a particular post shall be determined by drawing lots.
- 35.7 The control of the conduct of elections and the casting of votes shall be arranged and conducted by such person or persons as the Board shall from time to time decide, and such person or persons shall report the results of the elections to the Chair.
- 35.8 The results of the elections shall be announced at the annual general meeting and such announcement shall be conclusive evidence of the number of votes cast. The representatives shall hold office from the conclusion of that annual general meeting until the following annual general meeting, and shall be eligible for re-election without the need for formal nomination in accordance with Article 35.3.
- 35.9 If no nomination is received for a particular post, or if the representative of the Associate Members, and/or the Coaches, and/or the Voting National Coaching Scheme Members and/or one or both representatives of the Non-Regional Members (as the case may be) resigns or ceases for any reason to be the applicable representative on the Council, the Council shall have the power to appoint a member of the Associate Members, of the Coaches, of the Voting National Coaching Scheme Members and/or of the Non-Regional Members (as the case may be) to fill the vacancy and the person so appointed shall hold office until the next following annual general meeting and shall be eligible for re-election in accordance with these Articles.
36. The Council shall meet at least twice each year.

37. Not less than 28 clear days' notice of all meetings shall be given to all members of the Council entitled to attend. Such notices shall be sent to their respective addresses as registered with the Secretary.
38. Any six members of the Council may call an emergency meeting at any time by notice to the Secretary together with a statement of the business proposed to be transacted. The Secretary shall thereupon call a meeting on not less than 14 clear days' notice. The Chair may call an emergency meeting of the Council at any time and the Secretary shall thereupon call a meeting on not less than seven clear days' notice.
39. The Council shall not proceed to business unless a quorum is present. The quorum shall be such number of the Council present in person or by proxy together holding at least 15 votes.
40. Any member of the Council may appoint a proxy to vote in his place at Council meetings. Such persons holding a proxy vote should hold a letter signed by the appointor giving permission of proxy, and should inform the Secretary prior to the commencement of the meeting that they have a proxy vote.
- 41.1 With the exception of the Regional Representatives and the Non-Regional Members' Representatives, each member of the Council shall be entitled to one vote. In the case of the Regional Representatives and the Non-Regional Members' Representatives, only one Regional Representative from each Region or one Representative of the Non-Regional Members shall be entitled to vote but shall cast two votes. In the event of any dispute in relation to which one of the two Regional Representatives from a particular Region is entitled to cast that Region's two votes, or which one of the two Non-Regional Members' Representatives is entitled to cast the Non-Regional Members' two votes, the decision of the chairman of the Council meeting shall be final.
- 41.2 Questions arising at any meeting of the Council shall be determined by a majority of votes and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
42. The Chair or (if the Chair so directs or if he is absent from the meeting) one of the other Directors shall preside as chairman of the meetings of the Council, and if neither the Chair nor any one of the other Directors is present the meeting shall elect its own chairman.
- 43.1 The Council is responsible for advising the Board on the general direction and guidelines and overall policy (including financial policy) of the Company.
- 43.2 The Council shall conform to any regulations imposed on it by the Board. The meetings and proceedings of the Council shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. All acts and proceedings of the Board shall be reported in due course to the Council and vice versa.

- 43.3 The one nominee to the Electoral College and the three nominees to the Congress of the British Ski and Snowboard Federation or its successors in title shall be elected by Council. Nominees shall be elected annually and shall be eligible for re-election. Nominees may be proposed by any member of Council. The Nominee to the Electoral College must be a member of Council. Of the three Nominees to Congress, one must be a Director of the Company, one a member of Council other than a Director, and one a coach currently registered with the National Coaching Scheme as a qualified coach and involved in performance coaching. Elections for each of the four nominees shall be held separately.
44. Every member of the Council shall as far as is reasonably practicable act at all times in the best interests of English skiing.
45. A resolution signed by all the members of the Council entitled to vote shall be as effective as a resolution passed at an Council meeting duly convened and held, and may consist of several documents in a like form signed by one or more members of the Council.

KEY COMMITTEES

46. At the first Council meeting following the annual general meeting each year a Leader for each of the Key Committees shall be elected by the members of the Council upon the nomination of:
- (a) any of the Regions; or
 - (b) the relevant Key Committee.
- 47.1 Each Region may nominate a Leader for each of the Key Committees, and each Key Committee may nominate a person to be their particular Key Committee's Leader.
- 47.2 Any nomination must be communicated to the Secretary at least 42 days before the first Council meeting following the annual general meeting each year and shall be invalid unless the nominee shall have acknowledged his consent to the nomination in writing.
- 47.3 If no nominations for a particular chairmanship are so received, or if a Leader resigns or ceases for any reason to be the chairman of the particular committee, the Board shall have the power to appoint a person to chair that Key Committee and the person so appointed shall hold office until the first Council meeting following the next annual general meeting and shall be eligible for re-election in accordance with these Articles.
- 47.4¹ If there shall be more than one candidate for the post of Leader of any one of the Key Committees, there shall be held a poll at the first Council meeting after the annual general meeting which shall include all valid proxies submitted by those entitled to vote but unable to attend. In the event of a tie for any of the posts, the person to be elected shall be determined by drawing lots.

¹ Amended by a Special Resolution passed on 20 May 2006

48. The Leaders of the Key Committees shall hold office from the conclusion of the Council meeting at which they are elected until the first Council meeting following the next annual general meeting, and shall be eligible for re-election without the need for formal notification in accordance with Article 47.2.
- 49.1 Each Key Committee Leader so elected or appointed shall prepare a list of names and addresses of those people (not being less than 2 nor more than 15) whom he proposes and who have agreed to be appointed as members of his particular Key Committee. That list shall be submitted to the Secretary before the next Board meeting after he is elected and shall be subject to the Board's approval of each of the names proposed. The people whose names have been proposed shall from the conclusion of the Board meeting at which their appointment is approved be members of the elected Leader's particular Key Committee and shall hold office until the Board meeting immediately following the annual general meeting in the following year. Pending the formal approval of the Key Committee members by the Board, the Key Committees may each meet to discuss and carry out their normal business.
- 49.2 The Leader of a Key Committee may not appoint a new member of his particular Key Committee, either as an additional member or in place of a retiring member, without having obtained the Board's prior approval to that new member's appointment.
- 49.3 It shall be the responsibility of the Leader of each of the Key Committees to notify the Secretary of any change in the membership of his particular Key Committee and any change in address of any Key Committee member.
- 49.4¹ In addition to the Key Committee members proposed and approved under Article 49.1, current National Coaching Scheme Members aged 16 or over in the Alpine Performer category may each year elect one of their number to be a member of the Alpine Skiing Committee as the Athletes' Representative. Eligible members shall be invited by post and/or e-mail or by an advert on the Company's web site to apply for the position. If there is only one eligible applicant by the published closing date for applications, that applicant shall be appointed the Athletes' Representative to the Alpine Skiing Committee for a period of one year. If there are two or more eligible applicants, a ballot of the eligible members shall be held by post or e-mail, and the person receiving the largest number of valid votes shall be appointed the Athletes' Representative to the Alpine Skiing Committee for a period of one year.
- 50.² The Board shall have the right at any time to direct that any member of a Key Committee including the elected Leader and Athletes' Representative shall cease to be a member of that Key Committee whereupon that member shall automatically cease to be a member of that Key Committee, and the chairman of that Key Committee may (subject to the Board's prior approval of a proposed new member) appoint a new member in the place of the retiring member.

¹ Inserted by a Special Resolution passed on 17 May 2008

² Amended by a Special Resolution passed on 17 May 2008

- 51.1 Every Key Committee shall conform to any regulations imposed on it by the Board. The meetings and proceedings of each of the Key Committees shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. All acts and proceedings of each Key Committee shall be reported promptly to the Council, and to the Board.
- 51.2 The Key Committees shall act at all times in accordance with the policy decisions and guidelines set down from time to time by the Company and/or the Board and in accordance with the financial budgets and within the financial limits set down from time to time by the Board. No act or decision of any Key Committee which (in the opinion of the Board) is outside the scope of, or purports to change, the policies or guidelines of the Company and/or the Board shall be binding or have any force or effect unless confirmed by the Board in writing. No act or decision of any Key Committee which (in the opinion of the Board) is outside the scope or purports to change the financial budgets of or financial limits imposed on that Key Committee, shall be binding or have any force or effect unless confirmed by the Board in writing.
52. The Leaders of the Key Committees may meet as often as they think fit and, acting as a consultative group, may make recommendations to the Council.

BOARD

53. ¹ The number of members of the Board shall be not less than two and unless and until varied by ordinary resolution of the Company in general meeting shall be subject to a maximum of eight.
54. The membership of the Board shall comprise the Directors.
- The Chief Executive, and the Secretary (if that person is not the Chief Executive) shall have the right to attend meetings of the Board, except on confidential items so decided by the Board, but shall not have a vote, and (for the avoidance of doubt) shall not be regarded as members of the Board.
55. ¹ The Board shall have power at any time to appoint any person to be a member of the Board as a Director, to fill a casual vacancy. A casual vacancy will include a vacancy caused by the vacation of office by a Chair, Finance Director, or a Director whether elected under Article 56.1 or appointed under Article 55. Any member of the Board so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election in accordance with these Articles.
- 56.1 ¹ The Directors shall be elected by the Members at the annual general meeting upon the nomination of any of the Full Members, in accordance with the following provisions of this Article 56.
- 56.2 At least 56 days before the annual general meeting the Full Members shall be invited to nominate candidates for the positions of the Directors to be elected at that annual general meeting.

¹ Amended by a Special Resolution passed on 20 May 2006

- 56.3 A nomination from a Full Member must be communicated in writing to the Secretary at least 42 days before the annual general meeting and shall be invalid unless seconded by another Full Member and unless the nominee shall have acknowledged his consent to the nomination in writing.
- 56.4¹ The Chair shall not hold office for more than four consecutive years, and the other Directors shall not hold office for more than eight consecutive years (unless varied by ordinary resolution of the Company in general meeting).
- 56.5 If there be a single candidate for a post such candidate shall be elected unopposed.
- 56.6¹ If there shall be more than one candidate for the post of Chair or Finance Director, the candidate who secures the largest single number of votes shall be declared elected. All such voting under this Article shall be by poll. If there shall be more than six candidates for the post of other Director, the six candidates who secure the largest, second largest, third largest, fourth largest, fifth largest and sixth largest number of votes shall be declared elected. All such voting shall be by a poll, unless the Chair determines otherwise, which shall include all valid proxies submitted by those entitled to vote but unable to attend. In the event of a tie for any of the posts, the person to be elected shall be determined by drawing lots.
- 56.7¹ The Chair and Finance Director shall hold office for two years until the conclusion of the relevant annual general meeting and (subject to Article 56.4) shall be eligible for re-election without the need for formal nomination in accordance with Article 56.3.
- 56.8² The remaining Directors shall hold office for two years until the conclusion of the relevant annual general meeting and shall retire by rotation, so that approximately half of the remaining Directors shall retire each year; if necessary lots shall be drawn to determine who shall retire; and (subject to Article 56.4) shall be eligible for re-election without the need for formal notification in accordance with Article 56.3. These Directors shall hold responsibilities as the Board may determine or the Company may determine in general meeting.
57. Subject to Article 56.4 if, at any meeting at which the results of an election of or confirmation of the appointment of the members of the Board ought to be announced, the places of the retiring members of the Board, or some of them, are not filled up, the retiring members of the Board or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of members of the Board.
58. In addition and without prejudice to the provisions of section 303 of the Act, the Company may by ordinary resolution remove any member of the Board before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the member of the Board in whose place he is appointed would have held the same if he had not been removed.

¹ Amended by a Special Resolution passed on 20 May 2006

² Inserted by a Special Resolution passed on 20 May 2006

DISQUALIFICATION OF MEMBERS OF THE BOARD

- 59.1 The office of a member of the Board shall be vacated:
- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) if he becomes of unsound mind;
 - (c) if by notice in writing to the Board he resigns his office;
 - (d) if he becomes prohibited from holding office by reason of any court order made under the Act;
 - (e) if he is removed from office by a resolution duly passed pursuant to section 303 of the Act.
- 59.2 Section 293 of the Act shall not apply.
60. Unless the Board resolves otherwise, any member of the Board who shall, without sufficient reason, absent himself from three consecutive meetings of the Board, will be understood to have resigned his position as a member of the Board, and the remaining members of the Board shall be entitled to appoint another member of the Board in his place pursuant to Article 55.

POWERS OF THE BOARD

61. The Board shall have regard to, but shall not be bound by the directions of, and policy guidelines advised by, the Council. The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as it thinks fit and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company including, without prejudice to the generality of the foregoing, the power to borrow, and as are not by the Act or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
62. The members of the Board may act notwithstanding any vacancy in their body.
63. If the members of the Board shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as members of the Board for the purpose of admitting persons to Membership of the Company, filling up vacancies in their body, or summoning a general meeting, but not for any other purpose.

PROCEEDINGS OF THE BOARD

- 64.1 The members of the Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least three such meetings shall be held in each year.
- 64.2 Voting on any issue shall be by show of hands unless any member of the Board present shall demand a ballot. Decisions taken by vote and by postal ballot shall be determined by a majority of those present and/or voting. Each member of the Board shall be entitled to one vote. In the case of an equality of votes, the chairman shall have a second or casting vote.
65. A member of the Board may, and the Secretary at the request of a member of the Board shall, at any time summon a meeting of the Board by notice served upon the members of the Board.
66. The Chair shall preside as chairman at all meetings of the Board at which he shall be present, but if at any meeting the Chair is not present within five minutes after the time appointed for holding the meeting or is not willing to preside, the members of the Board present shall choose one of their number to be chairman of the meeting.
67. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally. The quorum for meetings of the Board or any committee formed pursuant to the provisions of Article 68 shall be three or such greater number as the Board may determine.
68. The Board may delegate any of their powers to any sub-committee consisting of such of their number and such other persons as they think fit, provided that where such committee includes persons not being members of the Board, the number of such persons shall be less than one-half of the total number of the committee members and no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are members of the Board.
69. Any sub-committee formed pursuant to Article 68 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Board. The resolution making the delegation shall specify the financial limits within which any sub-committee shall function. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. All acts and proceedings of such sub-committees shall be reported in due course to the Board.
70. All acts done in good faith by any meeting of the Board or of any sub-committee, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member of the Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.

71. The Board shall cause proper minutes to be made of all appointments of the members of the Board and of the proceedings of all meetings of the Company and of the Board and of sub-committees, and all business transacted at such meetings. Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
72. A resolution in writing signed by all the members of the Board for the time being or by all the members for the time being of any sub-committee who are entitled to receive notice of a meeting of the Board or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.

CHIEF EXECUTIVE

73. The Board may appoint a Chief Executive for such term and at such remuneration and upon such conditions as it may think fit.

SECRETARY

74. Subject to the provisions of the Act, the Secretary shall be the Chief Executive unless the Board shall otherwise decide. Any Secretary not being the Chief Executive may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by it.

SEAL

75. The Seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a member of the Board and by the Secretary or by a second member of the Board.

ACCOUNTS

76. The Board shall cause accounting records of the Company to be kept in accordance with section 221 of the Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).
77. Accounting records shall be kept at the Office or, subject to section 222 of the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the members of the Board.
78. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Full Members of the Company not being Directors of the Company and no such Full Member (not being such a Director) and no Associate Member, Individual Member, Honorary Member or National Coaching Scheme Member shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.

79. At the annual general meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company made up to a date not more than seven months before such meeting) together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the auditors of the Company, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 28 clear days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

80. At least once in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors.
81. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

- 82.¹ A notice may be served by the Company upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members or by sending it by e-mail to an address for the time being notified to the Company by the Member. Copies of documents referred to in the Notice may only be available on the Company's website, though available in writing upon request.
83. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address.
- 84.¹ Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Proof that a notice contained in an e-mail was sent shall be conclusive evidence that the notice was given. A notice given by e-mail shall be deemed to have been served on the day following that on which it was sent.

¹ Amended by a Special Resolution passed on 17 May 2008

INDEMNITY

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

AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

- 86.1 The Company may by special resolution alter the objects clause (Clause 3) of the Memorandum of Association of the Company. No other condition in the Memorandum of Association may be altered save for a condition in the Memorandum of Association which could lawfully have been contained in these Articles instead of in the Memorandum of Association. Such a condition may be altered by the Company by special resolution.
- 86.2 Subject to the provisions of the Act, the Company may by special resolution alter these Articles.

RULES

- 87.1 The Board, with prior consultation with the Council, may from time to time make such rules or bye-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of Membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye-laws regulate:
- (i) the admission and classification of Members and/or members of Members and the admission of organisations to Membership and the rights and privileges of such Members, and the conditions of Membership and the terms on which Members may resign or have their Membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - (ii) the conduct of Members in relation to one another, and to the Company's servants;
 - (iii) the use of drugs by and drug-testing procedures for Members and/or members of Full Members;
 - (iv) disciplinary procedures for Members and/or members of Full Members;
 - (v) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - (vi) the procedure at general meetings and meetings of the Board and sub-committees of the Board, the Council, the Key Committees and the Regions in so far as such procedure is not regulated by these Articles;

- (vii) the conduct of Members and/or members of Full Members (if applicable) in relation to the press, television and radio;
- (viii) the use of the Company's name;
- (ix) sponsorship of Members and/or members of Full Members;
- (x) the selection of skiers for English squads or teams and the conduct of any skier so selected;
- (xi) the conduct of any delegate acting on behalf of the Company; and
- (xii) generally, all such matters as are commonly the subject matter of company rules.

The Company in general meeting shall have power to alter, add to or repeal the rules or bye-laws and the Board shall adopt such means as it thinks sufficient to bring to the notice of Members all such rules or bye-laws, which shall be binding on all Members. Provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

- 87.2 The Board shall publish in such manner as it thinks fit for the benefit of the Members any rules and bye-laws made by it.

DISSOLUTION

88. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MAJOR-GENERAL I R GRAEME CB OBE FBIM
120 Sloane Street
London SW1X 9BW

RETIRED

DAVID JOHN CLARKE
36 Farror Lane
Leeds LS16 7DA

COMPANY DIRECTOR

BRYAN LLOYD BOWEN
127 Otley Old Road
Leeds LS16 6HH

ARCHITECT

MALCOLM ROY GRATTON
85 Dawlish Drive
Coventry CV3 5LZ

SENIOR FACILITIES ENGINEER

DAVID A. TANDY
7 Hagley Road
Halesowen
West Midlands

SOLICITOR

DAVID FRANCIS
50 Tibberton Close
Halesowen

DIRECTOR ESC

ROBERT BEAUMONT
53 West Park Road
Smethwick

LEGAL EXECUTIVE

DATED this 24th day of July 1980.

WITNESS to the above signatures:

DAVID A. TANDY
7 Hagley Road
Halesowen
West Midlands

Solicitor

M. P. HERBERT
5 Rochford Close
Halesowen
West Midlands

Secretary