

Company Number: 204405

Charity Number: 225348

The Companies Acts 2006

Company limited by guarantee and not having a share capital

Special Resolution of

THE ROYAL BRITISH LEGION POPPY FACTORY LIMITED
(the "Charity")

At the Annual General Meeting of the above named company held on Friday 13th April 2012 at 2 00pm at The Royal Military School of Music, Kneller Hall, Kneller Road, Twickenham TW2 7DU the following special resolution was passed

1 THAT

- 1 1 the Articles of Association of the Charity be deleted in their entirety and replaced by the Articles of Association in the form attached in substitution for all former articles of association,
- 1 2 clauses 1 to 8 of the Memorandum of Association of the Charity be deleted in their entirety For the avoidance of doubt, clauses 1 to 8 of the Memorandum of Association are being replaced, in an amended form, by Articles 1 to 9 and Article 61 as adopted in 1 1 above

Signed



Company Secretary

Date

18 APRIL 2012



MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

THE ROYAL BRITISH LEGION POPPY FACTORY LIMITED

(as adopted by a special resolution passed on 13th April 2012)

**Russell-Cooke LLP
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File Ref: DXM/108757.7

A Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

THE ROYAL BRITISH LEGION POPPY FACTORY LIMITED ("the Company")

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

FRANCIS PAGET HETT, Brackenlea, Esher, Surrey
Chairman, British Legion Relief Fund

GEORGE R CROSFIELD, 56, Kensington Palace Mansions, W8
Vice-Chairman, British Legion

GEORGE HOWSON, 8, Cranley Place, SW7
Chairman, Disabled Society

J B BRUNEL COHEN, 15, Devonshire St, London, W1
Treasurer, British Legion

ARTHUR F VIGOR, 20, Knightsbridge, SW
Contractor

HAROLD RUGGLES-BRISE, 5B, Bickenhall Mansions, W1
Major-Gen R P

SIR ARTHUR STANLEY, 19, Berkeley Street, W1
JP

Dated the 2nd day of March, 1925

Witness to the above Signatures -

Of FRANCIS PAGET HETT,

John Brown, Col , Harpole Grange, Northampton,
Architect

- Of GEORGE R CROSFIELD
Lydia Stedman (Spinster), 289, Kensington Palace Mansions W8
- Of GEORGE HOWSON
C W Howe, 48, Grosvenor Square, W1
Secretary
- Of MAJOR COHEN
Margaret Twist, 150, Gloucester Terrace
Secretary
- Of MAJOR A F VIGOR
J Hurst, 20, Knightsbridge, SW
Secretary
- Of MAJOR GEN SIR H RUGGLES-BRISE
C Thorne, Lt-Col RP, 48 Grosvenor Square, W1
- Of SIR ARTHUR STANLEY
V Pin, Secretary, 19, Berkeley St, W

Company number: 204405

Charity number: 225348

THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE ROYAL BRITISH LEGION POPPY FACTORY LIMITED

1. Name of Company and Meaning of Words

1 1 The name of the charity is The Royal British Legion Poppy Factory Limited, called in this document "the Company"

1 2 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context -

1 3	Words	Meanings
	Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time,
	Articles	these Articles of Association,
	Board of Trustees	the board of trustees of the Royal British Legion or its successor,
	Council	the persons who are the directors of the Company and are charity trustees,
	Chair	the Chair of the Council or any person discharging the functions of the Chair,
	Charities Act	the Charities Acts 1992, 1993 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time,
	Company	the company regulated by these Articles,

Charity Commission	the Charity Commission of England and Wales,
Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates,
members of the Council	the directors of the Company,
Month	calendar month,
Objects	the Objects of the Company as defined in Article 3,
Office	the registered office of the Company,
Regulations	any rules, standing orders or regulations made in accordance with these Articles,
Seal	the common seal of the Company, if any,
Signed	shall include faxes of signatures and other forms of authentication that are permitted by law,
Taxable Trading	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax,
United Kingdom	Great Britain and Northern Ireland, and
in Writing	written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible)

1 4 Words in the singular form include the plural and vice versa

1 5 The words “person” or “people” include corporations and unincorporated associations

1 6 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context

1 7 Headings are not part of the Articles

1 8 These Articles exclude any model Articles created under the Companies Acts, including under section 19 of the Companies Act 2006

2. Registered Office

2 1 The registered office of the Company will be in England and Wales

3. Objects of the Company

3 1 The objects of the Company (the “Objects”) are -

- 3 1 1 As from the 6th day of December 1924 to acquire, take over, manage and carry on as a going concern the factory, workshops and premises situate at No 282, St James' Road, Old Kent Road, London, SE1, and the business of manufacture and sale of artificial poppies as now being carried on there by or under the control of the Disabled Society together with all rights and liabilities to the said premises or business belonging
- 3 1 2 To organise, establish and manage schemes for the purpose of assisting men and women who have been members of the Forces of the Crown and primarily those of them who have been disabled while serving in such Forces or as the result of such service, together with the widows and disabled dependants of such ex-servicemen by providing them with work provided they are physically capable thereof and with payment therefor

4. Powers of the Company

4 1 The Company has the following powers which may be used only to promote the Objects -

- 4 1 1 to buy, take on lease, share, hire or otherwise acquire property of any sort,
- 4 1 2 to sell, lease or otherwise dispose of all or any part of the property belonging to the Company in exercise of this power but the Company must comply as appropriate with Sections 36 and 37 of the Charities Act 1993,
- 4 1 3 to borrow money and to charge the whole or any part of the property belonging to the Company as security for the repayment of money borrowed, grant given or any other obligation but the Company must comply as appropriate with Sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land,
- 4 1 4 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land,
- 4 1 5 to employ and pay any employees, officers, servants and professional or other advisers,
- 4 1 6 subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading,
- 4 1 7 to give or receive guarantees or indemnities,
- 4 1 8 to promote or undertake study or research and disseminate the results of such research,
- 4 1 9 to produce, print and publish anything in any media,
- 4 1 10 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind,
- 4 1 11 to promote and advertise the Company's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities,

- 4 1 12 to invest any money in any investments, securities or properties, and to accumulate and set aside funds for special purposes or as reserves,
- 4 1 13 to undertake any charitable trust,
- 4 1 14 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants,
- 4 1 15 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Company or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means,
- 4 1 16 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Company not required for the purpose of the Company in furtherance of the Company's Objects,
- 4 1 17 to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations,
- 4 1 18 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements,
- 4 1 19 to open and operate bank accounts and other banking facilities,
- 4 1 20 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Members of Council,
- 4 1 21 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association,
- 4 1 22 to insure any risks arising from the Company's activities,
- 4 1 23 to purchase indemnity insurance out of the funds of the Company to indemnify any of the members of the Council to the fullest extent permitted by law from time to time against any personal liability incurred in their capacity as directors or trustees of the Company
- 4 1 24 to delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value),

Provided always that -

- (a) the Managers are properly authorised to carry on investment business,
- (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Company,

- (c) the Managers are under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Company,
 - (d) the Company is entitled at any time to review, alter or terminate the delegation or the terms thereof, and
 - (e) the Company reviews the arrangements for delegation at intervals but so that any failure by the Company to undertake such reviews shall not invalidate the delegation,
- 4 | 25 to permit any investments belonging to the Company to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such, and
- 4 | 26 to do anything else within the law which helps promote the Objects

5. Use of income and property

- 5 | The income and property of the Company shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Company or members of the Council, and no member of the Council may be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company except as permitted by law or by the Charity Commission or as permitted below under 'Allowed Payments' and then only after complying with any requirements of the Act and the Charities Act, PROVIDED this shall not prevent a member of the Company or a member of the Council receiving any benefit as a beneficiary

6. Allowed Payments

- 6 | The Company may pay -

- 6 | 1 reasonable and proper payment to any officer, servant, employee, or professional or other adviser of the Company who is not a Member of the Council for any services to the Company,
- 6 | 2 reasonable and proper remuneration of a member of the Council for services actually rendered to the Company or a subsidiary of the Company (save for services rendered in his capacity as a member of the Council), PROVIDED THAT -
 - (a) the number of members of the Council so remunerated in any accounting period shall not exceed a minority of the Council,
 - (b) that no resolution to approve such remuneration to a member of the Council shall be effective unless it is passed at a meeting of the Council,
 - (c) such member of the Council shall not vote on any resolutions relating to his or her engagement by the Company or a subsidiary (as defined in the Act) of the Company, and

- (d) the remuneration or maximum remuneration payable to the member of the Council shall be set out either in the resolution approving such remuneration or in a written agreement between the member of the Council and the Company,

For the purposes of these clauses 6 1 1 and 6 1 2 “services” includes goods that are supplied in connection with the provision of services

- 6 1 3 reasonable interest on the money lent by any member of the Council,
- 6 1 4 reasonable out-of-pocket expenses to any member of the Council,
- 6 1 5 reasonable and proper payment to a company of which a member of the Company or a member of the Council holds not more than a hundredth of the capital,
- 6 1 6 reasonable and proper rent of premises demised or let by any member of the Council,
- 6 1 7 to the extent permitted by law, reasonable and proper premiums in respect of any indemnity insurance policy taken out pursuant to 4 1 23 above,
- 6 1 8 any payment to a member of the Council under the indemnity provisions in the Articles of Association, and
- 6 1 9 in exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission

PROVIDED THAT no member of the Council shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that member of the Council other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the members of the Council

For the purposes of this Article 6 member of the Council shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the member of the Council or any person living with the member of the Council as his or her partner

A payment to a member of the Council includes the payment to or the engagement of or remuneration of any firm or company in which the member of the Council is (i) a partner, (ii) an employee, (iii) a consultant, (iv) a director, or (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the member of the Council holds less than 1 per cent of the issued capital

7. Alterations to these Articles

- 7 1 No alterations to these Articles may be made which would cause the Company to cease to be a charity in law Other alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution A special resolution will be validly passed at a general meeting if the Company gives the members at least 14 Clear Days’ notice of the intention to pass a special resolution at the meeting and at least 75 per cent of those voting at the meeting vote in favour of the resolution Such a special resolution may be passed on shorter notice if 90 per cent of the total number of members having the right to vote agree to such short notice
- 7 2 Alterations may only be made to

- 7 2 1 the Objects, or
 - 7 2 2 to any clause in these Articles which directs the application of property on dissolution, or
 - 7 2 3 to any clause in these Articles which gives members of the Council any benefit,
- with the Charity Commission's prior written consent where this is required by law
- 7 3 The Company shall inform the Charity Commission and Companies House of any alterations to the Memorandum and Articles and all future copies of the Memorandum and Articles issued must contain the alterations
 - 7 4 Alterations may also require the consent of other bodies
- 8. Limited Liability**
- 8 1 The liability of the members is limited
- 9. Guarantee by Members of the Company**
- 9 1 Each member of the Company undertakes that, if the Company is wound up while he is a member, or within one year after he ceases to be a member, he will contribute a sum not exceeding £1 to the assets of the Company for -
 - 9 1 1 payment of the debts and liabilities of the Company contracted before he ceases to be a member,
 - 9 1 2 payment of the costs, charges and expenses of winding up, and
 - 9 1 3 adjustment of the rights of the contributories among themselves
- 10 Indemnity of Members of the Council**
- 10 1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a member of the Council or other officer may otherwise be entitled the Company may indemnify every member of the Council or other officer out of the assets of the Company against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a member of the Council or other officer save that no member of the Council may be entitled to be indemnified
 - 10 1 1 for any liability incurred by him to the Company or any associated company of the Company (as defined by the Act for these purposes),
 - 10 1 2 for any fine imposed in criminal proceedings,
 - 10 1 3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising,
 - 10 1 4 for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final
 - 10 1 5 for any liability which he has incurred in defending any civil proceedings brought by the Company or an associated company in which a final judgment has been given against him, and

- 10 1 6 for any liability which he has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final
- 10 2 To the extent permitted by law from time to time, the Company may provide funds to every member of the Council or other officer to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a member of the Council or officer, provided that he will be obliged to repay such amounts no later than
- 10 2 1 if he is convicted in proceedings, the date when the conviction becomes final, or
- 10 2 2 if judgment being given against him in proceedings, the date when the judgment becomes final, or
- 10 2 3 if the court refuses to grant him relief on any application under the Act, the date when refusal becomes final

11. Conflicts of Interest

- 11 1 To the extent required by law every member of the Council shall fully disclose to the Council the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction
- 11 2 Where the duty of a member of the Council to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Company including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed
- 11 2 1 the matter in relation to which that duty exists has been proposed to the Council at a meeting of the Council and has been authorised by them, and
- 11 2 2 any requirement as to the quorum of such meeting is met without counting the member of the Council in question, or any other interested members of the Council, subject to Articles 11 3 and 11 4, and
- 11 2 3 the matter was agreed to without any such member of the Council voting, or would have been agreed to if the vote of any such member of the Council had not been counted, subject to Articles 11 3 and 11 4
- 11 3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted members of the Council present at the meeting to constitute a quorum, the unconflicted members of the Council present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 11 2 and the manner of dealing with the conflict, provided that
- 11 3 1 they may only give such authorisation where they are satisfied that the conflicted member or members of the Council will not receive any direct or indirect benefit other than one permitted by these Articles, and
- 11 3 2 the total number of members of the Council at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Council

- 11 4 In the event that all of the members of the Council present at the Council meeting are conflicted in respect of a particular conflict of interest situation, the conflicted members of the Council present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 11 3 1 and 11 3 2 above
- 11 5 The duty to deal with conflicts referred to in Article 11 2 applies in the case of the exploitation of property, information or opportunity even if the Company is not taking, or could not take, advantage of the opportunity
- 11 6 The members of the Council shall observe the other duties and rules in the Act, and such other rules as the Council adopts, as to the management of conflicts of duty or interest and to the extent required by law every member of the Council shall fully disclose to the Council the circumstances giving rise to any conflict or potential conflict that he has
- 11 7 The Council may by resolution passed in the manner set out in this Article, authorise a member of the Council not to disclose to the Council confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the member of the Council
- 11 8 Nothing contained in this Article shall authorise a member of the Council to receive any benefit not permitted elsewhere in these Articles

12. Rights of Inspection

- 12 1 A copy of the Memorandum and Articles and any Regulations must be available for inspection by the members of the Company at the Office or at a single alternative inspection location if applicable Any member who requests a copy of the Memorandum and Articles of Association must be sent a copy

13. Members

- 13 1 The number of members of the Company is limited to 60 or such other number as the Council may decide from time to time They remain members until they cease to be members in accordance with these Articles
- 13 2 The Company must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member
- 13 3 Subject to any restrictions permitted by the Act, the register is available for inspection by the members of the Company without charge and any other person on payment of a fee prescribed by the Company, subject to any maximum fee imposed by law Subject to the Act, where a person seeks to inspect the register, the Company must within five working days either comply with the request or apply to the Court for permission not to comply with the request
- 13 4 All members must abide by and observe all regulations and bye-laws of the Company made pursuant to these Articles
- 13 5 Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member, and of the costs, charges and expense of winding up the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding £1

14. Membership

14 1 The subscribers to the Memorandum and such other persons who are admitted to membership in accordance with these Articles shall be the members of the Company

14 2 Membership is open to -

14 2 1 Any individuals aged 18 or over who have completed the Council's form of application and whom the Council decides to admit to membership, and

14 2 2 Any organisations whether incorporated or unincorporated which the Council decides to admit to membership

The Council may determine criteria for membership but are not obliged to admit any person satisfying such criteria as members and may decline in their absolute discretion any person's application and need not give reasons for such decision

14 3 All members of the Council for the time being shall be members of the Company

14 4 All members of the Board of Trustees for the time being shall be members of the Company

14 5 A member which is an organisation must, if asked, give a copy of its constitution to the Company

14 6 Each member which is an organisation has the right to appoint one representative At any time by giving notice in Writing to the Company, that member can cancel the appointment of its representative and appoint another instead The member must confirm the name of its representative at the Company's request The representative has the right to attend, vote and speak at general meetings of the Company and any vote given shall be valid unless prior to the vote the Company receives written notice ending the representative's authority

14 7 Members which are organisations stop being members in the same way as individual members stop being members

14 8 The Council may delegate the power to admit members

15. No transfer of Membership

15 1 None of the rights of any member of the Company may be transferred or transmitted to any other person

16. Ending of Membership

16 1 A member stops being a member of the Company if

16 1 1 the member resigns from membership by giving one calendar month's notice in Writing to the Company, or

16 1 2 membership is ended under Article 17, or

16 1 3 the member fails to attend or send apologies to two consecutive general meetings, or

16 1 4 the member fails to respond in Writing within 60 days of being sent a notice in writing requesting confirmation that they wish to remain a member and the

Council resolves to end membership The notice must contain a warning that membership may be ended, or

16 1 5 in the case of a member who is a member by virtue of being a member of the Council, membership ceases automatically when that member ceases to be a member of the Council unless prior to that the Council resolves to allow that person to continue to be a member, or

16 1 6 the member dies or the organisation ceases to function or is wound up

17. Removal from Membership

17 1 Any member who shall fail to comply with any of the regulations or bye-laws of the Company may be excluded from the Company by resolution of a majority of at least three-fourths of the members of the Council present and voting at a special meeting of the Council, at which not less than one half of the members of the Council shall be present

17 2 Such member shall have fourteen Clear Days' notice sent to him of such special meeting of the Council, and he may attend the meeting, but shall not be present at the voting, or take part in the proceedings otherwise than as the Council allows

17 3 A member so excluded shall cease to be a member of the Company

18. Annual General Meetings

18 1 The Company need not but may hold an annual general meeting in addition to any other general meeting in every calendar year If held, the annual general meeting must be specified as such in the notices calling it

19. Other General Meetings

19 1 All general meetings except annual general meetings are called general meetings

20. Calling of Other General Meetings

20 1 The Council may call a general meeting whenever they wish Such a meeting must also be called if not less than five per cent of the members of the Company request it in accordance with the Act

21. Notice of General Meetings

21 1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in Writing including by website in accordance with Article 57 4 These notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles A meeting may be held on shorter notice if it is agreed by not less than 90 per cent of the members entitled to attend and vote at it

21 2 At an annual general meeting the business usually conducted will be the election of members of the Council in place of those retiring, the election of members of the Council appointed to fill a vacancy since the last Annual General Meeting, and where necessary the appointment of auditors and the fixing of the remuneration of the auditors

21 3 Where the Company's auditors are deemed reappointed in accordance with the Act, the Council shall fix the auditors' remuneration

22. Quorum

22 1 Business may be transacted at a general meeting only if a quorum of members is present in person when the meeting begins to deal with its business. A quorum is five members.

23. Adjournment if no Quorum

23 1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Board may decide. Articles 25 2 and 25 3 shall apply to such an adjourned meeting.

23 2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

24. Chair

24 1 The Chair (if any) of the Council should normally preside as chairman at every general meeting of the Company. If there is no Chair, or if he or she is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Council shall select the chairman of the meeting and in default the members at the meeting shall select a chairman.

25. Adjournment of the Meeting

25 1 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

25 2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

25 3 When a meeting is adjourned under Article 23 1, notice of the date and time of the adjourned meeting shall be given by any means authorised by these Articles. Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from those cases, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

26. Voting on Resolutions

26 1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the chairman of the meeting or a member who is present save that no poll may be demanded on the election of a chairman of a meeting or on any question of adjournment. Members may vote by proxy.

26 2 Members may appoint a proxy who need not be a member of the Company. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Company.

27. Proxies

- 27 1 A person holding a proxy may vote on any resolution
- 27 2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the Council may approve If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he or she thinks fit The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or such other place or person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day)
- 27 3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day)

27 4 A proxy in the following form will be acceptable

“I

of

a member of The Royal British Legion Poppy Factory Limited

hereby appoint the Chair of the Company or if he is not present the chairman of the Meeting*

as my proxy to vote for me on my behalf at the [Annual] General Meeting of the Company to be held on the _____ day of _____ and any adjournment thereof

Signed on the _____ day of _____, 19____

**If you do not wish to appoint the Chair or the chairman of the meeting, please delete the reference to the Chair/chairman of the meeting and insert the name and address of your appointee in the space that follows.*

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution

28. Declaration of chairman is final

- 28 1 Unless a poll is demanded, the chairman of the meeting's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.
- 28 2 The demand for a poll may be withdrawn.

29. When a poll is taken

- 29 1 Polls will be taken whenever the chairman of the meeting says so Business which is not the subject of a poll may be dealt with before or during the poll
- 29 2 The chairman of the meeting will decide how a poll will be taken The result of a poll will be treated as a resolution of the meeting

30. Voting and Speaking

- 30 1 Every member including the chairman of the meeting has one vote at general meetings The chairman of the meeting has a casting vote at general meetings
- 30 2 The auditor or reporting accountant has the right to attend and speak at general meetings

31. Written Agreement to Resolution

- 31 1 Except in the case of a resolution to remove a member of the Council or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held But for the resolution to be valid
- 31 1 1 it must be in Writing,
- 31 1 2 in the case of a special resolution it must be Signed by at least 75 per cent of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings,
- 31 1 3 in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings,
- 31 1 4 it may consist of two or more documents in identical form Signed by members, and
- 31 1 5 the passing of the resolution must comply with any other requirements of the law from time to time
- 31 2 A written resolution is passed when the required majority of eligible members have signified their agreement to it

32. Management by the Board

- 32 1 The business of the Company is managed by the Council They may pay all the expenses of promoting and registering the Company They may use all powers of the Company which are not, by the Act or by these Articles, required to be used by a general meeting of the Company

33. Payment of reasonable expenses to Members of the Council

- 33 1 The members of the Council may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Company but shall not be paid any other remuneration except as permitted by law or by these Articles

34. The Keeping of Minutes

- 34 1 The Council must have minutes entered in the minute books -
- 34 1 1 of all appointments of officers by the Council,
- 34 1 2 of the names of the members of the Council present at each of its meetings and of any committee of the Council, and
- 34 1 3 of all resolutions and proceedings at all meetings of
- (a) The Company,
- (b) The Council, and
- (c) Committees of the Council

35. Council and Committee

- 35 1 The affairs of the Company shall be managed by a Council of not less than 3 nor more than 12 members of the Company, up to 3 thereof to be nominated by the Board of Trustees The Council shall select one of their number to be Chairman and another of their number to be Vice-Chairman and each shall hold office as Chairman and Vice-Chairman respectively until the first meeting of the Council following the third Annual General Meeting after their respective appointments, when they will retire, but each shall be eligible for re-election to the post of Chairman or Vice-Chairman (as the case may be) provided that no person shall hold the office of Chairman or Vice-Chairman later than the sixth Annual general Meeting after his first appointment
- 35 2 Members of the Board of Trustees appointed under this Article by the Board of Trustees shall hold office until the next Board of Trustees Meeting (at which the right to nominate hereunder is exercised in the normal course of business) when those who are not then re-nominated shall cease to be members of the Council
- 35 3 The Council may appoint a person of distinction (whether by reason of services to the Company or otherwise) to be President of the Company for such a period as the Council shall think fit The President shall be a member of the Company but shall not be a member of the Council The President shall be entitled to attend (but not vote) at meetings of the Council
- 35 4 Members of the Council other than members appointed by the Board of Trustees shall retire at the third Annual General Meeting following the date of the Annual General Meeting at which they were first elected but -
- 35 4 1 They shall be eligible for re-election at the third and sixth Annual General meetings following but shall retire at the third Annual General Meeting following each re-election
- 35 4 2 When a retiring member of the Council offers himself for re-election he shall be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill his vacated office, or a resolution for the re-election of that member of the Council has been put to the meeting and lost
- 35 4 3 No person who is not a member nominated by the Board of Trustees shall hold office as a member of the Council for more than 9 years after the date when he first became a member of the Council except as provided below

- 35 5 A person who has been appointed Chairman or Vice-Chairman shall remain a member of the Council during the whole time in which he is Chairman or Vice-Chairman notwithstanding the expiry of the period of 9 years since he first became a member of the Council but in no case shall the period of his membership of the Council exceed 12 years
- 35 6 The Council may from time to time and at any time appoint any member of the Company as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded Any member of the Council so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election
- 35 7 No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Council
- 35 8 If the Company does not hold an Annual General Meeting in any year all appointments and retirements of members of the Council shall take place at the end of the first meeting of the Council in the following year and instead of election by the members of the Company the election of members of the Council will be by resolution of the Council
- 36. Change in composition of the Council**
- 36 1 The make-up and number of the Council may be varied by amendment to these Articles but at no time may the number of the Council be reduced to below three
- 37. Notification of change of members of the Council to the Registrar of Companies**
- 37 1 All appointments, retirements or removals of members of the Council and the Company Secretary (if appointed) must be notified to the Registrar of Companies
- 38. Ending of Membership of the Council**
- 38 1 A member of the Council ceases to hold office if he or she -
- 38 1 1 becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or
 - 38 1 2 becomes barred from membership of the Council because of any order made under the Act, the Company Directors Disqualification Act 1986 (or any regulations made under it) or the Charities Act 1993, or
 - 38 1 3 is considered by the Council to have become incapable whether mentally or physically of managing his or her own affairs and a majority of the other members of the Council resolve that he must cease to hold office, or
 - 38 1 4 resigns the office by notice in writing to the Company but only if at least three members of the Council will remain in office when the resignation takes effect, or
 - 38 1 5 is absent from 6 consecutive meetings of the members of the Council and it is resolved by a majority of the other members of the Council to remove him, or
 - 38 1 6 breaches his duties under the Act and in particular the duties for the proper management of conflicts of interest and the Council resolves to remove him by a resolution by 75 per cent of the other members of the Council present and voting at a meeting and that prior to such a meeting the member of the Council in

question has been given written notice of the intention to propose such a resolution at the meeting, or

38 1 7 is removed from office under Article 39

39. Removal of a member of Council by a General Meeting

39 1 A general meeting of members of the Company may remove any member of the Council before the end of his or her period of office whatever the rest of these Articles or any agreement between the Company and the members of the Council may say

39 2 Removal can take place only by the members of the Company passing an ordinary resolution saying so 5 per cent of the members of the Company may give a notice to the Company of the intention to remove a member of the Council and/or appoint a replacement At least 28 Clear Days' notice before the meeting in question must be given to the Company Once the Company receives such notice it must immediately send a copy to the member of the Council concerned He or she has a right to be heard at the general meeting He or she also has the right to make a written statement of reasonable length If the statement is received in time it must be circulated with the notice of the meeting If it is not sent out, the member of the Council may require it to be read to the meeting The right to remove a member of the Council given under the Articles is in addition to, and separate from, rights given under the Act

40. Meetings of the Council

40 1 The Council may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles

40 2 Questions arising at any meeting must be decided by a majority of votes Every member of the Council has one vote including the Chair If the votes are equal, the Chair has a second or casting vote

40 3 The Company, if requested by the Chair or not fewer than 3 members of the Council, must summon a meeting of the Council

40 4 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Council in which all participants may communicate with all other participants

41. Officers of the Council

41 1 The Board may elect or remove the Chair or any other officers that it wishes Officers shall be appointed from among the members of the Council

42. Quorum for the Council

42 1 The quorum necessary for business to be done at a Council meeting is three A member of the Council shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote This is subject to Article 11

43. Vacancies on the Council

43 1 The Council may act despite any vacancy on the Council, but if the number of members of the Council falls below the quorum, it may act only to summon a general meeting of the Company or to appoint further members of the Council

44. A Resolution may be Approved by Signature Without a Meeting

- 44 1 A resolution in Writing Signed by all of the members of the Council or any committee is as valid as if it had been passed at a properly held meeting of the Council or committee The resolution may consist of several documents in the same form Signed by one or more members of the Council or committee

45. Validity of Acts Done at Meetings

- 45 1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a member of the Council or that he or she was disqualified, anything done before the discovery at any meeting of the Council is as valid as if there were no defect or disqualification

46. Delegation by the Council

- 46 1 The Board may delegate the administration of any of its powers to committees of members of the Council and any such committee must conform to any rules that the Council imposes on it
- 46 2 The Board may co-opt any person or people who are not members of the Council to serve on a committee, but any such committee must have at least one member of the Council on it at all times
- 46 3 All acts and proceedings of a committee must be reported to the Board as soon as possible

47. Chair of Committees

- 47 1 A committee may elect a chair of its meetings if the Council does not nominate one
- 47 2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chair of the meeting

48. Meetings of Committees

- 48 1 A committee may meet and adjourn whenever it chooses
- 48 2 Questions at the meeting must be decided by a majority of votes of the members present
- 48 3 A committee must have minutes entered in minute books

49. Appointment and Removal of the Company Secretary

- 49 1 The Council may but, subject to the Act, need not appoint a Company Secretary and may decide his period of office, pay and any conditions of service, and may remove him from office

50. Actions of Members of the Council and Company Secretary

- 50 1 The Act says that some actions must or may be taken both by a member of the Council and by the Company Secretary If one person is both a member of the Council and Company Secretary, that one person may not act in the capacity of both member of Council and Company Secretary for any business that requires the action of both a member of the Council and the Company Secretary

51. The Seal

51 1 If the Company shall decide to use a company seal the Council must provide safe custody of the Seal

51 2 The Seal may only be used with the authority of the Council or of a committee authorised by the Council to use it

51 3 Everything to which the Seal is affixed must be signed by two persons authorised by the Council Where the Council has not authorised any such persons it must be -

51 3 1 signed by a member of the Council and countersigned by the Company Secretary or by a second member of the Council, or

51 3 2 signed by a member of the Council and witnessed by an independent third party

52. Proper Accounts must be Kept

52 1 Accounts shall be prepared in accordance with the Act and the Charities Act

53. Books must be Kept at the Office

53 1 The books of account must be kept at the Office or at other places decided by the Council The books of account must always be open to inspection by members of the Council

54. Inspection of Books

54 1 A member who is not a member of the Council may only inspect a book of account or document of the Company if the right is given by law or authorised by the Council or a general meeting

55. Accounts and Returns

55 1 The Council must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings

55 2 Copies need not be sent to a person for whom the Company does not have a current address (as defined in Companies Act 2006)

55 3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows

55 3 1 the deadline for filing the Company's accounts and reports with Companies House, as prescribed by the Companies Act 2006, or

55 3 2 if earlier, the date on which the Company actually files the accounts and reports (or summary financial statements) with Companies House

55 4 To the extent required by law, the Council must file the accounts and reports (or summary financial statements) with Companies House and with the Charity Commission within any deadlines specified by law or by the Charity Commission

55 5 The Council must file with Companies House and the Charity Commission all annual returns and other documents that are required to be filed, within any deadlines specified by law or by the Charity Commission

56. Appointment of Reporting Accountants or Auditors

56 1 The Company must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Company's income or assets from time to time makes this a legal requirement

57. Service of Notices

57 1 The Company may give notices, accounts or other documents to any member of the Company either

57 1 1 personally, or

57 1 2 by delivering them or sending them by ordinary post to the member's registered address, or

57 1 3 if the member has provided the Company with a fax number, by sending them by fax to that member This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement, or

57 1 4 if the member has provided the Company with an e-mail address, by sending them by e-mail to that address This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement, or

57 1 5 in accordance with the provisions for communication by website set out below

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which he or she has given the Company for that purpose or in accordance with Article 57 1 1, 57 1 3, 57 1 4 or 57 1 5 above A member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Company

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them If sent by fax or email they will be treated as properly sent if the Company receives no indication that they have not been received

57 2 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent

57 3 The Company may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Company that it is not

57 4 Where a member has informed the Company in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the

Company by means of a website, such information will be validly given if the Company sends that member a notification informing him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

58. Accidental Omission of Notice

- 58 1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

59. Who is Entitled to Notice of General Meetings

- 59 1 Notice of every general meeting must be given to -

59 1 1 every member (except those members who lack a registered address within the United Kingdom and have not given the Company an address for notices within the United Kingdom and have not consented to receiving notice by email or fax),

59 1 2 the reporting accountants or auditor of the Company,

- 59 2 No one else is entitled to receive notice of general meetings.

60. Regulations

- 60 1 The Council may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Council which would otherwise have been valid.

61. Winding-up of the Company

- 61 1 A general meeting may decide at any time to dissolve the Company. If the Company is wound up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to the benevolent fund of The Royal British Legion or, if that organisation no longer exists, to some other charitable institution or institutions. This other institution(s) must have objects which are the same as or similar to those of the Company.

- 61 2 The institution or institutions will be chosen by the Council at or before the time when the Company is wound-up or dissolved.