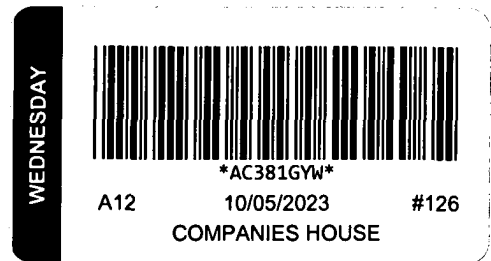


(As adopted 22 September 2022)

The Companies Acts 1985 and 1989

Company Limited By Guarantee And Not Having A Share Capital



## ARTICLES OF ASSOCIATION OF THE GREETING CARD ASSOCIATION (00244228)

### Interpretation

In these Articles:

**'THE ACT'** means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

**'THE ARTICLES'** means the Articles of the Company.

**'CLEAR DAYS'** in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

**'COUNCIL MEMBERS'** means any member of the Council.

**'THE COUNCIL'** means the persons elected to the Council in accordance with clauses 36 - 58 below.

**'EXECUTED'** includes any mode of execution.

**'OFFICE'** means the registered office of the Company.

**'SECRETARY'** means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary.

**'THE UNITED KINGDOM'** means Great Britain and Northern Ireland

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

Words in these articles importing a gender shall be deemed to include all genders.

### Members

1. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. No person shall be admitted as a member of the Company unless they are a greeting card publisher, distributor or publisher of ancillary products (such as giftwrap, calendars and gift stationery) and are approved by the Council. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Council requires executed by them. A membership completed online shall be deemed to be executed on submission to the Council.

2. A member shall be required to pay to the Company an annual subscription in an amount to be determined by the Council from time to time such payment to be made by such method as the Council may from time to time determine.

3. A member may at any time withdraw from the Company by giving at least 28 clear days' notice to the Company and paying to the Company all monies due from them by way of subscription or otherwise. Notice under this clause shall be deemed to be given to the Company should a member fail to pay the annual subscription by the due date. Membership shall not be transferable and shall cease on death.

4. The Council may also at their discretion terminate the membership of any member. Notice of the Council's intention to terminate the membership of any member shall be sent to that member not less than 28 days before the proposed termination date, together with reasons for the proposed termination. Any member served with notice under this clause shall be entitled to request in writing that the Council's decision be reviewed. Upon receiving any such written request from a member, the Council shall reconsider its reasons for the proposed termination of membership and shall, if deemed appropriate, convene a meeting of the Council to which the member shall be invited to attend and make representations as to why their membership should not be terminated. The final decision as to the termination of any member's membership shall rest with the Council.

#### **Associates**

6. Individual or corporate suppliers, individuals or retailers may apply to the Council to be admitted as an associate member of the Company ("associate"). No person shall be admitted as an associate of the Company unless they have a business interest in the greeting card industry and are approved by the Council. The Council shall have sole discretion on the question of the admission or otherwise of any such applicant and shall not be required to give any reason for their decision. Every person who wishes to become an associate shall deliver to the Company an application for affiliation in such form as the Council requires executed by them. An application completed online shall be deemed to be executed on submission to the Council.

7. An associate shall be entitled to receive notice of and attend at annual general meetings of the Company but shall not be entitled to vote, shall not be counted towards the quorum, shall not be eligible to stand as a Council Member (unless co-opted in accordance with these articles) or to receive notice of or attend extraordinary general meetings unless the Council in its sole discretion invites associates to attend informally from time to time. Any reference to the giving of notice of meetings in these Articles shall be interpreted so as to give effect to this article. Any reference to 'member[s]' or 'membership' in these Articles shall not be interpreted to include associates.

8. An associate may be required to pay to the Company an annual subscription in an amount to be determined by the Council.

9. An associate may, at any time, withdraw from the Company by giving at least 28 clear days' notice to the Company and paying to the Company all monies due from them by way of subscription or otherwise. Notice under this clause shall be deemed to be given to the Company should an associate fail to pay the annual subscription by the due date.

10. The Council may also at its discretion terminate the associate membership of any person. Notice of the Council's intention to terminate the associate membership of any person shall be sent to that person not less than 28 days before the proposed termination date, together with reasons for the proposed termination. The final decision as to the termination of any associate membership shall rest with the Council."

#### **General Meetings**

11. The Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting in each year shall be held at such time and place as the Council shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

12. The Council may call extraordinary general meetings and annual general meetings. In the case of an extraordinary general meeting a minimum of two Council Members are required to call such a meeting.

13. On the requisition of members pursuant to the provisions of the Act, the Council shall convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition.

#### **Notice of general meetings**

14. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Council Member shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice but a general may be called by shorter notice if it is so agreed:

- a. in the case of an annual general meeting, by all the members entitled to attend and vote there at; and
- b. in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the Council and accountants and such other persons (if any) as the law may require from time to time, in the case of an annual general meeting, associates.

15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **Proceedings of general meetings**

16. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

17. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time as the Council may determine.

18. The President, if any, of the Council or in their absence the CEO, failing which some other Council Member nominated by the Council shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other Council Member (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Council Members present shall elect one of their number to be Chairperson and, if there is only one Council Member present and willing to act, they shall be Chairperson.

19. If no Council Member is willing to act as Chairperson, or if no Council Member is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chairperson.

20. The Chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 3 days or more, at least 7 Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.

21. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- a. by the Chairperson; or
- b. by at least three members having the right to vote at the meeting; or
- c. by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as a demand by the member.

22. Unless a poll is duly demanded a declaration by the Chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

23. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

24. A poll shall be taken as the Chairperson directs and they may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson (except where the CEO chairs a meeting who shall have no casting vote) shall be entitled to a casting vote in addition to any other vote they may have.

26. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the Chairperson directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction

of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

27. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

28. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

#### **Votes of members**

29. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

30. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by their receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

31. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting, at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairperson whose decision shall be final and conclusive.

32. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):

The Greeting Card Association

I/We being a member/members of the above-named Company, hereby appoint *<insert name>* of *<insert company>* or failing them *<insert name>* of *<insert company>* as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on *<insert date>* and at any adjournment thereof.

Signed on *<insert date>*

33. Where it is desired to afford members an opportunity of instructing the proxy how they shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):

I/We being a member/members of the above-named Company, hereby appoint *<insert name>* of *<insert company>* or failing them *<insert name>* of *<insert company>* as my/our proxy to vote in

my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company, to be held on <insert date>, and at an adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 +for +against

Resolution No 2 +for +against

+ strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as they think fit or abstain from voting.

34. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may:

a. be deposited via email to the GCA or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

b. in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

c. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairperson or to the Secretary or to any Council Member;

and an instrument of proxy, which is not deposited or delivered in a manner so permitted, shall be invalid.

35. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company via email or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### **Officers of the Association**

36. At the Annual General Meeting the Council shall elect a President, and Vice-President of the Council in each case for a term of 2 years such a term to be extended for a further term not exceeding one year on the Council's approval. Past- President shall normally serve in that role for 2 years.

37. A Treasurer of the Company shall also be appointed at the Annual General Meeting and shall retire by rotation in accordance with clauses 42 to 44 below.

38. The President, Vice-President, Treasurer, Past president(s) shall be Non-executive directors of the Company and with the CEO shall form the Board of the Company which subject to their legal

responsibilities as directors shall be accountable to the Council and shall undertake such duties as the Council may from time to time direct.

39. The directors of the Company shall execute all forms to be filed at Companies House as required by the Act.

40. The directors shall, upon their termination, execute or permit the Company to execute on their behalf, notice of resignation forms 288b to be filed at Companies House.

#### **Council of Management**

41. Unless otherwise determined by ordinary resolution, the number of persons on the Council shall not exceed 20 who shall be publisher members and shall include the President, Vice-President and Treasurer of the Company, the CEO and up to three co-opted Council members referred to in clause 41a below.

- a. In addition the Council may from time to time invite individuals who are members or associates of the Company who have a specialist contribution to make whether or not they are publishers to join the Council as co-opted members who shall not count in a quorum, vote or take on an officer's role within the Company. The Council may also remove such individuals. Save for co-opted members (if any) there shall be not more than one individual from any member Company on the Council.

#### **Appointment and retirement of Council Members**

42. At the first annual general meeting all Council Members shall retire from office, and at every subsequent annual general meeting one-third of the Council who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, but, if there is only one Council Member who is subject to retirement by rotation, they shall retire.

43. Subject to the provisions of the Act, the Council Members to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

44. If the Council, at the meeting at which a Council Member retires by rotation, does not fill the vacancy the retiring Council Member shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Council Member is put to the meeting and lost.

45. No person other than a Council Member retiring by rotation shall be appointed or re-appointed a Council Member at any general meeting unless.

- a. they are recommended by the Council or
- b. they are nominated by a member in accordance with the election procedure detailed below:
  - i. not less than 60 Clear Days prior to the Annual General Meeting, the Council shall invite members to nominate Council Members to be appointed to the Council;
  - ii. 42 Clear Days prior to the Annual General Meeting the deadline for nominations to be received by the Council will close.

46. Not less than 21 nor more than 28 Clear Days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Council Member retiring by rotation at the meeting) who is recommended by the Council for appointment or re-appointment as a Council Member at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose them at the meeting for appointment or re-appointment as a Council Member. The notice shall give the particulars of that person which would, if they were so appointed or re-appointed, be required to be included in the Company's register of Council Members.

47. Subject as aforesaid, the Council may by ordinary resolution appoint a person who is willing to act to be a Council Member either to fill a vacancy or as an additional Council Member provided that the appointment does not cause the number of Council Members to exceed 20 and may also determine the rotation in which additional Council Members are to retire.

48. A Council Member appointed in accordance with clause 42 shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Council Members who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, they shall vacate their office at the conclusion thereof.

49. Subject as aforesaid, a Council Member who retires at an annual general meeting may, if willing to act, be re-appointed. If they are not re-appointed, they shall retain office until the meeting appoints someone in their place, or if it does not do so, until the end of the meeting.

50. Subject as aforesaid, the Council may, from time to time, co-opt up to three members unto itself as provided for in clause 41 above.

51. Subject as aforesaid and notwithstanding the usual voting requirements, if there are insufficient places on the Council for all nominees to be appointed as Council Members, there will be a secret ballot of the members to be conducted as the Chairperson may direct. All members shall be notified of the results of the secret ballot as soon as reasonably practicable following the ballot.

52. At each Annual General Meeting the retiring President shall (unless re-elected) automatically become a member of the Council in their capacity as immediate past president. In the event of the President being re-elected for a further year at any Annual General Meeting the person who is immediately prior to the date of such election the immediate past president shall continue in office as a member of the Council for a further period of one year

53. Any person who is not a member of the Company shall not be eligible to become a Council Member unless the company of which they are a director, secretary or other designated officer, is a member of the Company. Not more than one director, secretary or other designated officer shall be elected as a member of the Council provision as representing any one company.

#### **Alternate Council Members**

54. Any Council Member (other than an alternate Council Member) may appoint any other Council Member or any other person approved by resolution of the Council and willing to act, to be an alternate Council Member and may remove from office an alternate Council Member so appointed by them.

55. An alternate Council Member shall be entitled to receive notice of all meetings of the Council and of all meetings of committees of directors of which their appointor is a member, to attend and vote at any such meeting at which the Council Member appointing them is not personally



present and generally to perform all the functions of their appointor as a Council Member in their absence but shall not be entitled to receive any remuneration from the Company for their services as an alternate Council Member. But it shall not be necessary to give notice of such a meeting to an alternate Council Member who is absent from the United Kingdom.

56. An alternate Council Member shall cease to be an alternate Council

Member if their appointor ceases to be a Council Member; but, if a Council Member retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which they retire, any appointment of an alternate Council Member made by them which was in force immediately prior to their retirement shall continue after their re-appointment.

57. Any appointment or removal of an alternate Council Member shall be by notice to the Company signed by the Council Member making or revoking the appointment or in any other matter approved by the Council.

58. Save as otherwise provided in the Articles, an alternate Council Member shall be deemed for all purposes to be a Council Member and shall alone be responsible for their own acts and defaults and they shall not be deemed to be the agent of the Council Member appointing them.

#### **Powers of Council**

59. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Council who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the directors.

60. The Council may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of their powers.

#### **Proceedings of the Council**

61. Subject to the provisions of the Articles, the Council may regulate their proceedings as they think fit. A Council Member may, and the Secretary at the request of a Council Member shall, call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Council Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, Chairperson shall have a second or casting vote. A Council Member who is also an alternate Council Member shall be entitled in the absence of their appointor to a separate vote on behalf of their appointor in addition to their own vote.

62. The Council may, at its complete discretion and in addition to any co-opted members, permit two non-Council Members or associates to attend a meeting of the Council. Such non-Council Members or associates shall not be permitted to vote at any such meeting and shall only be permitted to speak at the discretion of the Chairperson.

63. The quorum for the transaction of the business of the Council be fixed by the Council and unless so fixed at any other number shall be five Council Members. A person who holds office only as an alternate Council Member shall, if their appointor is not present, be counted in the quorum.

64. The continuing Council or a sole continuing Council Member may act notwithstanding any vacancies in their number, but, if the number of the Council is less than the number fixed as the quorum, the continuing Council Member or Council Members may act only for the purpose of filling vacancies or of calling a general meeting.

65. The President shall also be the Chairperson of the Council and the President shall preside at every meeting of the Council at which they are present unless they nominate the CEO to be chairperson. If the President is not present within 5 minutes after the time appointed for the meeting, the CEO shall be chairperson failing which Council Members present may appoint one of their number to be Chairperson of the meeting.

66. All acts done by the Council, or by a person acting as a Council Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member and had been entitled to vote.

67. Instead of a meeting a resolution in writing signed by all the Council Members entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council (as the case may be) and may consist of several documents in the like form each signed by one or more Council Members; but a resolution signed by an alternate Council Member need not also be signed by their appointor and, if it is signed by a Council Member who has appointed an alternate Council Member, it need not be signed by the alternate Council Member in that capacity.

68. Save as otherwise provided by the Articles, a Council Member shall not vote at a meeting of the Council on any resolution concerning a matter in which they have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless their interest or duty arises only because the case falls within one or more of the following paragraphs:

a. the resolution relates to the giving to them of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by them for the benefit of, the Company or any of its subsidiaries;

b. the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Council Member has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

c. their interest arises by virtue of their subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries or by virtue of their being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange;

d. the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on

the Company)), connected with a director shall be treated as an interest of the director and, in relation to an alternate Council Member, an interest of their appointor shall be treated as an interest of the alternate Council Member without prejudice to any interest which the alternate Council Member has otherwise.

69. A Council Member shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.

70. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Council Member from voting at a meeting of the Council.

71. Where proposals are under consideration concerning the appointment of two or more Council Members to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Council Member separately and (provided they are not for another reason precluded from voting) each of the Council Members concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment.

72. If a question arises at a meeting of the Council to the right of a Council Member to vote, the question may, before the conclusion of the meeting, be referred to the Chairperson of the meeting and their ruling in relation to any Council Member other than themselves shall be final and conclusive.

#### **Delegation of the Council's powers**

73. The Council may delegate any of their powers to any committee consisting of one or more Council Members or other persons. They may also delegate to any managing director or any director holding and other executive office such of their powers as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Council so far as they are capable of applying.

#### **Disqualification and removal of Council Members**

74. The office of a Council Member shall be vacated if:

- a. they become bankrupt or makes any arrangement or composition with their creditors generally; or
- b. in the reasonable opinion of the Council (excluding the individual in question), a Council Member has failed seriously and/or persistently to meet those requirements referred to in the 'Council Member Personal Specification' or to respect and uphold the 'GCA Values', as, in either case, are set out in the GCA Handbook from time to time; or
- c. they are, or may be, suffering from mental disorder and either:
  - i. they are admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
  - ii. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the

appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or

iii. they resign their office by notice to the Company.

iv. The office of a Council Member may at the discretion of the Council be vacated if they shall for more than 6 consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolve that their office be so vacated.

### **Remuneration of Council Members**

75. The Council Members shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

### **Council Members expenses**

76. The Council Members may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Council or otherwise in connection with the discharge of their duties.

### **Council Members Interests**

77. Subject to the provisions of the Act and the Memorandum of Association and provided that they have disclosed to the Council the nature and extent of any material interest of theirs, a Council Member notwithstanding their office

a. may be a party to, or otherwise be 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 of, or employed by, or a party to any transaction or arrangement with, or otherwise interested, in any body corporate promoted by the Company or in which the Company is otherwise interested, and

c. shall not, by reason of their office, be accountable to the Company for any benefit which they derive from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

78. For the purposes of regulation 77:

a. a general notice given to the Council that a Council Member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and

b. an interest of which a Council Member has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs

## **Secretary**

79. Subject to the provisions of the Act, the Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

## **Minutes**

80. The Council shall cause minutes to be made and kept for the purpose:

- a. of all appointments of officers made by the Council; and
- b. of all proceedings at meetings of the Company, and of the Council, including the names of the Council Members to include directors present at each such meeting.

## **Accounts**

81. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Council or by ordinary resolution of the Company.

## **Notices**

82. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.

83. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address or by sending an e-mail to the member at the e-mail address last notified to the Council. 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 given to them shall be entitled to have notices given to them at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

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

85. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. In the case of notice sent by e-mail, notice shall be deemed to be given on the day it was sent, if before 4pm and thereafter on the following day.

## **Indemnity**

86. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, Council Member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust always in relation to the affairs of the Company.

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16.09.2022

