

COMPANIES ACT 1985 AND COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

UNITED KINGDOM ANTI-DOPING LIMITED

1. The Company's name is "United Kingdom Anti-Doping Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The objects for which the Company is established are:
 - (a) To act as the United Kingdom's National Anti-Doping Organisation (as that term is defined in the World Anti-Doping Code (**Code**) promulgated and revised from time to time by the World Anti-Doping Agency (**WADA**)) and discharge the functions of a National Anti-Doping Organisation under the Code.
 - (b) To provide policy advice and assistance to the United Kingdom government in relation to anti-doping in sport.
 - (c) To develop, adopt, monitor, revise and maintain anti-doping rules, policies, plans, procedures and guidance so as to implement effectively the Code and associated International Standards within the United Kingdom.
 - (d) To promote, arrange, organise and conduct education and research into and about anti-doping in sport.
 - (e) To promote, arrange, organise and conduct advisory services, conferences, lectures, seminars, meetings, discussions and exhibitions about anti-doping in sport.
 - (f) To develop, adopt, monitor, revise and maintain agreements, policies, plans and procedures for the sharing of information about doping in sport with and by national and international sport governing bodies, law enforcement and other public agencies, athletes and athlete support personnel (as that term is defined in the Code).
 - (g) To co-operate with WADA, national and local government bodies (whether in the UK or elsewhere), other National Anti-Doping Organisations, national and international sports governing bodies, public agencies (whether in the UK or elsewhere), athletes and athlete support personnel (as that term is defined in the Code) in relation to anti-doping in sport.

- (h) To act as an advocate at the international level of doping-free sport, contributing to the development and adoption of anti-doping standards worldwide and ensuring that the United Kingdom government's views on anti-doping in sport are heard at the international level.
- (i) To commission, procure, produce, print, publish, distribute and sell all kinds of periodicals, books, articles, leaflets, films, videos, CD-ROMs, computer programs, visual and audio aids and other multi-media developments which may occur other informative material relation to or conducive to the promotion of the Company's objects.
- (j) To carry out such operations and deal with such goods and to purchase or otherwise acquire, take options over, construct, lease, hold, manage, maintain, alter, develop, exchange or deal with such property, rights or privileges (including the whole or part of the business, property or liabilities of any other person or company) as may seem to the directors directly or indirectly to advance the interests of the Company.
- (k) To enter into such commercial or other transactions in connection with any trade or business of the Company as may seem to the directors desirable for the purpose of the Company's affairs.
- (l) To apply for, purchase or otherwise acquire, protect, maintain and renew any patents, patent rights, trade marks, designs, licences and other intellectual property rights of all kinds or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to experiment with any such rights which the Company may propose to acquire.
- (m) To invest and deal with the moneys of the Company not immediately required in any manner and hold and deal with any investment so made.
- (n) To pay or to provide or to make such arrangements for providing such gratuities, pensions, benefits, loans and other matters and to establish, support, subsidise and subscribe to any institutions, associations, clubs, schemes, funds or trusts (whether to or for the benefit of present or past directors or employees of the Company or its predecessors in business or of any company which is a subsidiary company of the Company or is allied to or associated with the Company or with any such subsidiary company or to or for or for the benefit of persons who are or were related to or connected with or dependants of any such directors or employees) as may seem to the directors directly or indirectly to advance the interests of the Company.
- (o) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (p) To act as agents, brokers or trustees, and to enter into such arrangements (whether by way of amalgamation, partnership, profit sharing, union of interests, co operation, joint venture or otherwise) with other persons or companies as may seem to the

directors to advance the interests of the Company and to vest any property of the Company in any person or company on behalf of the Company and with or without any declaration of trust in favour of the Company.

- (q) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, or any other department or authority, or enter into arrangements with any such body, for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem to the directors to be expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.
- (r) To sell, lease, dispose of, grant rights over or otherwise deal with the whole or any part of the undertaking, property or assets of the Company on such terms as the directors may decide, and to distribute any property or assets of the Company of whatever kind in specie among the members of the Company.
- (s) To pay for any rights or property acquired by the Company and to remunerate any person or company, whether by cash payment or by debentures or other securities of the Company credited as paid up in full or in part, or by any other method the directors think fit.
- (t) To establish or promote companies and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, hold, dispose of and deal with, and guarantee the payment of interest, dividends and capital on all or any of the shares, debentures, debenture stock or other securities or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue on such terms as the directors may decide.
- (u) To co-ordinate, finance and manage all or any part of the operations of any company which is a subsidiary company of or otherwise under the control of the Company and generally to carry on the business of a holding company.
- (v) To carry on through any subsidiary or associated company any activities which the Company is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as the directors think fit.
- (w) To raise or borrow money in such manner as the directors think fit and to receive deposits and to mortgage, charge, pledge or give liens or other security over the whole or any part of the Company's undertaking, property and assets (whether present or future), including its uncalled capital, for such purposes and in such circumstances and on such terms and conditions as the directors think fit.
- (x) To enter into contracts or transactions, or arrange dealings with or perform any service or function in relation to any derivative transaction (including but not limited to spot or forward contracts,

contracts for differences or other investments or obligations) entered into in connection with the protection against or benefit from fluctuation in any rate of interest or currency exchange rates or price.

- (y) To lend or advance money and to give credit and to enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds, and whether secured or unsecured, whether in respect of its own obligations or those of some other person or company, in such circumstances and on such terms and conditions as the directors think fit.
- (z) To engage any person or persons whether on a full time or part time basis or on secondment, whether as a consultant or an employee and whether on a paid or unpaid basis, to supervise, organise or carry on the work of or advise the Company.
- (aa) To purchase and maintain, for the benefit of any director (including an alternate director), officer or auditor of the Company or of any company that is a subsidiary of the Company, insurance against any liability referred to in section 310 of the Companies Act 1985 and sections 232 to 237 of the Companies Act 2006 and, subject to the provisions of those Acts, against any other liability which may attach to him or her or loss or expenditure which he or she may incur in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer or auditor and, subject also to the provisions of the Companies Acts, to indemnify any such person out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and, without prejudice to the foregoing, to grant any such indemnity after the occurrence of the event giving rise to such liability.
- (bb) To arrange for risks of all kinds likely to affect the Company to be covered by insurance.
- (cc) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.
- (dd) To contribute to or support any public, general, political, charitable, benevolent or useful object, which it seems to the directors to be in the interests of the Company or its members to contribute to or support.
- (ee) To do all or any of the things stated in this clause 3 in any part of the world whether as principal, agent or trustee or otherwise and either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise.
- (ff) To do all such other things as the directors consider will further the interests of the Company or to be incidental or conducive to the attainment of all or any of the objects stated in this clause 3.

The objects stated in each part of this clause 3 shall not be restrictively construed but shall be given the widest interpretation. In this clause 3, the word "company" shall be deemed, except where used to refer to the Company, to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom

or elsewhere. Except where the context expressly so requires, none of the sub-clauses of this clause 3, or the objects stated in this clause 3, or the powers conferred by this clause 3 shall be limited by, or be deemed subsidiary or auxiliary to, any other sub-clause of this clause 3, or any other object stated in this clause 3 or any other power conferred by this clause 3.

4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1 sterling) to the Company's assets if it should be wound up while he or she is member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities contracted before he or she 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.

I, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

**The Secretary of State for Culture, Media and Sport
2-3 Cockspur Street, London SW1Y 5DH.**

Dated: 13/8/09



Witness to the above signature:

R. Prany

Name and address:

REBECCA BESALEL

COMPANIES ACT 1985 AND COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

UNITED KINGDOM ANTI-DOPING LIMITED

PRELIMINARY

1. The regulations in Table C of the Companies (Tables A to F) Regulations 1985 shall not apply to the company.

2. In these Articles:

the Act means the Companies Act 1985 (**CA 1985**) so long as in force, and any provisions of the Companies Act 2006 (**CA 2006**) for the time being in force, in each case as amended or re-enacted from time to time;

the Chair, unless the context otherwise requires, means the Chair, from time to time, of the directors of the company;

clear days in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

director means a director of the company and **the directors** means the directors or any of them acting as the board of directors of the company;

duly authorised representative means a person authorised by a member in accordance with Article 19 to represent him or her a general meeting;

electronic communication means an electronic communication, as defined in the Electronic Communications Act 2000, comprising writing;

initial period means the period between the date on which the company is incorporated and the 1st of January 2010;

instrument means a written document having tangible form and not comprised in an electronic communication; and

Secretary of State means the Secretary of State for Culture, Media and Sport.

MEMBERS

3. The subscriber to the memorandum of association of the company and such other persons as are admitted to membership in accordance with these Articles shall be members of the company. No person shall be admitted as a member of the company unless he or she is approved by

the directors and the Secretary of State. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require executed by him or her.

4. 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.

GENERAL MEETINGS

5. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.

NOTICE OF GENERAL MEETINGS

6. General meetings shall be called by at least fourteen clear days' notice but may be called by shorter notice if so agreed by a majority in number of the members having a right to attend and vote, being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.
7. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
8. Subject to the provisions of these Articles the notice shall be given to all the members and to the directors and auditors.
9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. No business shall be transacted at any meeting unless a quorum is present. The quorum at a general meeting shall consist of one duly authorised representative from each of the members.
11. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
12. The Secretary of State or, in his absence, a duly authorised representative of the Secretary of State, shall preside as chair of the meeting.
13. A director shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting.
14. The chair of the general meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen

days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

15. A resolution in writing executed by or on behalf of each member who would have been entitled to vote on it if it had been proposed at a general meeting at which he or she was present shall be as effective as if it had been passed at a general meeting properly convened and held. Such a resolution shall be by means of an instrument or contained in an electronic communication sent to such address (if any) for the time being notified by or on behalf of the company for that purpose and may consist of several instruments or several electronic communications, each executed in such manner as the directors may approve by or on behalf of one or more of the members, or a combination of both.

VOTES OF MEMBERS

16. Each member who is present in person or by proxy or is present by duly authorised representative shall have one vote.
17. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the general meeting whose decision shall be final and conclusive.
18. Where for any purpose an ordinary resolution of the company is required, a special or extraordinary resolution shall also be effective. Where for any purpose an extraordinary resolution is required, a special resolution shall also be effective.
19. A Minister of the Crown or any body corporate which is a member of the company (in this Article "the grantor") may, by resolution of its directors or other governing body if required, authorise such person as it thinks fit to act as its representative at any meeting of the company. A person so authorised shall be entitled to exercise the same power on behalf of the grantor as the grantor could exercise if it were an individual member of the company, save that a director may require such person to produce a certified copy of the resolution of authorisation before permitting him or her to exercise his or her powers. The grantor shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present at it.
20. The appointment of a proxy, whether by means of an instrument or contained in an electronic communication, shall be executed in such manner as the directors may approve. Subject thereto, the appointment of a proxy shall be executed by the appointor or his attorney or, if the appointor is a corporation, executed by a duly authorised officer, attorney or other authorised person or under its common seal. For the purposes of this Article and Articles 21 to 23, an electronic communication which contains a proxy statement need not comprise writing if the directors so determine and in such a case, if the directors so determine, the appointment need not be executed but shall instead be subject to such conditions as the directors may approve.
21. The appointment of a proxy shall be in any usual form or in any other form which the directors may approve. Subject thereto, the appointment of a proxy may be:

- (a) by means of an instrument; or
- (b) contained in an electronic communication sent to such address (if any) for the time being notified by or on behalf of the company for that purpose, provided that the electronic communication is received in accordance with Article 22 before the time appointed for holding the meeting or adjourned meeting or, where a poll is taken more than 48 hours after it is demanded, after the poll has been demanded and before the time appointed for the taking of the poll.

The directors may, if they think fit, but subject to the provisions of the Act, at the company's expense send forms of proxy for use at the meeting and issue invitations contained in electronic communications to appoint a proxy in relation to the meeting in such form as may be approved by the directors. The appointment of a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned. A member may appoint more than one proxy to attend on the same occasion.

22. The appointment of a proxy shall:

- (a) in the case of an instrument, be delivered personally or by post to the office or such other place within the United Kingdom as may be specified by or on behalf of the company for that purpose:
 - i. in the notice convening the meeting; or
 - ii. in any form of proxy sent by or on behalf of the company in relation to the meeting,

before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
- (b) in the case of an appointment contained in an electronic communication, where an address has been specified by or on behalf of the company for the purpose of receiving electronic communications:
 - i. in the notice convening the meeting; or
 - ii. in any form of proxy sent by or on behalf of the company in relation to the meeting; or
 - iii. in any invitation contained in an electronic communication to appoint a proxy issued by or on behalf of the company in relation to the meeting,

be received at such address before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
- (c) in either case where a poll is taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and before the time appointed for the taking of the poll; or
- (d) in the case only of an instrument, where the poll is not taken forthwith but is taken not more than 48 hours after it was

demanding, be delivered at the meeting at which the poll was demanded to the chair or to the secretary or to any director,

and any proxy appointment which is not delivered or received in a manner so permitted shall be invalid.

23. Any power of attorney or other written authority under which a proxy appointment is executed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority shall be:
- (a) delivered personally or by post to the office, or to such other place within the United Kingdom as may be specified by or on behalf of the company in accordance with Article 22(a), before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
 - (b) where a poll is taken more than 48 hours after it is demanded, be delivered as aforesaid after the poll has been demanded and before the time appointed for taking the poll; or
 - (c) in the case only of a proxy appointment by means of an instrument, where a poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director together with the proxy appointment to which it relates.
24. A vote given by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding the poll unless notice of the determination was delivered or received as mentioned in the following sentence before the start of the meeting or adjourned meeting at which the vote is given. Such notice of determination shall be either by means of an instrument delivered to the office or such other place within the United Kingdom as may be specified by or on behalf of the company in accordance with Article 22(a) or contained in an electronic communication at the address (if any) specified by the company in accordance with Article 22(b), regardless of whether any relevant proxy appointment was effected by means of an instrument or contained in an electronic communication. For the purposes of this Article, an electronic communication which contains such notice of determination need not comprise writing if the directors have determined that the electronic communication which contains the relevant proxy appointment need not comprise writing.
25. A proxy appointment shall not confer any right to speak at a meeting, except with the permission of the chair. The proxy appointment shall also be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The proxy appointment shall, unless it provides to the contrary, be valid for any adjournment of the meeting as well as for the meeting to which it relates.

NUMBER OF DIRECTORS

26. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any

maximum but, after the initial period, shall not be less than five comprising the Chair and at least four other directors.

ALTERNATE DIRECTORS

27. Any director other than an alternate director (in Articles 27 to 33 "the appointor") may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
28. Any appointment made pursuant to Article 27 shall have effect only for the duration of the next following meeting of the directors.
29. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which the appointor is a member, to attend and vote at any such meeting at which the appointor is not personally present and generally to perform all the functions of the appointor as a director in the appointor's absence but, subject to Article 31, shall not be entitled to receive any remuneration from the company for his or her services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
30. An alternate director shall cease to be an alternate director:
 - (a) if the appointor ceases to be a director;
 - (b) if the appointor removes him or her from office pursuant to Article 32;
 - (c) on the happening of any event which, if he or she were a director, would cause him or her to vacate his office as director; or
 - (d) if he or she resigns his office by notice to the company.
31. An alternate director may be repaid by the company such expenses as might properly have been repaid to him or her if he or she had been a director but shall not be entitled to receive any remuneration from the company in respect of his or her services as an alternate director except such part (if any) of the remuneration otherwise payable to the appointor as the appointor may by notice in writing to the company from time to time direct. An alternate director shall be entitled to be indemnified by the company to the same extent as if he or she were a director.
32. Any appointment or removal of an alternate director shall be by notice to the company executed by the appointor and shall take effect in accordance with the terms of the notice on receipt of such notice by the company. The notice shall:
 - (a) in the case of a notice contained in an instrument, be delivered personally to a director other than the appointor; or
 - (b) in the case of a notice contained in an electronic communication, be sent to such address (if any) as may for the time being be notified by or on behalf of the company for that purpose.
33. Save as otherwise provided in these Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his or her own acts and defaults and shall not be deemed to be the agent of the appointor.

POWERS OF DIRECTORS

34. Subject to the provisions of the Act, the memorandum and these Articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or these Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors by these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
35. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers.

MATTERS RESERVED TO MEMBERS

36. The directors shall use their powers to ensure, so far as they are legally able, that no action or decision relating to a transfer of the whole or substantial part of the undertaking of the company is taken unless the prior written consent or approval in writing of each of the members to proceed has been received.

DELEGATION OF DIRECTORS' POWERS

37. The directors may establish such committees or sub-committees as they see fit, reporting to them, to carry out such work as the directors may determine and subject to the same procedures as meetings of the directors. A committee so formed may include persons other than directors as members thereof.
38. The directors may appoint any person to any office or employment having a designation or title including the word "director" or attach such a designation or title to any existing office or employment with the company and may terminate any such appointment or the use of any such designation or title. The inclusion of the word "director" in the designation or title of any such office or employment shall not imply that the holder is a director of the company, and the holder shall not thereby be empowered in any respect to act as, or be deemed to be, a director of the company for any of the purposes of these Articles.

APPOINTMENT AND RETIREMENT OF DIRECTORS

39. The Chair and the other directors may be appointed or removed by notice, signed by or on behalf of each member.
40. An appointment or removal under Article 39 shall take effect when the notice is delivered to the company, unless the notice indicates otherwise.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

41. The office of a director shall be vacated if he or she:
- (a) ceases to be a director by virtue of any provision of the Act or he or she becomes prohibited by law from being a director; or
 - (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

- (c) is, or may be, suffering from mental disorder and either:
 - i. he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - ii. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- (d) resigns his or her office by notice to the company; or
- (e) is removed in accordance with Articles 39 and 40; or
- (f) shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his or her office be vacated.

REMUNERATION OF DIRECTORS AND DIRECTORS' EXPENSES

- 42. The directors shall be entitled to such remuneration or fees from the company for acting as directors as the directors may see fit, not exceeding a level previously agreed in writing with the members.
- 43. The directors shall be entitled to reimbursement by the company of reasonable and proper expenses incurred by them in the discharge of their duties as such.

DIRECTORS' APPOINTMENTS AND INTERESTS

- 44. Each director (subject to Article 45) shall be entitled to vote in connection with the approval by that director for the entering into by the company of any agreement, transaction or arrangement in or to which (as applicable) that director is directly or indirectly an interested party and in connection with any revisions or amendments to, or waiver of any rights under, such agreement, transaction or arrangement provided that his interest therein has been disclosed beforehand to the directors. Any such disclosure of interest shall be recorded in the minute of the directors' meeting at which the disclosure is made and in the Register of Interests (as defined in Article 56).
- 45. Notwithstanding Article 44, a director shall not be entitled to vote in connection with the entering into by the company of any agreement, transaction or arrangement in or to which (as applicable) that director has a Pecuniary Interest (as defined in Article 46) and in connection with any revisions or amendments to, or waiver of any rights under, such agreement, transaction or arrangement.
- 46. For the purposes of Article 45, a director shall be considered as having a Pecuniary Interest in any agreement, transaction or arrangement to which the company is a party if any of the following persons will or may receive from any person in relation to that agreement, transaction or arrangement directly any financial benefit or other benefit in kind, (including, but without limitation, any consideration, dividend, fee, bonus or commission):

- (a) that director;
- (b) that director's parents;
- (c) that director's spouse, child, step-child or remoter issue;
- (d) any trust of which any of the persons listed in Article 46(a) to (c) above is a beneficiary or amongst a class of beneficiary;
- (e) any body corporate of which that director is a director;
- (f) any body corporate of which any of the persons listed in Article 46(a) to (c) above either alone or together hold a beneficial interest of more than 20%; or
- (g) any employer of that director,

and for the purposes of this Article, "spouse" includes an individual living together with a director in a long-term relationship.

47. A director shall, as soon as reasonably practical following his or her appointment or the material interest arising, notify the company in writing of any material interest in a body corporate.

48. For the purposes of Article 47 a "**material interest in a body corporate**" means any interest in a body corporate which might reasonably be regarded as affecting the way in which the director will discharge his or her duties as director and includes:

- (a) the director holding a directorship of any other body corporate;
- (b) the director being a partner in any firm; and
- (c) any interest in the shares of a body corporate held by any of the persons listed in Article 46(a) to (c) (other than children, step-children and remoter issue over the age of 18) which might reasonably be regarded as affecting the way in which the director will discharge his or her duties as director.

49. For the purposes of section 175 of the CA 2006, the directors may authorise any matter proposed to them in accordance with these Articles which would, if not so authorised, involve a breach of duty by a director under that section, including, without limitation, any matter which relates to a situation in which a director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the company. Any such authorisation will be effective only if:

- (a) any requirement as to quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and
- (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

The directors may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions they expressly impose but such authorisation is otherwise given to the fullest extent permitted. The directors may vary or terminate any such authorisation at any time.

For the purposes of these Articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

50. Provided that he or she has disclosed to the directors the nature and extent of his or her interest (unless the circumstances referred to in section 177(5) or section 177(6) of the CA 2006 apply, in which case no such disclosure is required) a director notwithstanding his or her office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise (directly or indirectly) interested;
 - (b) may act by him or herself or his firm in a professional capacity for the company (otherwise than as auditor) and he or she or his or her firm shall be entitled to remuneration for professional services as if he or she were not a director; and
 - (c) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate:
 - i. in which the company is (directly or indirectly) interested as shareholder or otherwise; or
 - ii. which is the parent undertaking of the company or a subsidiary undertaking of any parent undertaking of the company; or
 - iii. with which he or she has such a relationship at the request or direction of the company or any parent undertaking of the company or a subsidiary undertaking of any parent undertaking of the company.
51. A director shall not, by reason of his or her office, be accountable to the company for any remuneration or other benefit which he or she derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate:
- (a) the acceptance, entry into or existence of which has been approved by the directors pursuant to Article 49 (subject, in any such case, to any limits or conditions to which such approval was subject); or
 - (b) which he or she is permitted to hold or enter into by virtue of paragraph (a), (b) or (c) of Article 50;
- nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the CA 2006.
52. Any disclosure required by Article 50 may be made at a meeting of the directors, by notice in writing or by general notice or otherwise in accordance with section 177 of the CA 2006.
53. A director shall be under no duty to the company with respect to any information which he or she obtains or has obtained otherwise than as a director of the company and in respect of which he or she owes a duty of confidentiality to another person. However, to the extent that his or her relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this Article applies only if the existence of

that relationship has been approved by the directors pursuant to Article 49. In particular, the director shall not be in breach of the general duties he or she owes to the company by virtue of sections 171 to 177 of the CA 2006 because he or she fails:

- (a) to disclose any such information to the directors or to any director or other officer or employee of the company; and/or
- (b) to use or apply any such information in performing his duties as a director of the company.

54. Where the existence of a director's relationship with another person has been approved by the directors pursuant to Article 49 and his or her relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he or she owes to the company by virtue of sections 171 to 177 of the CA 2006 because he or she:

- (a) absents him or herself from meetings of the directors at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or
- (b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the company and/or for such documents and information to be received and read by a professional adviser,

for so long as he or she reasonably believes such conflict of interest or possible conflict of interest subsists.

55. The provisions of Articles 53 and 54 are without prejudice to any equitable principle or rule of law which may excuse the director from:

- (a) disclosing information, in circumstances where disclosure would otherwise be required under these Articles; or
- (b) attending meetings or discussions or receiving documents and information as referred to in Article 54, in circumstances where such attendance or receiving such documents and information would otherwise be required under these Articles.

56. A director shall also notify the company in writing if any such notified relationship ceases. The company shall record any such notified relationship in a register (the "Register of Interests"), which shall be available, without charge, for inspection by any member or any director. The Register of Interests shall be reviewed as a six-monthly standing item at directors' meetings, to ensure that it is accurate, correct and has been updated as necessary.

DIRECTORS' GRATUITIES, PENSIONS AND INSURANCE

57. The directors may (by establishment of, or maintenance of, schemes or otherwise) provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any past or present director or employee of the company or any of its subsidiary undertakings or any body corporate associated with, or any business acquired by, any of them, and for any member of his or her family (including a spouse and a former spouse) or any person who is or was dependent on him or her,

and may (as well before as after he or she ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

58. Without prejudice to the provisions of Article 83, the directors may exercise all the powers of the company to purchase and maintain insurance for or for the benefit of any person who is or was:

- (a) a director, other officer, employee or auditor of the company, or any body which is or was a subsidiary undertaking of the company, or in which the company or such subsidiary undertaking has or had any interest (whether direct or indirect) or with which the company or such subsidiary undertaking is or was in any way allied or associated; or
- (b) a trustee of any pension fund in which employees of the company or any other body referred to in Article 58(a) are or have been interested,

including without limitation insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution or discharge of his or her duties or in the exercise or purported exercise of his or her powers or otherwise in relation to his or her duties, powers or offices in relation to the relevant body or fund.

59. Without prejudice to the generality of Article 44, no director or former director shall be accountable to the company or the members for any benefit provided pursuant to Articles 57 or 58 and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company.

60. Pursuant to section 719 of the Act, the directors are hereby authorised to make such provision as may seem appropriate for the benefit of any persons employed or formerly employed by the company or any of its subsidiary undertakings in connection with the cessation or the transfer of the whole or part of the undertaking of the company or any subsidiary undertaking. Any such provision shall be made by a resolution of the directors in accordance with section 719 of the Act.

PROCEEDINGS OF DIRECTORS

61. Subject to the provisions of these Articles, the directors may regulate their proceedings as they see fit. Any director may by notice to the company and each other director call a meeting of the directors (on such period of notice as may be agreed from time to time by the directors) specifying the date, time and place of the meeting and the business to be conducted thereat. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.

62. The quorum for the transaction of the business of the directors shall:

- (a) during the initial period, be one director; and
- (b) after the initial period, be four directors,

each of whom must be present throughout the meeting. A person who holds office only as an alternate director shall, if his or her appointor is not present, be counted in the quorum.

63. If a quorum is not present within 30 minutes from the time appointed for a meeting of the directors or if during the meeting such a quorum ceases to be present the Chair shall declare the meeting adjourned. The Chair shall appoint a date, time and location for the adjourned meeting. If a quorum is again not then present at such adjourned meeting, one-third of the serving directors present in person or by a duly authorised representative shall form a quorum and a resolution will be valid if passed by a majority vote irrespective of which directors vote in favour of its being passed (provided that this shall only be the case for the purpose of the business specified in the agenda contained in the notice of the meeting).
64. If the Chair for the time being is unable to attend any meeting of the directors the directors present at the meeting shall elect one of their number to act as chair of that meeting.
65. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
66. A resolution which has been executed by all the directors for the time being entitled to receive notice of a meeting of the directors or of a committee of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) at a committee of the directors duly convened and held. For this purpose:
- (a) a resolution may be by means of an instrument or contained in an electronic communication sent to such address (if any) for the time being notified by the company for that purpose;
 - (b) a resolution may consist of several instruments or several electronic communications, each executed by one or more directors, or a combination of both;
 - (c) a resolution executed by an alternate director need not also be executed by his or her appointor; and
 - (d) a resolution executed by a director who has appointed an alternate director need not also be executed by the alternate director in that capacity.
67. Without prejudice to the first sentence of Article 64, a person entitled to be present at a meeting of the directors or of a committee of the directors shall be deemed to be present for all purposes if he or she is able (directly or by telephonic communication or by video conferencing facilities) to speak to and be heard by all those present or deemed to be present simultaneously. A director so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is. The word **meeting** in these Articles shall be construed accordingly.

68. The Chair may invite the Chairs of the United Kingdom Sports Council, the English Sports Council, the Scottish Sports Council, the Sports Council for Wales and the Sports Council for Northern Ireland and any other person he or she considers appropriate to attend all or part of any meeting of the directors, and all such invitees shall attend as observers in a non-voting capacity.

MINUTES

69. The directors shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the company and of the directors and of committees of directors, including the names of the directors present at each such meeting.

THE SEAL, DEEDS AND CERTIFICATION

70. The seal shall only be used by the authority of a resolution of the directors. The directors may determine who shall sign any instrument executed under the seal. If they do not, it shall:

- (a) during the initial period, be signed by at least one director; and
- (b) after the initial period, be signed by at least two directors.

Any document may be executed under deed by impressing the seal by mechanical means or by printing the seal or a facsimile of it on the document or by applying the seal or a facsimile of it by any other means to the document. A document signed, with the authority of a resolution of the directors, by a director (during the initial period) or by two directors (after the initial period) and expressed (in whatever form of words) to be executed by the company has the same effect as if executed under the seal.

71. The company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad.

72. Any director, or any person appointed by the directors for the purpose, shall have power to authenticate and certify as true copies of and extracts from:

- (a) any document comprising or affecting the constitution of the company, whether in physical form or electronic form;
- (b) any resolution passed by the company, the directors or any committee of the directors whether in physical form or electronic form; and
- (c) any book, record and document relating to the business of the company whether in physical form or electronic form (including, without limitation, the accounts).

73. If certified in this way, a document purporting to be a copy of a resolution, or the minutes of or an extract from the minutes of a meeting of the company, the directors or a committee of the directors, whether in physical form or electronic form, shall be conclusive evidence in favour of all persons dealing with the company in reliance on it or them that the resolution was duly passed or that the minutes are, or the extract from

the minutes is, a true and accurate record of proceedings at a duly constituted meeting.

BOOKS AND RECORDS

74. The directors shall:

- (a) at all times keep true, accurate and up to date books and records of all the affairs of the company; and
- (b) at all times during business hours make available to the members and their duly authorised representatives, after receipt of notice at least five (5) Business Days prior to the required access and subject to confirmation from the members that such access should be granted, full and complete access (including copying facilities) to the books, records, accounts, documents and premises of the company.

75. In the event of an investigation of a government department by the Comptroller pursuant to section 6(1) of the National Audit Act 1983 and section 8 of the Government Resources and Accounts Act 2000, the Secretary of State may request specific books or records of the company relating to such investigation and the company shall supply to the Secretary of State the books and records so requested to the extent that they are at that time in its possession.

NOTICES

76. Any notice to be sent to or by any person pursuant to these Articles shall be in writing and may be sent using electronic communications to such address (if any) for the time being notified for that purpose to the person giving the notice by or on behalf of the person to whom the notice is sent.

77. The company shall send any notice or other document pursuant to these Articles to a member by whichever of the following methods it may in its absolute discretion determine:

- (a) personally; or
- (b) by posting the notice or other document in a prepaid envelope addressed, in the case of a member, to his registered address, or in any other case, to the person's usual address; or
- (c) by leaving the notice or other document at that address; or
- (d) by sending the notice or other document using electronic communications to such address (if any) for the time being notified to the company by or on behalf of the member for that purpose; or
- (e) by any other method approved by the directors.

78. Unless otherwise provided by these Articles, a member shall send any notice or other document pursuant to these Articles to the company by whichever of the following methods he or she may in his or her absolute discretion determine:

- (a) by posting the notice or other document in a prepaid envelope, addressed to the office; or

- (b) by leaving the notice or other document at the office; or
- (c) by sending the notice or other document using electronic communications to such address (if any) for the time being notified by or on behalf of the company for that purpose.

79. Proof that an envelope containing a notice or other document was properly addressed, prepaid and posted shall be conclusive evidence that the notice or document was sent. Proof that a notice or other document contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators current at the date of adoption of these Articles, or, if the directors so resolve, any subsequent guidance so issued, shall be conclusive evidence that the notice or document was sent. A notice or other document sent by post shall be deemed sent:

- (a) if sent by first class post or special delivery post from an address in the United Kingdom to another address in the United Kingdom, or by a postal service similar to first class post or special delivery post from an address in another country to another address in that other country, on the day following that on which the envelope containing it was posted;
- (b) if sent by airmail from an address in the United Kingdom to an address outside the United Kingdom, or from an address in another country to an address outside that country (including without limitation an address in the United Kingdom), on the third day following that on which the envelope containing it was posted; or
- (c) in any other case, on the second day following that on which the envelope containing it was posted.

80. A notice or other document sent by the company to a member contained in an electronic communication shall be deemed sent to the member on the day following that on which the electronic communication was sent to the member. Such a notice or other document shall be deemed sent by the company to the member on that day notwithstanding that the company becomes aware that the member has failed to receive the relevant notice or other document for any reason and notwithstanding that the company subsequently sends a copy of such notice or other document by post to the member.

81. The directors may from time to time issue, endorse or adopt terms and conditions relating to the use of electronic communications for the sending of notices, other documents and proxy appointments by the company to members or persons entitled to a share in consequence of the death or bankruptcy of a member or otherwise by operation of law and by members or such persons entitled by transmission to the company.

82. A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

INDEMNITY

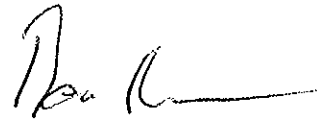
83. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the company (other than any person

(whether an officer or not) engaged by the company as auditor) shall be indemnified out of the assets of the company against any liability incurred by him or her for negligence, default, breach of duty or breach of trust in relation to the affairs of the company, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.

Signed by the subscriber to the company's memorandum of association:

**The Secretary of State for Culture, Media and Sport
2-3 Cockspur Street, London SW1Y 5DH.**

Dated: 13/8/09



Witness to the above signature:

R. Evans

Name and address:

REBECCA BESALEL