

**THE COMPANIES ACT 2006**

**Company Limited by Guarantee  
and not having a share Capital**

**Articles of Association**

**OF**

**Federation of Model Engineering Societies**



**Incorporated 17 April 2014**

**No. 9002737**

# **COMPANY NOT HAVING A SHARE CAPITAL**

## **Articles of Association of Federation of Model Engineering Societies**

### **Name**

- 1 The company's name is Federation of Model Engineering Societies (and in this document it is called the 'Federation').

### **Interpretation**

- 2 In the articles:

'address' means a postal address or, or the purposes of electronic communication, any number or address used for the purposes of such communications, in each case registered with the Federation;

'Affiliated Organisation' means an organisation which is a member of the Federation and which represents a model engineering group;

'the Articles' means the Federation's articles of association;

'the Federation' means the company intended to be regulated by the Articles;

'clear days' in relation to the period of a notice means a 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;

"subcommittee" means a subcommittee of the Officers appointed under Article 45;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Federation;

'the Officers' means the directors of the Federation;

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

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

'the Memorandum' means the Federation's memorandum of association;

'the seal' means the common seal of the Federation if it has one;

'secretary' means any person appointed to perform the duties of the secretary of the Federation;

'the United Kingdom' means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, other words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when the Articles become binding on the Federation.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **Liability of members**

3(1) The liability of the each member is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Federation in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- (1) payment of the Federation's debts and liabilities incurred before he, she or it ceases to be a member;
- (2) payment of the costs, charges and expenses of winding up; and
- (3) adjustment of the rights of the contributories among themselves.

### **Objects**

4 The Federation's objects ('Objects') are to encourage all branches of Model or Light Engineering as a hobby; to promote the community aspect of the hobby, to encourage people to participate in the hobby and where appropriate to form themselves into organisations with a common interest and purpose; to draw up and recommend standards of practice, to foster and facilitate interchange of ideas and experience, to promote mutual assistance between people and between affiliated Societies and to promote the interests of the Model Engineering community when statutes or other governmental controls are being determined and have an impact on the conduct of the hobby.

### **Powers**

5 The Federation has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Federation has power:

- (1) to raise funds;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of its property;
- (4) to borrow money and to charge the whole or any part of the property belonging to the Federation as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation and to guarantee, grant indemnities in respect of, support or secure the performance of the obligations of any third party;
- (5) to co-operate with voluntary bodies and statutory authorities and to exchange information and advice with them;

- (6) to establish or support any trusts, associations or institutions formed for any of the purposes included in the Objects, to undertake and administer any trusteeship and to act as a trust corporation;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any voluntary body;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such staff as the Federation considers expedient for carrying out the work of the Federation and to make all reasonable provision for the payment of pensions and superannuation to staff and their dependants;
- (10) to:
  - (a) deposit or invest funds;
  - (b) employ a professional fund-manager; and
  - (c) arrange for the investments or other property of the Federation to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (11) to obtain indemnity insurance for the Officers;
- (12) to pay out of the funds of the Federation the costs of forming and registering the Federation as a company;
- (13) to do all such other lawful things as are necessary or desirable for the achievement of the Objects.

### **Application of income and property**

- 6(1) The income and property of the Federation shall be applied solely towards the promotion of the Objects.
- (2)(a) An Officer is entitled to be reimbursed from the property of the Federation or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Federation.
- (b) An Officer may benefit from trustee indemnity insurance cover purchased at the Federation's expense.
- (c) An Officer may receive an indemnity from the Federation in the circumstances specified in Article 55.
- (d) An Officer may not receive any other benefit or payment unless it is authorised by Article 7.
- (3) Subject to Article 7, none of the income or property of the Federation may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Federation. This does not prevent a member who is not an Officer receiving:

- (a) a benefit from the Federation through the services or facilities provided by the Federation generally to its members;
- (b) reasonable and proper remuneration for any goods or services supplied to the Federation.

## **Benefits and payments to Officers**

### **7(1) General provisions**

No Officer may:

- (a) buy any goods or services from the Federation on terms preferential to those applicable to members of the public and/or to members of the Federation;
- (b) sell goods, services, or any interest in land to the Federation;
- (c) be employed by, or receive any remuneration from, the Federation;
- (d) receive any other financial benefit from the Federation;

unless the payment is permitted by sub-clause (2) of this Article.

In this Article 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

## **Scope and powers permitting Officers' benefits**

- (2)(a) An Officer may receive a benefit from the Federation through the services or facilities provided by the Federation generally to its members.
- (b) An Officer may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Federation provided that:
  - (i) the amount or maximum amount of the remuneration is set out in an agreement in writing between the Federation or its the Officers (as the case may be) and the Officer under which the Officer is to provide the services in question to or on behalf of the Federation, and does not exceed what is reasonable in the circumstances for the provision by the Officer of the services in question; and
  - (ii) before entering into that agreement, the Officers decided that they were satisfied that it would be in the best interests of the Federation for the services to be provided by the Officer to or on behalf of the Federation for the amount or maximum amount of remuneration set out in the agreement.
- (c) Subject to sub-clause (3) of this Article an Officer may provide the Federation with goods that are not supplied in connection with services provided to the Federation by the Officer.
- (d) An Officer may receive interest on money lent to the Federation at a reasonable and proper rate.
- (e) An Officer may receive rent for premises let by the Officer to the Federation. The amount of the rent and the other terms of the lease must be reasonable and proper. The Officer concerned must withdraw from any meeting at which such a proposal or

the rent or other terms of the lease are under discussion unless expressly invited to remain in order to provide information.

- (f) An Officer may take part in the normal trading and fundraising activities of the Federation on the same terms as members of the public and/or members of the Federation.

### **Payment for supply of goods only – controls**

- (3) The Federation and its Officers may only rely upon the authority provided by sub-clause (2)(c) of this Article if each of the following conditions is satisfied:
  - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Federation or its Officers (as the case may be) and the Officer supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Federation.
  - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - (c) The other Officers are satisfied that it is in the best interests of the Federation to contract with the supplier rather than with someone who is not an Officer. In reaching that decision the Officers must balance the advantage of contracting with an Officer against the disadvantages of doing so.
  - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Federation unless expressly invited to remain in order to provide information.
  - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Officers is present at the meeting.
  - (f) The reason for their decision is recorded by the Officers in the minute book.
- (4) In sub-clauses (2) and (3) of this Article 'Federation' includes any company in which the Federation:
  - (i) holds more than 50% of the shares; or
  - (ii) controls more than 50% of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more directors to the board of the company.

### **Declaration of Officers' interests**

- 8(1) An Officer or member of a subcommittee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Federation or in any transaction or arrangement entered into by the Federation which has not previously been declared. An Officer or member of a subcommittee must absent himself or herself from any discussions of the Officers or members of a subcommittee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Federation and any personal interest (including but not limited to any personal financial interest) unless expressly invited to remain in order to provide information.

- (2) For the purposes of this Article, an interest which an Officer or member of a subcommittee has in a matter to be discussed at a meeting of the Officers or a subcommittee and which arises only by virtue of him or her being a member or unpaid director or officer of another company or institution which is constituted as a voluntary organisation which prohibits the distribution of its income and property to an extent at least as great as is imposed on the Federation by these Articles or, in the case of a wholly owned subsidiary company, whose parent company is so constituted or contains such a prohibition shall not be treated as a personal interest. Such interest shall be declared at or before the beginning of discussion of the matter but the Officer or subcommittee member shall not thereby be prohibited from participating in the meeting, being counted in the quorum or voting on the matter.

### **Conflicts of interests and conflicts of loyalties**

- 9(1) If a conflict of interests arises for an Officer because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Officers may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted Officer is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person unless expressly invited to remain in order to provide information;
  - (b) the conflicted Officer does not vote on any such matter and is not to be counted when considering whether a quorum of Officers is present at the meeting; and
  - (c) the unconflicted Officers consider it is in the interests of the Federation to authorise the conflict of interests in the circumstances applying.
- (2) In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to an Officer.

### **Members**

- 10(1) The subscribers to the Memorandum are the first members of the Federation.
- (2) Membership is open to other individuals or organisations who:
- (a) apply to the Federation in the form required by the Officers; and
  - (b) are approved by the Officers, in their absolute discretion.
- (3) Membership is not transferable.
- (4) The Officers must keep a register of names and addresses of the members.

### **Classes of membership**

- 11(1) The Officers may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The Officers may not directly or indirectly alter the rights or obligations attached to a class of membership.

- (3) The rights attached to a class of membership may only be varied if:
  - (a) three-quarters of the members of that class consent in writing to the variation; or
  - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

### **Termination of membership**

12 Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Federation unless, after the resignation, there would be fewer than two members;
- (3) the member is removed from membership by a resolution of the Officers that it is in the best interests of the Federation that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Officers at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Federation) has been allowed to make representations to the meeting.

### **General meetings**

- 13(1) The Federation must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 14 The Officers may call a general meeting at any time and shall do so on the requisition of members pursuant to the provisions of the Companies Acts.

### **Notice of general meetings**

- 15(1) The minimum period of notice required to hold a general meeting of the Federation is fourteen clear days.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under the Companies Acts and Article 22.



- (4) The notice must be given to all the members and to the Officers and to the auditors, if appointed.
- 16 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Federation.

### **Proceedings at general meetings**

17(1) No business shall be transacted at any general meeting unless a quorum is present.

- (2) A quorum is:
  - (a) ten members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
  - (b) one quarter of the total number of Affiliated Organisations at the time;whichever is the smaller.
- (3) The authorised representative of a member organisation shall be counted in the quorum.

18(1) If:

- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Officers shall determine.
- (2) The Officers must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
  - (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

19(1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Officers.

- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting an Officer nominated by the Officers shall chair the meeting.
- (3) If there is only one Officer present and willing to act, he or she shall chair the meeting.
- (4) If no Officer is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

20(1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
  - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 21(1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting; or
  - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
  - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2)(a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Federation but the number or proportion of votes cast need not be recorded.
- (3)(a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4)(a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5)(a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

### **Proxy notices**

22(1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:

- (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Officers may determine; and
  - (d) is delivered to the Federation in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Federation 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.
  - (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 Federation by or on behalf of that person.
  - (6) An appointment under a proxy notice may be revoked by delivering to the Federation a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
  - (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.
  - (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.

### **Written resolutions**

- 23(1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to every eligible member;
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

- 24 Subject to Article 11, every member, whether an individual or an organisation, shall have one vote, provided that a person may not carry more than one vote on a show of hands at any meeting regardless of the number of Affiliated Organisations represented, and on a poll every member present in person or by proxy shall have one vote.
- 25 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 26(1) Any organisation that is a member of the Federation may nominate any person to act as its representative at any meeting of the Federation.
- (2) The organisation must give written notice to the Federation of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Federation. The representative may continue to represent the organisation until written notice to the contrary is received by the Federation.
- (3) Any notice given to the Federation will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Federation shall not be required to consider whether the representative has been properly appointed by the organisation.

### **Officers**

- 27(1) An Officer must be a natural person aged 16 years or older.
- (2) No one may be appointed an Officer if he or she would be disqualified from acting under the provisions of Article 38.
- 28 The minimum number of Officers shall be 3 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 29 The first Officers shall be those persons notified to Companies House as the first Officers of the Federation.
- 30 An Officer may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Officers.

### **Powers of Officers**

- 31(1) Subject to the provisions of the Companies Acts, the Articles and to any directions given by special resolution the Officers shall manage the business of the Federation and may exercise all the powers of the Federation.
- (2) No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Officers.

- (3) Any meeting of Officers at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Officers.

### **Retirement of Officers**

- 32 At each annual general meeting all the Officers must retire from office but may stand for re-election.

### **Appointment of Officers**

- 33 The Federation may by ordinary resolution appoint a person who is willing to act to be an Officer.

- 34 No person may be appointed an Officer at any general meeting unless:

- (1) he or she is recommended for re-election by the Officers; or
- (2) he or she is a member of an Affiliated Organisation and not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Federation is given a notice that:
  - (a) is signed by an officer of the Affiliated Organisation;
  - (b) states the Affiliated Organisation's intention to propose the appointment of that person as an Officer;
  - (c) contains the details that, if the person were to be appointed, the Federation would have to file at Companies House; and
  - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

- 35 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint an Officer.

- 36(1) The Officers may appoint a person who is willing to act to be an Officer.

- (2) An Officer appointed by a resolution of the other Officers must retire at the next annual general meeting.

- 37 The appointment of an Officer, whether by the Federation in general meeting or by the other Officers, must not cause the number of Officers to exceed any number fixed as the maximum number of Officers.

### **Disqualification and removal of Officers**

- 38 An Officer shall cease to hold office if he or she:

- (1) ceases to be an Officer by virtue of any provision in the Companies Acts or is prohibited by law from being an Officer;
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

- (3) resigns as an Officer by notice to the Federation (but only if at least two Officers will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the Officers from all their meetings held within a period of six consecutive months and the Officers resolve that his or her office be vacated.

### **Remuneration of Officers**

39 The Officers must not be paid any remuneration unless it is authorised by Article 7.

### **Proceedings of Officers**

40(1) The Officers may regulate their proceedings as they think fit, subject to the provisions of the Articles.

- (2) Any Officer may call a meeting of the Officers.
- (3) The secretary (if any) must call a meeting of the Officers if requested to do so by an Officer.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the Officers in which each participant may communicate with all the other participants.

41(1) No decision may be made by a meeting of the Officers unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Officers in which a participant or participants may communicate with all the other participants.

- (2) The quorum shall be two or, where there are four or more Officers, three.
- (3) An Officer shall not be counted in the quorum present when any decision is made about a matter upon which that Officer is not entitled to vote.

42 If the number of Officers is less than the number fixed as the quorum, the continuing Officers or Officer may act only for the purpose of filling vacancies or of calling a general meeting.

43(1) The Officers may appoint an Officer to chair their meetings and may at any time revoke such appointment.

- (2) If no-one has been appointed to chair meetings of the Officers or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Officers present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Officers shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Officers.

- 44(1) A resolution in writing or in electronic form agreed by all of the Officers or (as the case may be) members of a subcommittee entitled to receive notice of a meeting of the Officers or of a subcommittee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Officers or (as the case may be) a subcommittee duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Officers or (as the case may be) members of the subcommittee has signified their agreement.

### **Delegation**

- 45(1) The Officers may delegate any of their powers or functions to a subcommittee of two or more Officers or other persons but the terms of any delegation must be recorded in the minute book.
- (2) The Officers may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the subcommittee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the Federation except in accordance with a budget previously agreed with the Officers.
- (3) The Officers may revoke or alter a delegation.
- (4) All acts and proceedings of any subcommittees must be fully and promptly reported to the Officers.
- (5) No decision at any meeting of any subcommittee to exercise any powers delegated to it by the Officers shall be effective unless a majority of those present at the time of the decision are Officers.

### **Validity of Officers' decisions**

46(1) Subject to Article 46(2), all acts done by a meeting of Officers, or of a subcommittee, shall be valid notwithstanding the participation in any vote of an Officer or member of such subcommittee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the Articles to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that Officer or subcommittee member; and
- (e) that Officer or subcommittee member being counted in the quorum;

the decision has been made by a majority of the Officers or subcommittee members at a quorate meeting.

- (2) Article 46(1) does not permit an Officer or subcommittee member to keep any benefit that may be conferred upon him or her by a resolution of the Officers or of a subcommittee if, but for Article 46(1), the resolution would have been void, or if the Officer or subcommittee member has not complied with Article 8.

### **Honorary Officers**

- 47 The Officers may from time to time appoint and remove such persons as they consider appropriate to act as honorary officers of the Federation. Such appointees shall hold office until the next annual general meeting but shall be eligible for reappointment by the members of the Federation at such meeting.

### **Seal**

- 48 If the Federation has a seal it must only be used by the authority of the Officers or of a subcommittee authorised by the Officers. The Officers may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by an Officer and by the secretary (if any) or by a second Officer.

### **Minutes**

- 49 The Officers must keep minutes of all:
- (1) appointments of officers made by the Officers;
  - (2) proceedings at meetings of the Federation;
  - (3) meetings of the Officers and subcommittees including:
    - (a) the names of the Officers present at the meeting;
    - (b) the decisions made at the meetings; and
    - (c) where appropriate the reasons for the decisions.

### **Means of communication to be used**

- 50(1) Subject to the Articles, anything sent or supplied by or to the Federation 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 Federation.
- (2) Subject to the Articles, any notice or document to be sent or supplied to an Officer in connection with the taking of decisions by Officers may also be sent or supplied by the means by which that Officer has asked to be sent or supplied with such notices or documents for the time being.
- 51 Any notice to be given to or by any person under the Articles:
- (1) must be in writing; or
  - (2) must be given in electronic form.
- 52(1) The Federation may give any notice to a member either:
- (a) personally; or



- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it in electronic form to the member's address.
  - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (2) A member who does not register an address with the Federation [or who registers only a postal address that is not within the United Kingdom] shall not be entitled to receive any notice from the Federation.
- 53 A member present in person at any meeting of the Federation shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 54(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with the Companies Acts.
- (3) In accordance with the Companies Acts notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent.

### **Indemnity**

- 55(1) The Federation may indemnify a relevant Officer against any liability incurred in that capacity, to the extent permitted by the Companies Acts.
- (2) In this Article a 'relevant Officer' means any director or former director of the Federation.
- 56 The Federation may indemnify an auditor against any liability incurred by him or her or it
- (1) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
  - (2) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

### **Rules**

- 57(1) The Officers may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Federation.

- (2) The bye laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members of the Federation [(including the admission of organisations to membership)] and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Federation in relation to one another, and to the Federation's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Federation's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the Officers in so far as such procedure is not regulated by the Companies Acts or by the Articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Federation in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Officers must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Federation.
- (5) The rules or bye laws shall be binding on all members of the Federation. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

## **Disputes**

- 58 If a dispute arises between members of the company about the validity or propriety of anything done by the members of the company under the Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **Dissolution**

- 59(1) The members of the Federation may at any time before, and in expectation of, its dissolution resolve that any net assets of the Federation after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Federation be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
  - (b) by transfer to any voluntary organisation(s) for purposes similar to the Objects; or
  - (c) to any voluntary organisation(s) for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Federation, the Officers of the Federation may at any time before, and in expectation of, its dissolution resolve that any net assets of the Federation after all its debts and liabilities have been paid, or provision made for them, shall on or before the dissolution of the Federation be applied or transferred in any of the following ways:
- (a) directly for the Objects; or

- (b) by transfer to any voluntary organisation(s) for purposes similar to the Objects; or
  - (c) to any voluntary organisation(s) for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Federation be paid to or distributed among the members of the Federation (except to a member that is itself a voluntary organisation).