

Company Number: 4413282

The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

CYCLING TIME TRIALS

Incorporated on 10 April 2002

1. INTERPRETATION AND LIMITATION OF LIABILITY

1.1 In the Articles, unless the context requires otherwise—

"affiliated club" means an eligible club that is affiliated to the Company.

"Articles" means these articles of association;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"Board" means the board of directors of the Company appointed in accordance with Article 32, (formerly referred to as the "National Committee");

"Chairman" means the Chairman of the Company appointed in accordance with Article 32;

"chairman of the meeting" has the meaning given in Article 15;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

"Company Secretary" means the secretary of the Company appointed in accordance with Article 32 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"director" means any member of the Board including the Chairman, and any other person occupying the position of director, by whatever name called;

"District Committee" means the committee elected to administer a District Council in accordance with Article 27.4;

"District Council" means any of the local councils set up by the Company to oversee the activities of affiliated and/or eligible clubs in a particular geographical area;

"District Secretary" means the person appointed as secretary of a District Council in accordance with Article 27.4;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"eligible club" means a cycling club, team, any association of cycling clubs, British Cycling Regions, Clarion C & AC centres, the Tricycle Association Regions, the Veterans Time Trials Association groups, and similar associations or groupings having private individual or club membership;

"member" has the meaning given in section 112 of the Companies Act 2006;

"National Council meeting" means a general meeting of the members of the Company;

"National Secretary" means the national secretary (legal and corporate) for the time being employed by the Company

"National Treasurer" means the treasurer of the Company for the time being employed by the Company

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"participate", in relation to a Board meeting, has the meaning given in Article 38;

"proxy notice" has the meaning given in Article 21;

"relevant District Council" in relation to an affiliated club means the District Council covering the area in which that club's headquarters are located or in which it normally promotes events and "relevant District Committee" shall be construed accordingly;

"Rules and Regulations" means the Company's Rules and Regulations for the Conduct of Time Trials and the Company's Standing Orders, National Council Notes and Conditions of Competitions as amended from time to time;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006; and

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered.

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

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

1.3 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

1.4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.

1.5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa.

1.6 The Rules and Regulations are to be interpreted to apply equally to both sexes.

2. LIABILITY OF MEMBERS

2.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of it being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

3. OBJECTS

3.1 The Company's objects are:

- (a) To control unpaced cycling time trials and such other cycling events as the Company shall from time to time decide, held on the public roads, private roads, tracks, circuits and off road courses of any nature whatsoever, of England, Wales, the Isle of Man and the Channel Islands on where there is legal access during the period required to complete the event and the time taken or distance covered by each competitor and/or team provides the basis of the competition;

- (b) To promote cycling races, cycling competitions and other cycling events as single or multiple events either on its own behalf, through its members, or in conjunction with any other competent body, partner or promoter;
- (c) To nominate and fund individual riders or teams from its members to represent the Company in any cycling event within the United Kingdom or elsewhere in the world;
- (d) To support and encourage all forms of cycling which benefit the physical and mental wellbeing of members of the community and where appropriate, to join, make donations to, guarantee the obligations of any person, charity or sporting body which further the objects of the Company.

4. NO DISTRIBUTION TO MEMBERS

4.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set out at Article 3.1 and no part of such property and income may be or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.

4.2 Nothing in this Article 4 prevents any payment in good faith by the Company:

- (a) of reasonable remuneration to any member who is an employee of the Company or who otherwise provides any services to the Company;
- (b) of interest on money lent by any member of the Company at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the directors;
- (c) of reasonable rent for premises demised or let by any member of the Company;
- (d) to any person of expenses under Article 47; or
- (e) of any premium in respect of any such insurance as is permitted by Article 52.

4.3 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 generally, but shall be given or transferred to:

- (a) a body or bodies having objects similar to the objects of the Company 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 by virtue of this Article 4;
- (b) if and so far as effect cannot be given to the provisions of paragraph (a), then to a body or bodies the objects of which are the promotion of charity and anything incidental or conducive thereto;

such body or bodies to be determined by the members of the Company at or before the time of dissolution (whether or not a recipient body is a member of the Company).

5. APPLICATIONS FOR MEMBERSHIP

5.1 Each District Council must nominate such number of individuals as is specified in Article 5.2 (its "representatives") to apply for membership of the Company on its behalf. Each representative must apply on the form prescribed by the Board together with a copy of the decision of the District Committee nominating the representative. Election to membership shall be by a simple majority of those voting at the next meeting of the Board. The representative and the National Secretary shall be informed of the decision within 14 days. The National Secretary shall forward to each representative whose membership is approved a copy of these Articles and the Rules and Regulations.

Application for membership may be refused. A representative who is refused membership by the Board shall be notified of the reasons for refusal at the same time as the representative is notified of the refusal.

5.2 The number of representatives who may be admitted to membership of the Company on behalf of a District Council shall be determined as follows:

- (a) a District Council having up to and including thirty affiliated clubs on 30 September in each calendar year shall be represented by a maximum of two members during the period of 12 months commencing on that date;
- (b) a District Council having between thirty one and forty-five (inclusive) affiliated clubs on 30 September in each calendar year shall be represented by a maximum of three members during the period of 12 months commencing on that date; and
- (c) a District Council having more than forty-five or more affiliated clubs on 30 September in each calendar year shall be represented by a maximum of four members during the period of 12 months commencing on that date.

and in the event of any District having a delegate appointed as Chairman such District shall be entitled to nominate a replacement delegate, in which case the Chairman will lose the right to vote, except that the Chairman has the right of a casting vote.

5.3 A District Council may at any time by decision of its District Committee revoke the authority of any of its representatives and, if it so wishes, nominate another individual to apply for membership of the Company on its behalf. A replacement representative must apply for membership in accordance with Article 5.1.

5.4 In the event that the number of representatives a District Council is entitled to nominate under Article 5.2 decreases, the relevant District Committee shall revoke the authority of such number of its representatives as is necessary to comply with the provisions of Article 5.2 for the period in question. In default thereof, the Board shall be entitled to revoke the authority of the necessary number of that District Council's representatives.

5.5 Every nomination or revocation of authority made by a District Council under this Article 5 shall be made by:

- (a) written notice in hard copy form signed by its District Secretary and sent to the Company's registered office or to any other address specified by the Company for this purpose; or
- (b) written notice in electronic form authenticated in accordance with the provisions of section 1146 of the Companies Act 2006 by its District Secretary and sent by electronic means to an address that the Company has specified for this purpose.

5.6 A representative whose authority has been revoked shall cease to be a member of the Company on the date that the Company receives notice of the revocation of his authority or, in the case of a representative whose authority is revoked by the Board, on the date that the Board makes that decision.

5.7 All admissions of persons as members of the Company and all cessations of membership (for whatever reason) shall be recorded in the Register of Members of the Company in accordance with the requirements of the Companies Act 2006.

5.8 The representatives of a District Council who are admitted to membership of the Company shall be that District Council's representatives at a National Council meeting.

6. HEADQUARTERS' CLUB

- 6.1 The National Secretary shall administer a Headquarters' Club, membership of which is open to individuals resident in England and Wales who are not otherwise eligible to compete in events held under the Rules and Regulations. Membership of the Headquarters' Club expires on 31st December of the year after membership commences. The Headquarters' Club shall not be affiliated to any District Council. Individuals who have been members of an affiliated club during the current and past year shall not be eligible for membership of the Headquarters Club. The Headquarters Club shall not be entitled to nominate any person for admission to membership of the Company.
- 6.2 The Headquarters' Club annual membership fee shall be decided by the Board and each member thereof shall be provided with a copy of the Handbook. Any member of the Headquarters' Club who transfers to another affiliated club during their period of membership may receive a refund of such amount as may be decided from time to time by the Board.

7. SUBSCRIPTIONS AND FEES

- 7.1 The annual subscription payable by each affiliated club shall be such amount as the National Council shall from time to time decide. Such subscription shall be paid to the Hon. Treasurer of the District Council through which the club is affiliated. The annual fee applicable to members of the Headquarters' Club shall be fixed in accordance with Article 6.2.
- 7.2 In addition to the annual subscription, affiliated clubs whose club members:
- (a) carry advertising on their race clothing; and/or
 - (b) have the name of a commercial product, internet address, business or the name of a company, whether or not for profit, included in their club title;
- shall forward to the District Treasurer an annual advertising fee of such amount as is for the time being fixed by the Board.
- 7.3 The subscriptions and advertising fees are due on 1st October in respect of the ensuing year. Affiliated clubs shall be deemed to have resigned from the Company if the subscription is unpaid on 31st December. Such clubs upon re-applying for affiliation to the Company before 1st October of the following year shall pay a re-joining fee of £20 in addition to the annual subscription. An affiliated club may change its status to enable its members to carry advertising at any time during the year if it pays the advertising fee to the District Treasurer in which case the full advertising fee is payable irrespective of the period remaining of that year.

8. TERMINATION OF MEMBERSHIP

- 8.1 Membership of the Company is not transferable.
- 8.2 A member may withdraw from membership of the Company by giving notice to the District Secretary in writing; and upon receipt by the District Secretary of such notice, that member's membership is terminated immediately. The District Secretary shall notify the National Secretary of such termination within 14 days of receipt of such notice.
- 8.3 A member's membership terminates when:
- (a) that member dies;
 - (b) the District Council which that member represents is dissolved; or
 - (c) that member's authority to represent a District Council is revoked in accordance with Article 5.3 or 5.4.

9. CONDUCT PREJUDICIAL TO THE COMPANY

- 9.1 The District Committee of the relevant District Council shall have the power to suspend or revoke the affiliation of an affiliated club if such club is or has been found guilty of conduct prejudicial to the purpose of the Company provided always that such club shall have the right to appear before that body to state its case before any resolution to so suspend or revoke is taken.
- 9.2 The District Committee of the relevant District Council shall have the power to suspend or take disciplinary action against any person who is or has been, or who is a member of an affiliated club that is or has been, found guilty of conduct prejudicial to the purpose of the Company, provided always that such person shall have the right to appear before that body to state his or her case before any resolution to so suspend or take disciplinary action is taken.
- 9.3 For the purposes of Articles 9.1 and 9.2 the relevant District Council shall be as defined in the Regulations covering disciplinary action and procedures.
- 9.4 No person shall hold office within the Company or participate in any of the Company's benefits, if he associates as a member, official or competitor, with any organisation formed to promote or to participate in events held in wilful conflict with the Rules and Regulations of the Company.

10. NATIONAL COUNCIL MEETINGS

- 10.1 The Company shall hold a general meeting as the National Council annual general meeting (AGM) on a Saturday and/or a Sunday in November, December or January. Not more than 15 months shall elapse between each National Council AGM. The National Council AGM shall be specified as such in the notices calling it.
- 10.2 The Company will convene other National Council meetings when required:
- (a) by a request made in accordance with section 303 of the Companies Act 2006, or
 - (b) by order of the Board, or
 - (c) by a requisition made by 20 per cent of the District Councils.

11. NOTICE OF NATIONAL COUNCIL MEETINGS

- 11.1 Every notice convening a National Council meeting must comply with the provisions of:-
- (a) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the National Council nature of the business to be dealt with at the meeting; and
 - (b) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies.
- 11.2 Every notice of, or other communication relating to, any National Council meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company.
- 11.3 The Company shall notify every member of the Company, every District Secretary and the Secretary of every affiliated club of its intention to hold a National Council meeting at least ten weeks' notice before the date of such meeting.
- 11.4 At least six weeks before a National Council meeting, items for the agenda for that meeting must be received by the National Secretary.

- 11.5 At least 21 clear days prior to a National Council meeting, notice of the meeting stating the general nature of the business to be considered at the meeting and, in the case of a special resolution, the text of the resolution and accompanied by copies of the agenda papers for that meeting, shall be sent to:
- (a) each member (1 copy);
 - (b) the Secretary of each affiliated club (3 copies); and
 - (c) each District Secretary (1 copy).

12. NATIONAL COUNCIL ANNUAL GENERAL MEETING AGENDA AND MINUTES

- 12.1 The agenda for the National Council AGM shall be to:
- (a) receive the Annual Report of the Board;
 - (b) receive the audited Company Balance Sheet and Statement of Accounts;
 - (c) elect directors (including any retiring by rotation) to fill any vacancy on the Board;
 - (d) re-elect or elect (as the case may be) a Chairman;
 - (e) the appointment of a qualified accountant or auditor, who shall not be members of the Company, to audit the Company's accounts;
 - (f) the election of at least six individuals, who shall be past or present delegates at a National Council meeting or RTTC National Council meeting but who must not be currently members of the Board to serve on the Appeals Panel;
 - (g) the consideration of the promotion and termination of the Company's championships, competitions and similar contests; and
 - (h) the transaction of any other competent business of which due notice has been given in accordance with Article 11.
- 12.2 A copy of the Minutes of the National Council AGM shall, if requested, be sent to any affiliated club.

13. ATTENDANCE AND SPEAKING AT NATIONAL COUNCIL MEETINGS

- 13.1 A person is able to exercise the right to speak at a National Council meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 13.2 A person is able to exercise the right to vote at a National Council meeting when—
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 13.3 The Board may make whatever arrangements it considers appropriate to enable those attending a National Council meeting to exercise their rights to speak or vote at it.
- 13.4 In determining attendance at a National Council meeting, it is immaterial whether any two or more persons attending it are in the same place as each other.

- 13.5 Two or more persons who are not in the same place as each other attend a National Council meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

14. QUORUM FOR NATIONAL COUNCIL MEETINGS

- 14.1 No business other than the appointment of the chairman of the meeting is to be transacted at a National Council meeting if the persons attending it do not constitute a quorum. If, at the adjourned National Council meeting, a quorum is not present within half an hour from the time appointed for that adjourned meeting or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved.
- 14.2 Ten members, each of whom is entitled to vote on the business to be transacted and is present at a National Council meeting in person or by proxy or, in the event that any member present is a corporation, by corporate representative, are a quorum.

15. CHAIRING NATIONAL COUNCIL MEETINGS

- 15.1 The Chairman shall chair National Council meetings if present and willing to do so.
- 15.2 If the post of Chairman is vacant, or if the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a National Council meeting was due to start—
- (a) the directors present, or
 - (b) (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 15.3 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".

16. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

- 16.1 Directors may attend and speak at National Council meetings, whether or not they are members.
- 16.2 The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a National Council meeting.

17. ADJOURNMENT

- 17.1 If the persons attending a National Council meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 17.2 The chairman of the meeting may adjourn a National Council meeting at which a quorum is present if—
- (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 17.3 The chairman of the meeting must adjourn a National Council meeting if directed to do so by the meeting.
- 17.4 When adjourning a National Council meeting, the chairman of the meeting must—

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 17.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
- (a) to the same persons to whom notice of the Company's National Council meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- 17.6 No business may be transacted at an adjourned National Council meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

18. VOTING AT NATIONAL COUNCIL MEETINGS

- 18.1 Motions, which must appear on the notice of meeting and agenda paper, or amendments thereto (so far as permitted under Article 23) circulated before National Council meetings, shall require the following majorities of the votes cast:
- (a) Not less than two-thirds in favour:
 - (i) any motion to recommend the amendment of or additions, deletions or changes to the Rules and Regulations;
 - (ii) promotion or termination of the Company's championships, competitions and similar contests;
 - (iii) any changes to National Championships or competitions which result in a conflict with Rules and Regulations;
 - (iv) any amendments to motions referred to in paragraphs (i) to (iii).
 - (v) leave to discuss business not on the agenda
 - (b) Unless otherwise required by law, a simple majority of the votes cast is required to pass all other motions or amendments.
- 18.2 A resolution or motion put to the vote of a National Council meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.
- 18.3 Polls must be taken at the National Council meeting at which they are demanded and in such manner as the chairman of the meeting directs.
- 18.4 On a vote on a resolution or motion at a National Council meeting on a show of hands or on a poll, every member present in person, by proxy or (being a corporation) by corporate representative has one vote.

19. ERRORS AND DISPUTES

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

20. POLL VOTES

20.1 A poll on a resolution may be demanded—

- (a) in advance of the National Council meeting where it is to be put to the vote, or
- (b) at a National Council meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

20.2 A poll may be demanded by—

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

and a demand by a person as proxy for a member shall be the same as a demand by the member.

20.3 A demand for a poll may be withdrawn if—

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

21. CONTENT OF PROXY NOTICES

21.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

- (a) states the name of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the National Council meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is, together with any authentication of it demanded by the directors, received by the National Secretary not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote;

and any proxy notice received by the National Secretary less than 48 hours before the time for holding the meeting or adjourned meeting shall be accepted solely at the discretion of the Chairman.

21.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

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

21.4 Unless a proxy notice indicates otherwise, it must be treated as—

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the National Council meeting to which it relates as well as the meeting itself.

22. DELIVERY OF PROXY NOTICES

- 22.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a National Council meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 22.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 22.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 22.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

23. AMENDMENTS TO RESOLUTIONS

- 23.1 An ordinary or a special resolution to be proposed at a National Council meeting may be amended by ordinary resolution if—
- (a) notice of the proposed amendment is given to the Company in writing on behalf of a District not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 23.2 A motion to be proposed pursuant to Article 18.1 may be amended by a majority as is set out in Article 18.1 if—
- (a) notice of the proposed amendment is given to the Company in writing on behalf of a District not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 23.3 An ordinary resolution, special resolution or motion to be proposed at a National Council meeting may be amended during the course of the meeting by ordinary resolution, if—
- (a) the chairman of the meeting proposes the amendment at the National Council meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 23.4 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution or motion is out of order, the chairman's error does not invalidate the vote on that resolution or motion.

24. WRITTEN RESOLUTION OF MEMBERS

- 24.1 (a) Subject to Article 24.1(b), a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a National Council meeting of the Company.
- (b) The following may not be passed as a written resolution and may only be passed at a National Council meeting:-

- (i) a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office; and
- (ii) a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office.

24.2 On a written resolution every member has one vote.

25. FORMATION OF DISTRICT COUNCILS

25.1 If the Board considers that a new District Council can be formed in any area it shall nominate a temporary secretary who shall call a meeting of all the eligible clubs in that area. A minimum of 10 eligible clubs in a particular area are required for the formation of a District Council except in special circumstances determined by the Board. If at that meeting a formal motion to form a new District Council is carried, a temporary committee shall be elected to carry on the work of the new District Council until the first District Council meeting can be held.

25.2 As soon as possible after the meeting, the temporary secretary must forward to the Board full details of the formation of the new District Council and its elected officials. The Board will then report the formation of the new District Council to the Company at a National Council Meeting for ratification. When a new District Council takes part of the territory of an existing District Council, the Board, in consultation with the District Councils concerned, shall decide the new boundaries.

25.3 District Councils should agree changes to their boundaries with the relevant adjacent District Council(s). Where agreement cannot be reached between District Councils, the Board, in consultation with all District Councils involved, shall determine any changes to the District Council boundaries.

25.4 A District Council may be dissolved by a resolution of:

- (a) that District Council, or
- (b) the Board, or
- (c) the Company at a National Council meeting.

Such resolution shall require a two-thirds majority. If, in the case of a District Council or Board resolution, a simple majority agrees to the resolution, the matter shall be passed to the next higher level for consideration.

26. DISTRICT COUNCIL MEETINGS

26.1 Each affiliated club shall nominate in writing two of its members as delegates to represent that club at their District Council Meetings. Only affiliated clubs that have paid their annual subscription prior to a District Council Meeting may attend that meeting. The Headquarters' Club shall have no entitlement to send delegates to any District Council. Any subsequent changes to the delegates, including the appointment of a deputy, shall be similarly notified. Any affiliated club having a delegate appointed as an officer of the District Council shall be entitled to nominate a replacement club delegate, in which case the officer will lose the right to vote, except that the chairman has the right of a casting vote in the event of an equality of votes.

26.2 Each District Council shall:

- (a) meet annually;
- (b) meet prior to any National Council Meeting to consider the agenda;
- (c) hold other special meetings when required by:
 - (i) instruction of the Board, or

- (ii) instruction of the District Committee, or
 - (iii) a written requisition of 20 per cent of the clubs affiliated to that District Council;
- (d) administer the business of the Company in accordance with the Rules and Regulations;
 - (e) administer all funds entrusted to it for the benefit of the Company;
 - (f) investigate and/or refer to the Board matters affecting the interests of the Company that are:
 - (i) referred to it,
 - (ii) of concern raised from within the Company;
 - (g) appoint and remove officers and members of the District Committee; and
 - (h) have the power to appoint and dissolve sub-committees of the District Committee.

27. DISTRICT COUNCIL ANNUAL GENERAL MEETING (DISTRICT AGM)

- 27.1 At least six weeks' notice of the District Council annual general meeting ("District AGM") shall be given to the clubs affiliated to the Company through that District Council.
- 27.2 At least four weeks before the District AGM, items for the agenda must be received by the District Secretary.
- 27.3 At least two weeks prior to the District AGM, three copies of the agenda papers and one copy of the District Annual Report(s) shall be sent to the clubs affiliated to the Company through that District Council.
- 27.4 The agenda for the District AGM shall be to:
 - (a) receive the Annual Report of the District Committee;
 - (b) receive the balance sheet and accounts of the District Council for the preceding financial year;
 - (c) elect, from the members of the District Council, a District Committee of:
 - (i) Chairman;
 - (ii) Hon. Secretary;
 - (iii) Hon. Assistant Secretaries and Coaches if required;
 - (iv) Hon. Treasurer; and
 - (v) a maximum of ten others;
 to hold office until the next District AGM (at which they shall be eligible for re-election);
 - (d) elect, from the members of the District Committee, delegates and deputy delegates, the representatives in accordance with Article 5; and
 - (e) appoint one Auditor who shall not be a member of the District Committee; and
 - (f) transact any other business permitted by the Rules and Regulations of the Company.

28. OTHER DISTRICT COUNCIL MEETINGS

- 28.1 At least 14 days' notice shall be given to the clubs affiliated to the District Council of any other District Council meeting.
- 28.2 At least 10 days before such meeting, items for the agenda must be received by the District Secretary.
- 28.3 At least 5 days before such meeting, three copies of the agenda papers shall be sent to the clubs affiliated to the District Council.

29. DUTIES OF DISTRICT OFFICERS

- 29.1 Each District Secretary shall:
- (a) keep a current register of the clubs affiliated to the District Council;
 - (b) arrange meetings of the District Committee giving at least 7 days clear notice to the members of such committee;
 - (c) keep accurate minutes of all meetings of the District Council, the District Committee and any sub-committee thereof;
 - (d) attend to correspondence;
 - (e) generally administer the business of the District Council in accordance with the instructions of the District Committee;
 - (f) within 10 days of each District Council meeting, send a report to the National Secretary; and
 - (g) within 10 days of the District AGM, send the names and addresses of the District Committee to the National Secretary.
- 29.2 Each District Treasurer shall:
- (a) receive monies on behalf of the District Council;
 - (b) forward all monies to the National Treasurer from time to time or at the request of the National Treasurer;
 - (c) discharge the financial liabilities of the District Council as instructed by the District Committee from monies received from the National Treasurer;
 - (d) keep an accurate record of all income and expenditure;
 - (e) provide financial reports to the District Committee;
 - (f) make such returns as are required by the National Treasurer of all events held in the District for which the levy has been received and of any cancelled events. A levy summary shall be sent to the National Treasurer within 14 days of the end of the month to which it relates. All returns shall be accompanied by a copy of each relevant bank paying-in slip.

30. DISTRICT COMMITTEES

- 30.1 Each District Committee shall:
- (a) meet at least once in each quarter;
 - (b) transact the business of the District Council;
 - (c) have the power to fill any casual vacancy in the District Committee;

- (d) appoint and dissolve sub-committees as required;
- (e) investigate and/or refer to the Board any matters that the District Committee considers affect the interests of the Company; and
- (f) deal with disciplinary matters that arise in accordance with the Rules and Regulations.

31. AFFILIATION TO THE COMPANY

- 31.1 An eligible club that wishes to become an affiliated club must apply on the prescribed form and pay the annual subscription to the District Treasurer of the District Council in which the eligible club's headquarters are located or in which it normally intends to promote events.
- 31.2 The decision as to whether an eligible club shall be permitted to become an affiliated club shall be made by a simple majority of those voting at the next meeting of the District Committee. If approved the National Secretary shall be informed of the decision within 14 days. The National Secretary shall then forward to the Secretary of the now affiliated club a copy of the Rules and Regulations.
- 31.3 The District Committee shall in its absolute discretion be entitled to refuse any application by an eligible club to become an affiliated club and any such decision shall within 7 days of such decision being made be notified in writing to that eligible club. In such circumstances such eligible club may within 28 days of such decision appeal to the Board whose decision shall be final. Such appeal must be made in writing and be received by the National Secretary.
- 31.4 The District Committee shall be entitled to refuse an application from an eligible club to become an affiliated club where such eligible club has adopted or intends adopting a similar name to that of an affiliated club.

32. APPOINTMENT AND ROTATION OF DIRECTORS AND APPOINTMENT OF COMPANY SECRETARY

- 32.1 The Board shall consist of not less than two and not more than eleven directors including the Chairman (together "the Officers").
- 32.2
 - (a) At every third National Council AGM held after his appointment or last reappointment (as the case may be) as Chairman, the Chairman shall retire from office but shall be eligible for reappointment as Chairman.
 - (b) If the members, at the National Council AGM at which a Chairman retires, do not appoint another person in place of the retiring Chairman he shall, if willing to act, be deemed to have been reappointed for a further term as provided for in Articles 32.1(a) and 32.1(b) above unless at the meeting a resolution for his reappointment is put to the meeting and lost. If he is not reappointed or deemed to be reappointed, he shall retain office as Chairman until the meeting appoints someone in his place.
- 32.3
 - (a) Subject to article 32.3(b) at every National Council AGM one-third of the directors (excluding the Chairman) or, if their number is not a multiple of three, the number nearest to one-third shall retire from office.
 - (b) At every third National Council AGM following the year of the adoption of these articles (2015) the number of directors to retire from office shall be such number as is required so as to ensure that no director shall hold office (without being re-elected) for any period exceeding three years.
 - (c) All directors who so retire by rotation shall be eligible for reappointment.

- (d) The directors (other than the Chairman) to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between directors who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (e) If the members, at the National Council AGM at which a director retires by rotation, do not appoint another person in place of the retiring director he shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for his reappointment is put to the meeting and lost. If he is not reappointed or deemed to be reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

32.4 No person other than a Chairman or director retiring by rotation shall be appointed as Chairman or a director (as the case may be) at any National Council meeting unless:

- (a) he is recommended by the directors; or
- (b) not less than 42 clear days before the date appointed for the National Council meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the Office (if any) for which that person is proposed and the particulars which would, if he were appointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed; or
- (c) notwithstanding Article 32.5 in the event that no person or insufficient persons are proposed in accordance with Article 32.4(b) so as to fill all vacant positions as a director the chairman of the meeting at his sole discretion shall be entitled to accept the nomination of any person present at the meeting to fill any remaining positions as a director.

Provided always that in all cases no person shall be appointed or reappointed as Chairman or as a director unless he is a member of the Company entitled to attend and qualified to vote at a National Council meeting in accordance with Article 5.8.

32.5 Not less than 21 clear days before the date appointed for holding a National Council meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Chairman or director retiring by rotation at the meeting) who is recommended by the directors for appointment as Chairman or as a director (as the case may be) at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment as Chairman or as a director (whichever the case may be). The notice shall state the Office (if any) for which that person is recommended or proposed (as the case may be) and give the particulars of that person which would, if he were so appointed be required to be included in the Company's register of directors.

32.6 Subject as aforesaid, the members may by ordinary resolution appoint a person who is willing to act to be Chairman or a director.

32.7 The Board may appoint a person who is willing to act to be Chairman or to be a director (as the case may be) to fill a vacancy. A Chairman or director so appointed shall hold office only until the next following National Council AGM and shall not be taken into account in determining the directors who are to retire by rotation at that meeting. If not reappointed at such National Council AGM, he shall vacate office at the conclusion thereof.

32.8 The Board may appoint a Company Secretary for such term, at such remuneration and upon such conditions as they think fit. A person so appointed may be selected from

amongst the serving directors (but does not have to be). A current appointment may be ended by the Board at any time and they may fill any vacancy that arises.

33. THE BOARD'S AUTHORITY

33.1 Subject to these Articles, the Rules and Regulations and any direction given under Article 3.1, the Board has control over the affairs and property of the Company and is responsible for management of the Company's business. The Board has authority to exercise any powers of the Company which are necessary and/or incidental to the promotion of any or all of the objects of the Company set out at Article 3.1.

33.2 Without prejudice to the generality of the powers conferred by Article 33.1, the Board has the power:

- (a) to conduct the business of the Company in accordance with the Rules and Regulations and the Company's policies and to report to the members from time to time;
- (b) to affiliate to and/or enter into agreements with other bodies subject to ratification at a National Council meeting;
- (c) to make joint affiliation arrangements with other governing bodies;
- (d) to employ and dismiss employees, as necessary, for the conduct of the Company's business and to regulate their remuneration;
- (e) to define the duties of the employees;
- (f) to appoint and dissolve sub-committees;
- (g) to appoint any person under power of attorney or otherwise to act for the Company as an agent subject to any conditions set down;
- (h) to co-opt onto the Board any person the Board considers necessary provided always that any person so co-opted shall not be entitled to vote.
- (i) to frame Standing Orders for the conduct of the Company's business which shall not override the existing Rules and Regulations of the Company, unless approved by a special resolution at a National Council Meeting;
- (j) to define the area to be administered by each District Council;
- (k) to control any area in which for the time being there is no District Council.
- (l) to investigate and adjudicate upon:
 - (i) matters in which the interests of the Company are concerned
 - (ii) matters referred to it by District Councils
 - (iii) matters referred to it by organisations or individuals after investigation by a District Council
 - (iv) disputes between District Councils
- (m) to make grants to District Councils for conducting the general business of the Company;
- (n) to adjudicate on the competence of items submitted prior to their inclusion on a National Council meeting agenda and to determine the best order to expedite the business of the meeting;
- (o) to investigate and adjudicate upon claims to competition records; and

(p) to decide the levies for both Type A and Type B events.

34. MEMBERS' RESERVE POWER

34.1 The members of the Company may, by special resolution, direct the Board to take, or refrain from taking, specified action.

34.2 No such special resolution invalidates anything which the Board has done before the passing of the resolution.

35. RESPONSIBILITIES OF THE BOARD

35.1 The Board shall:

- (a) meet as often as necessary, but not less than once in each quarter subject to giving 14 clear days' notice of each meeting to every director;
- (b) meet upon requisition of any four of the directors;
- (c) have charge of and cause proper accounts to be kept of the Company's funds as required by law;
- (d) supervise the collection of subscriptions;
- (e) send such copies of the Annual Report and Accounts of the Company to members as are required by the Companies Act 2006; and
- (f) cause proper minutes of meetings to be kept together with all other records of its competitions and competition records.

35.2 The Board may delegate any of the powers which are conferred on it under these Articles—

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

as it thinks fit.

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

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

35.5 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Board.

36. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

36.1 Any decision of the Board must be either a majority decision at a meeting of the Board or a decision taken in accordance with Article 37.

37. WRITTEN RESOLUTIONS

- 37.1 A decision of the Board is taken in accordance with this Article when not less than 70 per cent of the eligible directors indicate to each other by any means that they share a common view on a matter.
- 37.2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it or to which each eligible director has otherwise indicated agreement in writing.
- 37.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.
- 37.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

38. CALLING A MEETING OF THE BOARD

- 38.1 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by authorising the National Secretary to give such notice.
- 38.2 Notice of a meeting of the Board must be given to each director.
- 38.3 Notice of a meeting of the Board need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

39. PARTICIPATION IN MEETINGS OF THE BOARD

- 39.1 Directors participate in a meeting of the Board, or part of a meeting of the Board when—
- (a) the meeting has been called and takes place in accordance with these Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 39.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.
- 39.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

40. QUORUM FOR MEETINGS OF THE BOARD

- 40.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 40.2 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.
- 40.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—
- (a) to appoint further directors, or
 - (b) to call a National Council meeting so as to enable the members to appoint further directors.

41. CHAIRING OF MEETINGS OF THE BOARD

- 41.1 The Chairman of the Company shall preside as chairman of all meetings of the Board at which he is present and willing to act.
- 41.2 If the Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

42. CASTING VOTE

- 42.1 If the numbers of votes for and against a proposal at a meeting of the Board are equal, the Chairman or other director chairing the meeting has a casting vote.
- 42.2 But this does not apply if, in accordance with the Articles, the Chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

43. PROCEEDINGS OF THE BOARD

- 43.1 Each director must declare his personal interest in any matter discussed at a meeting of the Board. Unless permitted by the Chairman, he cannot be counted in the quorum or vote on such a matter.
- 43.2 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the Board the nature and extent of any direct or indirect interest of his, a director, notwithstanding his 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 interested;
 - (b) may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested; and
 - (c) is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest.

44. RECORDS OF DECISIONS TO BE KEPT

- 44.1 The Board must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the Board.

45. TERMINATION OF DIRECTOR'S APPOINTMENT

- 45.1 A person ceases to be a director as soon as—
- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - (b) a bankruptcy order is made against that person;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (d) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
 - (e) that person ceases to be a member of the Company;

- (f) that person has for more than six consecutive months been absent without permission of the Chairman from meetings of Board held during that period and the Board makes a decision to vacate that person's office; or
- (g) that person is removed as a director pursuant to disciplinary action taken by the Company.

46. DIRECTORS' REMUNERATION

46.1 All the directors:

- (a) must act gratuitously and receive no remuneration or other payment in money or money's worth from the Company except expenses as set out in Article 47 and any payment or benefit in connection with the indemnity set out in Article 51;
- (b) shall not be entitled to any contract of employment with the Company; and
- (c) waive the right howsoever arising to claim against the Company for any amount in respect of compensation for loss of office for any reason whatsoever.

47. EXPENSES

47.1 Travelling expenses and a subsistence allowance may be claimed by individuals (including directors) acting in connection with the Company's business in the following circumstances:

- (a) directors attending meetings of the Board or sub-committees or representing the Company or the Board elsewhere;
- (b) witnesses attending, at the request of a District Committee, a disciplinary hearing conducted by a District Committee; and
- (c) members of the Appeals Committee attending the hearing of an appeal.

47.2 In addition, the Board may authorise the reimbursement of travelling expenses and subsistence incurred by District Council Officers, committee members and authorised representatives in carrying out their duties where it would not be reasonable to expect such duties to be carried out otherwise. The Board shall from time to time determine the maximum allowance in respect of expenses permitted under this Article and notify the same to the individuals concerned.

48. MEANS OF COMMUNICATION TO BE USED

48.1 (a) Anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

- (b) Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.

48.2 (a) Any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

- (b) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

- 48.3 A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company.
- 48.4 (a) If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting.
- (b) If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.
- (c) If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.
- (d) For the purposes of this Article 48.4, no account shall be taken of any part of a day that is not a working day.

49. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

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

50. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

- 50.1 The Board may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

51. DIRECTORS' INDEMNITY

- 51.1 Subject to Article 51.2, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against—
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
- (b) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the Company or an associated company.
- 51.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 51.3 In Article 51.1—
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

- (b) a "relevant director" means any director or former director of the Company or an associated company.

52. INSURANCE

52.1 The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

52.2 In Article 52.1—

- (a) a "relevant director" means any director or former director of the Company or an associated Company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company, any associated Company or any pension fund or employees' share scheme of the Company or associated Company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.