

## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

#### Defined terms

1.(1) Members means persons or organisations which have been admitted to membership of the Association. Personal membership is limited to those who are directors of the limited liability company during the duration of their service as directors unless the articles are changed in the future to provide for other categories of personal membership. Organisations in membership may appoint a representative to exercise all the rights and duties of their appointing organisation.

(2) The Objects and powers are shown in the Memorandum of Association dated 16 January 2009 and are deemed to be part of these Articles pursuant to the Companies Act 2006.

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

#### Liability of members

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member.

## PART 2

### DIRECTORS

#### DIRECTORS' POWERS AND RESPONSIBILITIES

#### **Directors' general authority**

3. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company. They are also charity trustees of the charitable company when the company is registered as a charity.

#### **Members' reserve power**

4. (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

## Directors may delegate

5. Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles.

## Committees

6. (1) 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 directors.

(2) 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.

## DECISION-MAKING BY DIRECTORS

### Directors to take decisions collectively

7 (1) The general rule about decision-making by directors is that any decision of the directors must be either a simple majority decision at a meeting (unless the articles or company law requires otherwise) or a decision taken in accordance with article 8.

### Unanimous decisions

8. (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.

(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.

(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 motion at a directors' meeting.

(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.

### Calling a directors' meeting

9. (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time; and

(b) where it is to take place.

(3) Notice of a directors' meeting must be given to each director in such form as the directors require.

(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.

### **Participation in directors' meetings**

10. (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
- (a) the meeting has been called and takes place in accordance with the articles, and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (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.

### **Quorum for directors' meetings**

11. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than six.
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- (a) to appoint further directors, or
  - (b) to call a general meeting so as to enable the members to appoint further directors.

### **Chairing of directors' meetings**

12. (1) The directors may appoint a director to chair their meetings.
- (2) The directors may terminate the Chair's appointment at any time.
- (3) If the Chair is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

### **Casting vote**

13. (1) If the numbers of votes for and against a proposal are equal, the Chair or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the Chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **Conflicts of interest**

14. 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.

### **Records of decisions to be kept**

15. The directors must ensure that the company keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

### **Directors' discretion to make further rules**

16. 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.

## **APPOINTMENT OF DIRECTORS**

### **Methods of appointing directors**

17. (1) Any person who is willing to act as a director, and who is permitted by law to do so, may be appointed to be a director—

- (a) by ordinary resolution, or
- (b) by a decision of the directors to fill a casual vacancy until the termination of the term of Office of the person causing the casual vacancy.

(2) A director may serve for three years, three-times renewable, but must then stand down for at least one year before any possible re-election.

### **Termination of director's appointment**

18. A person ceases to be a director as soon as any one or more of the following apply—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) 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;
- (e) he or she dies;
- (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) where the director is removed from Office by the unanimous decision of the other directors or by a majority of the members attending a General Meeting but only after the director concerned has been given the opportunity of answering any criticisms made of him or her.

### **Directors' remuneration**

19.(1) Directors may undertake any services for the company that the directors decide.

(2) Directors are entitled to such remuneration as the directors determine for any service which they undertake for the company other than service as a director.

### **Directors' expenses**

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

- (a) meetings of directors or committees of directors,
- (b) general meetings, or

otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

## PART 3

### MEMBERS

#### BECOMING AND CEASING TO BE A MEMBER

##### Applications for membership

21. 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.

##### Termination of membership

22. (1) A member may withdraw from membership of the company by giving seven days' notice to the company in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist or fails to renew the annual subscription within one month of its demand or when membership is terminated for good reason by the directors after the member has been given the opportunity to answer any criticisms made.

#### ORGANISATION OF GENERAL MEETINGS

##### Attendance and speaking at general meetings

23. (1) 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.
- (2) A person is able to exercise the right to vote at a General Meeting when—
- (a) that person is able to vote, during the meeting, on motions put to the vote at the meeting, and
  - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) 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.
- (4) 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.
- (5) 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.

### Quorum for General Meetings

24. No business other than the appointment of the Chair of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum. The quorum shall comprise six of those entitled to attend and to exercise a vote as long as at least two shall be directors of the company.

### Chairing General Meetings

25. If the directors have not appointed a Chair, or if the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

- (a) the directors present, or
- (b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting.

### Attendance and speaking by directors and non-members

26 The Chair of the Meeting may permit other persons who are not members of the company to attend and speak at a General Meeting, but such persons shall not have any voting rights.

### Adjournment

Directors and nominated representatives of member companies may attend General Meetings and exercise their right to vote on any matter put to a vote.

27.(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 Chair of the meeting must adjourn it.

(2) The Chair of the meeting may adjourn a General Meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or
- (b) the Chair decides it is necessary for good order, or
- (c) the meeting requests an adjournment.

(3) When adjourning a General Meeting, the Chair of the meeting must 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

(4) If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, the company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given).

(5) 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.

## VOTING AT GENERAL MEETINGS

### Voting: general

28. A resolution put to the vote of a General Meeting (where each member has one vote on each matter being put to a vote) must be decided on a show of hands unless the Chair shall decide otherwise, or a poll is duly demanded in accordance with the Company Law.

### Poll votes

29. (1) A poll on a resolution may be demanded—
- (a) in advance of the General Meeting where it is to be put to the vote, or
  - (b) 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.
- (2) A poll may be demanded by—
- (a) the Chair of the meeting;
  - (b) the directors;
  - (c) two or more persons having the right to vote on the resolution; or
- (3) A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
  - (b) the Chair of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the Chair of the meeting directs.

### Content of proxy notices

30. (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice').
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
- (a) allowing the person, appointed under it as a proxy, discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

### Delivery of proxy notices

- 31 (1) A person who is entitled to attend, speak or vote 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.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

## PART 4

### ADMINISTRATIVE ARRANGEMENTS

#### Means of communication to be used

32. (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.

(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 may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

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

#### No right to inspect accounts and other records

33. No member is entitled to inspect any of the company's accounting or other records or documents by virtue of being a member.

#### Winding up on the cessation of business

34. 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.

35. In the event of the dissolution of the Association and there remains, after the payment of all its debts and liabilities, any assets of the Association, such assets shall not be shared amongst the members but shall be given to some other organisation which has similar purposes to the Association and which also prohibits the distribution of its assets.

## DIRECTORS' INSURANCE

#### Insurance

36. 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 where that director has acted in good faith.