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2024

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
INDEPENDENT DOCTORS FEDERATION
COMPANY NUMBER: 02695596

Adopted by special resolution on 9th April 2024

Brabners

**Horton House
Exchange Flags
Liverpool L2 3YL**

**Ref: RCP/OLP/62828.17
Tel: 0151 600 3000
Fax: 0151 227 3185**



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Part 1 – Interpretation and Limitation of Liability

1. Name

The company's name is Independent Doctors Federation (and in this document it is called the "**Company**").

2. Interpretation

2.1 In these articles:

- 2.1.1 "Act" means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force;
- 2.1.2 "Articles" means the Company's articles of association;
- 2.1.3 "Board" means the Board of Directors;
- 2.1.4 "chairman" means the President or such other person as is appointed in accordance with Article 21;
- 2.1.5 "chairman of the meeting" the President or such other person as is appointed in accordance with Article 35;
- 2.1.6 "Doctor Director" means an individual who is qualified as a doctor in England and Wales and has been appointed as a director of the Company;
- 2.1.7 "Independent Director" means an individual who is not qualified as doctor in England and Wales and has been appointed as a director of the Company;
- 2.1.8 "Managing Director" means the Managing Director of the Company as determined under the rules contained within the Handbook;
- 2.1.9 "Member" means the individual and corporate members of the Company from time to time (each a **Member**) and **Membership** shall be construed accordingly;
- 2.1.10 "Handbook" means the handbook referred to at Article 51.
- 2.1.11 "President" means the President of the Company from time to time.
- 2.1.12 "Rules" means the rules, policies and procedures of the Company made by the directors or by the Company in general meeting, contained in the Handbook, as amended from time to time.
- 2.1.13 "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.
- 2.1.14 "Subscription" has the meaning given in Article 26.2.

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- 2.2 The model articles of association for private companies limited by shares contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (the "Model Articles") shall not apply to the Company.
- 2.3 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 not yet in force when these Articles become binding on the Company.
- 2.4 In these Articles, any reference to a provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 2.5 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.
- 2.6 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa; references to masculine shall be deemed to include the feminine form and vice versa.
- 2.7 Any word following the terms "including", "include", "in particular", "such as", "for example" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

3. Liability of Members

- 3.1 The liability of each Member is limited to £1.00.
- 3.2 Every Member of the Company undertakes that if the Company is dissolved while he or she is a Member or within five years after he or she ceases to be a Member, to contribute such sum (not exceeding £1.00) as may be demanded of him or her towards the payment of the debts and liabilities of the Company incurred before he or she ceases to be a Member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

4. Objects

- 4.1 The objects for which the Company is established are:
- 4.1.1 to provide a forum for Members of the medical profession, wholly or partly engaged in private practice, for the exchange of information and discussion on topics of mutual interest;
 - 4.1.2 to represent the interests of Members of the medical profession, wholly or partly engaged in private practice, and to express the views of all those so engaged to governments and other official and unofficial bodies in the United Kingdom and all parts of the world;
 - 4.1.3 to provide appraisal and revalidation services (or any future regulatory replacements), in order to support doctors to meet their GMC licence to practice requirements;
 - 4.1.4 to institute, promote, support or oppose legislative or other measures and to take all such steps as may seem prudent for altering and improving any existing laws or customs relating to private medical practice;
 - 4.1.5 to cultivate and obtain reciprocal relations with kindred associations in all or any other countries of the world for the exchange of information necessary and proper for the furtherance of the objects of the Company;
 - 4.1.6 to conduct or sponsor (either alone or in conjunction with any other person or body) investigations, enquiries or research into any matters affecting private medical practice

and, where possible, to collect and circulate statistics and other information relating thereto;

- 4.1.7 to approve, conduct, hold and promote or assist in the conduct, holding or promotion of conferences and seminars relating to topics concerning private medical practice;
- 4.1.8 to provide a meeting place and bring Members together that they may, by cooperation and mutual interchange of ideas, advance the interests of the Members;
- 4.1.9 to receive subscriptions or donations from Members and subscribers in furtherance of all or any of the objects and to provide for the expenses of the Company;
- 4.1.10 to represent the view of the Members and to research and report on matters of interest and concern to Members;
- 4.1.11 to compile and maintain a database of Members; and
- 4.1.12 to do all such things as may be appropriate, ancillary or incidental to, or necessary or desirable in connection with, all or any of the objects mentioned in the foregoing subparagraphs.

5. Powers

5.1 The Company shall have the following powers:

- 5.1.1 to purchase, take on, lease, exchange, hire or otherwise acquire real or personal property and all or any corresponding rights or privileges and to construct, maintain and alter buildings or erections;
- 5.1.2 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company;
- 5.1.3 to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects reasonably deemed necessary to the furtherance of the objects of the Company and to apply for registration of any and all registerable intellectual property rights and licences;
- 5.1.4 to borrow or raise money on such terms and on such security as may be thought fit and with such consents as are required by law;
- 5.1.5 to take and accept any gift of money, property or other assets whether subject to any special trust or not to the extent that such taking and acceptance shall not be in contravention of any anti-bribery legislation including but not limited to the Bribery Act 2010 or any relevant amending and/or subsequent legislation;
- 5.1.6 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 5.1.7 to invest the monies of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 5.1.8 to make any donations in cash or assets, to establish or support, or aid in the establishment or support of, and to lend money (with or without security) to or for any charitable associations or institutions;
- 5.1.9 to undertake and execute charitable trusts;

- 5.1.10 to engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company and to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants;
- 5.1.11 to amalgamate with any companies, institutions, societies or associations to the extent that such amalgamation is consistent with the objects of the Company and subject to the approval of not less than 51% of those *Members* who offer a vote on the proposal;
- 5.1.12 to pay out of the funds of the Company the costs, charges and expenses incurred in and incidental to the formation and registration of the Company; and
- 5.1.13 to do all such other lawful things as shall further the attainment of the objects of the Company or any of them.

6. **Application of Income and Property**

- 6.1 All income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members. Provided that nothing herein shall prevent any payment in good faith:
 - 6.1.1 of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company and of travelling expenses necessarily incurred in carrying out the duties of any Member, officer or servant of the Company;
 - 6.1.2 of interest on money lent by a Member or any director at a reasonable or proper rate;
 - 6.1.3 to any Member or director of reasonable out-of-pocket expenses; and
 - 6.1.4 of reasonable and proper rent for premises demised or let by any Member or director of the Company.

7. **Winding Up**

- 7.1 On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall be paid or distributed among the Members of the Company and any former Members of the Company whose Membership has ceased within five years before the date of such winding up or dissolution (**Former Members**):
 - 7.1.1 between Members and Former Members in such proportions as the directors may decide to represent a reasonable relationship to:
 - 7.1.1.1 the Member's or Former Member's contribution to the property and assets of the Company; and
 - 7.1.1.2 the relative benefits of Membership enjoyed by each such Member and Former Member, in each case during the period of their Membership.

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Part 2 – Directors

Directors' Power and Responsibilities

8. Directors

The number of directors shall be not less than three and not more than seven unless otherwise determined by ordinary resolution.

9. Powers and Duties of Directors

9.1 The general duties of the directors are as specified in section 170 to section 177 of the Act.

9.2 The business of the Company shall be managed by the directors.

9.3 The directors may exercise all such powers of the Company as are not, by the Act or under these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and these Articles and to such regulations, not being inconsistent with the foregoing provisions, as may be prescribed by the Company in general meeting PROVIDED THAT no regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

9.4 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the directors shall from time to time by resolution determine.

9.5 The directors shall be entitled to request observers to attend meetings of the Board who shall be Members of the Company and who shall, subject to any contrary resolution of the directors, have the right to speak but not vote at those meetings.

9.6 All acts done by any director, acting either alone or as part of a committee or meeting, shall be valid notwithstanding that it is afterwards discovered that: there was a defect in his appointment, he was disqualified from holding office, he had ceased to hold office, or he was not entitled to vote on the matter in question.

10. Directors may Delegate

10.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on it under the Articles:

10.1.1 to such person or committee;

10.1.2 by such means (including by power of attorney);

10.1.3 to such an extent;

10.1.4 in relation to such matters or territories; and

10.1.5 on such terms and conditions,

as they think fit.

10.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person or committee to whom they are delegated.

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

11. Committees

- 11.1 Directors may establish and maintain committees to reflect key areas of interest to the Company and may delegate matters to them.
- 11.2 Members of the committees are not required to be directors of the Company.
- 11.3 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the directors and the provisions of the Rules governing committees.
- 11.4 Each committee shall have a Chairperson elected by the directors in accordance with the Rules.
- 11.5 A Chairperson shall serve for a term of three years, renewable for a further term of three years subject to the prior approval of the Board. A Chairperson who has completed two terms of three years each may be re-appointed as a Chairperson, provided not less than one year has elapsed between the last date of the Chairperson's term in office and the date of re-appointment.
- 11.6 A committee shall have a minimum of 3 members with no upper limit.
- 11.7 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

Appointment of Directors

12. Methods of appointing Directors

- 12.1 Subject to Article 12.2, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
 - a) by ordinary resolution of the Members, or
 - b) by a decision of the directors.
- 12.2 A mix of Director Directors and Independent Directors shall, at all times, be appointed to constitute the Board, provided that the number of Director Directors shall be equal to or exceed the number of Independent Directors.
- 12.3 Unless otherwise provided for in Article 12.4, a director shall be appointed for a fixed term of three years, renewable for a further fixed term of three years subject to the prior approval of the Members. A Director who has completed two terms of three years each may be re-appointed as a Director, provided not less than one year has elapsed between the last date of the Director's term in office and the date of re-appointment.
- 12.4 A Managing Director shall remain a director for as long as he occupies the office of a Managing Director.

13. Termination of Director's Appointment

A person ceases to be a director as soon as—

- a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law; or
- b) a bankruptcy order is made against that person; or
- c) a composition is made with that person's creditors generally in satisfaction of that person's debts; or

- d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
- e) if a Doctor Director, that person ceases to be a doctor or loses their licence to practise; or
- f) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- g) if a Managing Director, that person ceases to occupy the office of a Managing Director by resignation, retirement, retrenchment, removal, or otherwise in accordance with this Article 13. or
- h) by ordinary resolution of the Members; or
- i) by a decision of the directors reached by a majority vote.

14. Remuneration of Directors

- 14.1 Directors may undertake any services for the Company that the directors decide.
- 14.2 Directors are entitled to remuneration for their services to the Company as directors, as determined by the Members by majority vote.
- 14.3 For any other services which they undertake for the Company, Directors are entitled to such reasonable remuneration as the directors may determine by majority vote.
- 14.4 Subject to the Articles, a director's remuneration may—
 - 14.4.1 take any form, and
 - 14.4.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 14.5 Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 14.6 Unless the directors decide otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

15. Directors' expenses

The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

- 15.1.1 meetings of directors or committees of directors
- 15.1.2 general meetings; or
- 15.1.3 separate meetings of the holders of debentures of the Company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

Decision-making by Directors

16. Directors to take decisions collectively

- 16.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 17.

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- 16.2 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- 16.2.1 to appoint further directors; or
 - 16.2.2 to call a general meeting so as to enable the Members to appoint further directors.
17. **Unanimous decisions**
- 17.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 17.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 17.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 17.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.
18. **Calling a director's meeting**
- 18.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Secretary (if any) to give such notice.
- 18.2 Notice of any directors' meeting must indicate –
- 18.2.1 its proposed date and time;
 - 18.2.2 where it is to take place; and
 - 18.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 18.3 Notice of a directors' meeting must be given to each director but need not be in writing.
- 18.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
19. **Participation in directors' meetings**
- 19.1 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- 19.1.1 the meeting has been called and takes place in accordance with the Articles, and
 - 19.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 19.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 19.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

20. Quorum for directors' meetings

- 20.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 20.2 The quorum for directors' meetings shall be 3 eligible directors. In any quorum at least 50% of eligible directors present must be Doctor Directors, as determined in accordance with Article 12.2. So, by way of example, at least 2 must be Doctor Directors.
- 20.3 If the total number of Doctor Directors for the time being is less than the minimum number specified in Article 12.2, the directors must not take any decision other than a decision:
- 20.3.1 to appoint additional Doctor Directors; or
- 20.3.2 to call a general meeting so as to enable the members to appoint further Doctor Directors.
- 20.4 If the eligible directors attending a directors' meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it by 7 days.
- 20.5 If a quorum is not present within half an hour of the time at which the adjourned meeting was due to start, then those eligible directors present will constitute a quorum.
- 20.6 No business may be transacted at an adjourned board meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

21. Chairing of directors' meetings

- 21.1 The President, or if unwilling or unable to chair the meeting, such other person as may be appointed by the directors, shall chair the meetings as the chairman.
- 21.2 If the President is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves, who is a Doctor Director, to chair it.

22. Casting Vote

- 22.1 If the numbers of votes for and against a proposal are equal, the President or other director chairing the meeting has a casting vote.
- 22.2 Article 22.1 does not apply if, in accordance with the Articles, the President or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

23. Conflicts of Interest

- 23.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 23.2 But if Article 23.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 23.3 This paragraph applies when:

- 23.3.1 the company by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - 23.3.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 23.3.3 the director's conflict of interest arises from a permitted cause.
- 23.4 For the purposes of this article, the following are permitted causes:
- 23.4.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
 - 23.4.2 subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 23.4.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- 23.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 23.6 Subject to Article 23.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 23.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
24. **Records of decisions to be kept**
- The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.
25. **Directors' discretion to make further rules**
- Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

Part 3 – Members

Becoming and ceasing to be a Member

26. Applications for Membership

26.1 No person shall become a member of the Company unless—

- a) that person has completed an application for membership in a form approved by the directors, and
- b) the directors have approved the application.

26.2 The Members shall pay such membership and other fees as shall be set by the Directors from time to time (**Subscription**) in accordance with Article 27.

26.3 The rights of a Member are personal and may not be assigned or transferred to any person, other than with the consent of the directors.

27. Membership Subscription

Membership Subscription rates and procedures shall be as set out in the Handbook by the directors or by any committee to which the directors delegate this decision and reviewed annually. Any revisions are to be made from time to time by a majority decision of the directors or committee.

28. Termination of Membership

28.1 A Member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.

28.2 A Member's Membership of the Company shall automatically terminate if that Member:

28.2.1 in the case of an individual, dies or becomes bankrupt;

28.2.2 in the case of a company or body corporate, goes into receivership, administrative receivership, administration, liquidation or other arrangement for its dissolution or winding up,

whereon such Member shall be removed from the Register of Members

28.3 Provided the sub-committee has complied with the rules and processes set out in the Handbook, the Chairman of a sub-committee may terminate the Membership of any Member without his consent by giving the Member written notice if, in the reasonable opinion of the Chairman of the sub-committee, the Member:

28.3.1 is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and directors into disrepute; or

28.3.2 has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or

28.3.3 fails to pay any Subscription or other sum payable to the Company within 90 days of such sum falling due; or

28.3.4 has failed to observe the terms of these Articles and the Rules.

Following such termination and subject to the Member's right of appeal, the Member shall be removed from the Register of Members.

28.4 A notice to the Member given under Article 28.3 must give the Member the opportunity to be heard in writing or in person as to why his Membership should not be terminated. The Chairman must consider any representations made by the Member and inform the Member of their decision following such consideration.

28.5 There shall be a right to appeal from a decision of the Chairman to terminate the Membership of a Member. Appeals shall be considered by the board of directors whose decision shall be final.

28.6 Any Member of the Company who ceases to be a Member for whatever reason forfeits all rights to or claim upon the Company, its property or funds, or any return of Subscriptions paid and

remains liable for any fees or charges due from him as at the date of cessation including, for the avoidance of doubt, the undertaking to contribute the sum (not exceeding £1.00) set out at Article 7 above.

Part 4 – Decision Making by Members

29. General Meetings

- 29.1 The Company shall hold at least one general meeting (GM) each year. Not more than 15 months shall elapse between the date of one GM of the Company and that of the next.
- 29.2 The GM shall be held at such time and place as the directors shall appoint for the purposes of consideration of the accounts, balance sheets, the reports of the directors and (if applicable) auditors.
- 29.3 Any other business of which the Secretary (or the directors, where no Secretary is appointed) has been advised as at the date 10 business days prior to the date on which notice is given shall be included in the notice calling the GM.

30. Members' Power to require Directors to call General Meetings

- 30.1 The Members may require the directors to call a general meeting of the company.
- 30.2 The directors are required to call a general meeting once the company has received requests to do from Members who represent at least 5% of the total voting rights of all the members having a right to vote at general meetings.
- 30.3 A request:
 - 30.3.1 must state the general nature of the business to be dealt with at the meeting, and
 - 30.3.2 may include the text of a resolution that may properly be moved and is intended to be moved at the meeting.
- 30.4 A request may properly be moved at a meeting unless:
 - 30.4.1 it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or these Articles or otherwise),
 - 30.4.2 it is defamatory of any person, or
 - 30.4.3 it is frivolous or vexatious.
- 30.5 A request:
 - 30.5.1 may be in hard copy form or in electronic form, and
 - 30.5.2 must be authenticated by the person or persons making it.

31. Directors' duty to call Meetings required by Members

- 31.1 Directors required under Article 30 to call a general meeting of the company must call a meeting:
 - 31.1.1 within 21 days from the date on which they become subject to the requirement, and
 - 31.1.2 to be held on a date not more than 28 days after the date of the notice convening the meeting.

- 31.2 If the requests received by the Company identify a resolution intended to be moved at the meeting, the notice of the meeting must include notice of the resolution.
- 31.3 The business that may be dealt with at the meeting includes a resolution of which notice is given in accordance with Article 31.2.
- 31.4 If the resolution is to be proposed as a special resolution, the directors are treated as not having duly called the meeting if they do not give the required notice of the resolution in accordance with the Act.

32. Power of Members to call Meeting at Company's Expense

- 32.1 If the directors are required under Article 30 to call a meeting and do not do so in accordance with Article 31, the Members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting.
- 32.2 Where the requests received by the company included the text of a resolution intended to be moved at the meeting, the notice of the meeting must include notice of the resolution.
- 32.3 The meeting must be called for a date not more than three months after the date on which the directors become subject to the requirement to call a meeting.
- 32.4 The meeting must be called in the same manner, as nearly as possible, as that in which meetings are required to be called by directors of the Company.
- 32.5 The business which may be dealt with at the meeting includes a resolution of which notice is given in accordance with this Article 32.
- 32.6 Any reasonable expenses incurred by the members requesting the meeting by reason of the failure of the directors duly to call a meeting must be reimbursed by the Company.
- 32.7 Any sum so reimbursed shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of the services of such of the directors as were in default.

33. Attendance and Speaking at General Meetings

- 33.1 Each Member shall be entitled to attend and speak at a general meeting. The chairman of the general meeting may permit other persons who are not Members to attend and speak (but not vote) at a general meeting.
- 33.2 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 33.3 A person is able to exercise the right to vote at a general meeting when:
- 33.3.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 33.3.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 33.4 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 33.5 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

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

34. Quorum for General Meetings

- 34.1 Subject to Article 35, no business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. No business may be conducted at any meeting unless a quorum of Members of the Company is present. Save as otherwise provided in these Articles, 15 Members of the Company present in person or by proxy and entitled to vote is a quorum. Where the quorum determined in accordance with this article is a fractional number, it shall be approximated to the nearest whole number. If within half an hour from the time appointed for the meeting a quorum of Members is not present or if, during the holding of a meeting, such a quorum ceases to be present:

34.1.1 if the meeting was called pursuant to a request by Members, it shall immediately be dissolved; and

34.1.2 in any other case, the meeting shall be adjourned to such day, at such time and such place as the directors, may determine. Article 35 applies to any meeting adjourned under this Article 34. If, at the adjourned meeting, a quorum of Members is not present within half an hour of the time appointed for the adjourned meeting, the Members present shall form a quorum.

35. Chairing General Meeting

- 35.1 The President shall chair general meetings if present and willing to do so.

- 35.2 If the President is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

35.2.1 the directors present, or

35.2.2 (if no directors are present), the meeting,

must appoint a Director or Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

- 35.3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

36. Attendance and speaking by directors and non-members

- 36.1 Directors may attend and speak at general meetings, whether or not they are members.

- 36.2 The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

37. Adjournment

- 37.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

- 37.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

37.2.1 the meeting consents to an adjournment, or

- 37.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 37.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 37.4 When adjourning a general meeting, the chairman of the meeting must:
- 37.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- 37.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 37.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 37.5.1 to the same persons to whom notice of the Company's general meetings is required to be given, and
- 37.5.2 containing the same information which such notice is required to contain.
- 37.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

38. Voting

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands. A declaration by the chairman of the meeting that a resolution has or has not been passed, or passes with a particular majority, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in recorded minutes of the meeting shall also be conclusive evidence of that fact without such proof. A declaration or entry shall not be conclusive evidence if a poll is demanded in respect of the resolution, and the demand is not subsequently withdrawn.

39. Poll Votes

- 39.1 A poll on a resolution may be demanded:
- 39.1.1 in advance of the general meeting where it is to be put to the vote; or
- 39.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 39.2 A poll may be demanded by:
- 39.2.1 the chairman of the meeting;
- 39.2.2 the directors; or
- 39.2.3 10% of the Members present and having the right to vote at the meeting.
- 39.3 A demand for a poll may be withdrawn if:
- 39.3.1 the poll has not yet been taken, and
- 39.3.2 the chairman of the meeting consents to the withdrawal.

39.4 If a poll is demanded and not withdrawn:

39.4.1 it shall be taken in such manner as the chairman of the meeting directs and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded. No Member shall be entitled to a second or casting vote where there is an equality of votes; and

39.4.2 if demanded by the chairman of the meeting, or on the question of adjournment, the poll shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

39.5 Any proposed resolution may be passed as a written resolution in accordance with the Act.

40. Voting rights

40.1 Every Member of the Company shall be entitled to vote under these Articles and shall have one vote and shall be entitled to receive notice of and to attend and vote at general meetings or on a written resolution PROVIDED THAT:

40.1.1 no Member may vote at any meeting (or on a written resolution) unless all Subscriptions and other monies presently due and payable by him to the Company have been paid; and

40.1.2 no Member may vote at any meeting (or on a written resolution) if he is suspended in accordance with the Articles or Rules.

41. Proxy Voting

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

41.1.1 states the name and address of the Member appointing the proxy;

41.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

41.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and

41.1.4 is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

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

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

41.4 Unless a proxy notice indicates otherwise, it must be treated as:

41.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

41.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

- 41.5 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 41.6 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 41.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 41.8 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.
- 41.9 Where the Company has given an electronic address in a notice calling a meeting, and in an instrument of proxy or invitation to appoint a proxy in relation to the meeting, any document or information relating to proxies for that meeting may, subject to any conditions or limitations specified in the notice, be sent by electronic means to that address. Documents relating to proxies include: the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, a proxy, and notice of termination of the authority of a proxy.
- 41.10 In default of compliance with this Article the instrument of proxy shall not be treated as valid. A valid instrument of proxy shall be deemed, unless expressing the contrary, to confer authority to demand or join in demanding a poll. An otherwise valid instrument of proxy shall only be deemed invalid if a revocation of proxy, in whole or in part, shall be received by the Company and the appointee prior to the exercise of the proxy at the meeting or the adjourned meeting.

42. Errors and disputes

- 42.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chairman of the meeting whose decision is final.
- 42.2 In default of compliance with this Article the instrument of proxy shall not be treated as valid. A valid instrument of proxy shall be deemed, unless expressing the contrary, to confer authority to demand or join in demanding a poll. An otherwise valid instrument of proxy shall only be deemed invalid if a revocation of proxy, in whole or in part, shall be received by the Company and the appointee prior to the exercise of the proxy at the meeting or the adjourned meeting.

43. Amendments to resolutions

- 43.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 43.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 7 days before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
- 43.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 43.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 43.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

- 43.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 43.3 With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 43.4 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

Part 5 – Administrative Arrangements

44. Means of Communication

- 44.1 Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 44.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors will be sent or supplied by the means determined by the Managing Director.
- 44.3 Notices or documents sent to a director are deemed to have been received within 48 hours of being sent.

45. Company Seals

- 45.1 Any common seal may only be used by the authority of the directors.
- 45.2 The directors may decide by what means and in what form any common seal is to be used.
- 45.3 Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 45.4 For the purposes of this article, an authorised person is -
- 45.4.1 any director of the Company;
 - 45.4.2 the Secretary (if any); or
 - 45.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

46. No right to inspect accounts and other records

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

47. Provision for employees on cessation of business

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

48. Directors' indemnity

48.1 Subject to paragraph (2), a relevant director of the Company or an associated Company may be indemnified out of the Company's assets against –

48.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

48.1.2 any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

48.1.3 any other liability incurred by that director as an officer of the Company or an associated company.

48.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

48.3 In this article –

48.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

48.3.2 a "relevant director" means any director or former director of the Company or an associated company.

49. Directors' Insurance

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

49.2 In this article –

49.2.1 a "relevant director" means any director or former director of the Company or an associated company,

49.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and

49.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

50. Directors Report

50.1 The directors shall prepare a directors' report for each financial year of the Company, stating:

50.1.1 the names of the persons who, at any time during the financial year, were directors of the Company; and

50.1.2 the principal activities of the Company in the course of the year.

50.2 Should the Company be audited, the directors' report shall also contain a statement to the effect that, in the case of each of the persons who are directors at the time the report is approved:

50.2.1 so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and

50.2.2 he has taken all steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

50.3 The directors' report shall be approved by the Board and signed on behalf of the board by a director or the secretary of the Company. It shall state the name of the person who signed it and contain a statement in a prominent position above the signature to the effect that the report has been prepared in accordance with the small companies' regime.

51. Handbook

The directors may establish rules governing matters relating to the administration of the Company that are required from time to time for the effective operation of the Company (for example, the provisions relating to classes of Members, Membership fees and Subscriptions and the admission criteria for Members). If there is a conflict between the terms of these Articles and any provision of the Handbook, the terms of these Articles shall prevail.

Part 6 – Other Matters

52. Data Protection

52.1 The Company is committed to the security of the personal information of its Members and it has security procedures in place to protect the loss, misuse or alteration of information under its control.

52.2 The Company will use the information entered into its systems only for administration and marketing purposes and any other purposes made clear in the data entry forms themselves, in any relevant terms or conditions and on any pages or emails that link to such forms. In no circumstances will the Company collect any data that is not directly related to the use of its website or its electronic communications. The Company will not provide any personal information to any third party for any purpose unconnected with the use by Members of its website, except with the prior express consent of Members.

52.3 A Member should notify the Secretary (or the directors, where no Secretary is appointed) as soon as possible of any change of his postal or e-mail address.