

Company No. 01030451

INCORPORATED UNDER THE COMPANIES ACTS 1948 TO 1967

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THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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**ARTICLES OF ASSOCIATION**  
of  
**THE BRITAIN-AUSTRALIA SOCIETY**

Incorporated on 9 November 1971

Adopted by special resolution passed on [•] October 2017

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**ARTICLES OF ASSOCIATION**

of

**THE BRITAIN-AUSTRALIA SOCIETY**

**INTERPRETATION AND LIMITATION OF LIABILITY**

1. **INTERPRETATION**

1.1 In these articles, unless the context otherwise requires:

"**Act**" means the Companies Act 2006;

"**adoption date**" means the date of adoption of these articles;

"**articles**" means the Company's articles of association;

"**bankruptcy**" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"**business day**" means a day other than a Saturday, Sunday or public holiday in England and Wales;

"**Chairman**" has the meaning given to it in article 17.1;

"**chair of the meeting**" has the meaning given to it in article 45.4;

"**Charitable Entity**" means a charity registered in the Charity Register;

"**Charities Act**" means the Charities Act 2011;

"**Charity Commission**" means the Charity Commission for England and Wales;

**"Charity Register"** has the meaning given to it in article 69.3;

**"clear days"** means, in relation to a period of notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

**"Company"** means The Britain-Australia Society, a company incorporated in England and Wales (registered number 01030451);

**"connected person"** means, in relation to a director:

- (a) a child, parent, grandchild, grandparent, brother or sister of the director;
- (b) the spouse or civil partner of the director or of any person falling within sub-paragraph (a) above;
- (c) a person carrying on business in partnership with the director or with any person falling within sub-paragraph (a) or (b) above;
- (d) a firm of which the director or any person falling within sub-paragraph (a), (b) or (c) above is a partner;
- (e) an institution which is controlled:
  - (i) by a director or any person falling within sub-paragraph (a), (b) or (c) above; or
  - (ii) by two or more persons falling within sub-paragraph (e)(i) above, when taken together;
- (f) a body corporate in which:
  - (i) the director or any person falling within sub-paragraph (a), (b) or (c) above has a substantial interest; or
  - (ii) two or more persons falling within sub-paragraph (f)(i) above who, when taken together, have a substantial interest; and
- (g) a company limited by shares in which the director or any person falling within sub-paragraph (a), (b) or (c) above holds more than 1 per cent. of the issued share capital, or any other company or unincorporated association in which he or any such person is a member,

(with the terms "child", "spouse", "civil partner", "control" and "substantial interest" having the same meanings as given to those terms in sections 350 to 352 (inclusive) of the Charities Act);

**"corporate member"** means (a) a person admitted to the corporate membership or corporate partner classes of membership of the Company or (b) a member designated as such in accordance with the relevant rules or bylaws of the Company in force from time to time;

"**corporate representative**" has the meaning given to it in article 57;

"**Deputy Chairman**" has the meaning given to it in article 17.2;

"**director**" means a director of the Company, and includes any person occupying the position of director, by whatever name called;

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

"**electronic form**" has the meaning given in section 1168 of the Act;

"**Government**" means each of the Government of the Commonwealth of Australia and Her Majesty's Government of the United Kingdom;

"**group company**" means a subsidiary undertaking of the Company;

"**instrument**" means a document in hard copy form;

"**in writing**" means the representation of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

"**member**" means a member of the Company;

"**Nominated State Government**" means any two of the following governments (in each case for so long as they are represented in the United Kingdom by an Agent-General) chosen by the directors from time to time:

- (a) the Government of the State of Victoria;
- (b) the Government of the State of Queensland;
- (c) the Government of the State of South Australia; and
- (d) the Government of the State of Western Australia,

provided that, in the event that the Government of the State of New South Wales or Tasmania resumes the practice of appointing an Agent-General to the United Kingdom on or after the adoption date, each such government shall also be eligible to be a Nominated State Government;

"**Objects**" has the meaning given to it in article 3.1;

"**Observer**" has the meaning given to it in article 32.1.1;

"**participate**", in relation to a directors' meeting, has the meaning given to it in article 15.1 and "**participating director**" shall be construed accordingly;

"**proxy notice**" has the meaning given to it in article 55.1;

"**proxy notification address**" has the meaning given to it in article 56.1;

**"qualifying person"** means an individual who is a member of the Company, a person authorised under section 323 of the Act to act as the corporate representative of a member of the Company in relation to the relevant meeting or a person appointed as a proxy of a member of the Company in relation to the relevant meeting;

**"register of members"** has the meaning given to it in article 33.5;

**"seal"** means the common seal of the Company;

**"secretary"** means the secretary of the Company and includes any joint, assistant or deputy secretary and a person appointed by the directors to perform the duties of the secretary;

**"subsidiary undertaking"** is to be construed in accordance with section 1162 (and Schedule 7) of the Act and, for the purposes of this definition, shall include any person the shares or ownership interests in which are subject to security and where the legal title to the shares or ownership interests so secured are registered in the name of the secured party or its nominee pursuant to such security;

**"Table C"** means Table C in the schedule to The Companies (Tables A to F) Regulations 1985 (S.I. 1985 No. 805) (as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (S.I. 1985 No. 1052), The Companies (Tables A to F) (Amendment) Regulations 2007 (S.I. 2007 No. 2541) and The Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (S.I. 2007 No. 2826)); and

**"United Kingdom"** means Great Britain and Northern Ireland.

- 1.2 Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act as in force on the adoption date.
- 1.3 Where an ordinary resolution of the Company is expressed to be required for any purpose, a special resolution is also effective for that purpose.
- 1.4 References to any statutory provision or statute include all modifications thereto and all re-enactments (with or without modification) thereof and all subordinate legislation made thereunder in each case for the time being in force, unless expressly stated otherwise. This article 1.4 does not affect the interpretation of article 1.2.
- 1.5 A member is "present" at a meeting if the member (being an individual) attends (otherwise than by his duly appointed proxy) or if the member (being a corporation) attends by its duly authorised corporate representative or if the member attends by his duly appointed proxy.
- 1.6 The *ejusdem generis* principle of construction shall not apply. Accordingly, general words shall not be given a restrictive meaning by reason of their being preceded or followed by words indicating a particular class of acts, matters or things or by examples falling within the general words.
- 1.7 The headings in these articles do not affect their interpretation or construction.
- 1.8 In these articles, words importing one gender shall include each gender.



1.9 No regulations or model articles contained in any statute or subordinate legislation, including those contained in Table C and in any other Table C applicable to the Company under any former enactment, apply as these articles of association of the Company.

## 2. **LIABILITY OF MEMBERS**

2.1 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, she or it is a member or within one year after he, she or it ceases to be a member, for:

2.1.1 payment of the Company's debts and liabilities contracted before he, she or it ceases to be a member;

2.1.2 payment of the costs, charges, and expenses of winding up; and

2.1.3 adjustment of the rights of the contributories among themselves.

## 3. **OBJECTS OF THE COMPANY**

3.1 The Company's objects (the "**Objects**") are specifically restricted to the following:

3.1.1 to advance education, the arts, culture, heritage, sports and the sciences and, as ancillary to that Object:

(a) to promote and further the knowledge, understanding and appreciation of the arts (both visual and performing), philosophy, shared history, literature, economic and security interests, society, politics, culture, sporting interests and ways of life, in each case of the United Kingdom and Australia;

(b) to disseminate knowledge in, and promote the study of, such fields by means, *inter alia*, of conferences, lectures, debates, discussion groups, functions, meetings, displays, visits, exchanges, exhibitions, performances, sporting events and similar activities;

(c) to encourage and to work with other individuals and organisations with similar objects, including, without limitation, by the awarding of grants, scholarships, academic and other prizes and by sponsorship, donations or other financial and administrative support; and

(d) to further educational, artistic and cultural exchanges between the United Kingdom and Australia; and

3.1.2 to advance citizenship or community development in the United Kingdom and Australia through activities which promote cultural exchange and understanding as well as shared values and ways of life.

#### 4. **POWERS OF THE COMPANY**

4.1 The Company has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. Without limiting the generality of the foregoing, the Company has power to:

- 4.1.1 raise funds and to invite and receive membership fees and contributions;
- 4.1.2 make and receive grants, donations or loans;
- 4.1.3 trade in the course of carrying out the Objects and to charge for services;
- 4.1.4 promote or carry out research and publish the results of it;
- 4.1.5 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.1.6 sell, lease or otherwise dispose of all or any part of the property belonging to the Company (provided that, for so long as the Company is a Charitable Entity, such power shall be exercised in accordance with, and subject to, sections 117 and 122 of the Charities Act);
- 4.1.7 draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, to accept and make transfers of funds and to operate bank, building society or other accounts in the name of the Company;
- 4.1.8 borrow money, to give guarantees, and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation (provided that, for so long as the Company is a Charitable Entity, the exercise of such power in the case of mortgaging land shall be subject to sections 124 to 126 (inclusive) of the Charities Act);
- 4.1.9 deposit or invest funds, employ a professional fund-manager, and/or arrange for the investments or other property of the Company to be held in the name of a nominee, in each case, 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;
- 4.1.10 co-operate with, and enter into contracts with, other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 4.1.11 co-operate with, and enter into contracts with, any other person;
- 4.1.12 promote, assist, establish or support (financially or otherwise) any charitable trusts, associations or institutions promoting or pursuing any of the charitable purposes included in the Objects;
- 4.1.13 acquire, merge with or to enter into any partnership or joint venture arrangement with any other person;

- 4.1.14 establish and be a member of any other undertaking (including a subsidiary undertaking of the Company to carry on any trade);
- 4.1.15 set aside income as a reserve against future expenditure;
- 4.1.16 employ and remunerate staff (but subject to articles 22.5, 22.6 and 28 in the case of a director);
- 4.1.17 engage consultants and advisers on such terms as the directors think fit;
- 4.1.18 insure the assets of the Company, and to insure the Company in respect of any liabilities, to such amount and on such terms as the directors decide, to pay premiums out of income or capital and to use any insurance proceeds as the directors decide (without necessarily having to restore the asset);
- 4.1.19 insure and indemnify the Company's employees and voluntary workers from and against all risks insured in the proper performance of their duties;
- 4.1.20 take out insurance to protect the Company and those who use premises owned by or let or hired to the Company;
- 4.1.21 provide indemnity insurance for the directors (provided that, for so long as the Company is a Charitable Entity, such power shall be exercised in accordance with, and subject to the conditions in, section 189 of the Charities Act); and
- 4.1.22 pay out of the funds of the Company the costs of forming and registering the Company both as a company and, if applicable, as a charity.

## **5. APPLICATION OF INCOME AND PROPERTY**

- 5.1 The income and property of the Company shall be applied solely towards the promotion of the Objects.
- 5.2 Notwithstanding article 5.1, a director:
  - 5.2.1 is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Company;
  - 5.2.2 may benefit from indemnity insurance cover purchased at the Company's expense in accordance with article 4.1.21;
  - 5.2.3 may receive an indemnity from the Company in the circumstances specified in article 74; and
  - 5.2.4 may not receive any other benefit or payment unless it is authorised by article 22.6 or article 28 (as applicable).
- 5.3 Subject to articles 22.5, 22.6 and 28, none of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Company. For the avoidance of doubt, this article 5.3 does not prevent a member who is not also a director receiving:

- 5.3.1 a benefit from the Company in furtherance of the Objects; or
- 5.3.2 reasonable and proper remuneration for any goods or services supplied to the Company.

**6. REGIONAL AFFILIATES**

The directors may establish affiliates of the Company (each, a "**Regional Affiliate**") as separate legal entities in accordance with the relevant law and enter into and terminate arrangements and agreements with such Regional Affiliates as the directors may think fit and take such steps as may be necessary to enter into, regulate and/or terminate such arrangements and agreements.

**7. BRANCHES**

7.1 The Company may by resolution of the directors establish or adopt, in the United Kingdom or elsewhere, branches of the Company. The Company has at the adoption date the following branches:

Cambridgeshire	Leicestershire	Lincolnshire
London	Norfolk	Portsmouth
Suffolk	West Country	

7.2 Any person who is a member of the a branch of the Company or shall be admitted to membership of a branch of the Company or to any new branch shall be or become a member of the Company and all the provisions of these articles relating to status, rights and obligations of members shall apply to them.

7.3 A person who ceases to be a member of a branch in accordance with the bylaws, rules or regulations governing that branch shall at the same time cease to be a member of the Company, unless he applies directly to the Company's head office for membership in accordance with these articles, and is accepted.

7.4 A person who is removed from the membership of the Company shall also cease to be a member of any branch.

7.5 The Company may by resolution of the directors devolve upon a committee of management, or individual managers, as it thinks fit, responsibility for the management and administration of each branch and of its assets, and allow such persons the custody, control and disposition of monies and other assets accruing to the branch from its membership and activities. The Company by resolution of the directors may at any time revoke any of the powers and authorities given to those from time to time in charge of branch affairs and resume direct control of the same. The Company may by the like resolution dissolve any branch and after making provision for any liabilities of that branch transfer its funds to the Company's central account.

7.6 The directors may establish and from time to time vary bylaws, rules and regulations for the management and administration of branch affairs.

- 7.7 Persons having responsibility for the management and administration of any branch may, subject to the approval of the directors, determine the subscription payable from time to time by members affiliated with that branch. The directors may, in relation to the members of any branch, require the payment of an annual fee to the Company's central funds by that branch, to be known as a "capitation" fee, which shall be calculated with reference to the number of full paying members of that branch from time to time.

## **DIRECTORS' POWERS AND RESPONSIBILITIES**

### **8. TRUSTEES**

For so long as the Company is a Charitable Entity, each director is a charity trustee as defined in section 177 of the Charities Act.

### **9. DIRECTORS' GENERAL AUTHORITY**

Subject to the Act and these 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.

### **10. EFFECT OF ALTERING ARTICLES**

No alteration of these articles invalidates anything which the directors have done prior to the alteration.

### **11. DIRECTORS MAY DELEGATE**

- 11.1 Subject to these articles, the directors may delegate any of their powers, authorities and discretions:

11.1.1 to such person or committee;

11.1.2 by such means (including by power of attorney or otherwise);

11.1.3 to such an extent;

11.1.4 in relation to such matters or territories; and

11.1.5 on such terms and conditions,

as they think fit.

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

- 11.3 Where a provision in these articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee, a member of a committee or any other person, the provision shall be construed as permitting the exercise of the power, authority or discretion by the committee, a member of the committee or that person.

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

## 12. **COMMITTEES**

12.1 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 these articles which govern the taking of decisions by directors.

12.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from these articles if they are not consistent with them.

## **DECISION-MAKING BY DIRECTORS**

### 13. **DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

13.1 Decisions of the directors must be taken:

13.1.1 at a directors' meeting; or

13.1.2 in the form of a directors' written resolution in accordance with article 21.

### 14. **CALLING A DIRECTORS' MEETING**

14.1 Any director may call a directors' meeting.

14.2 The secretary must call a directors' meeting if a director so requests.

14.3 A directors' meeting is called by giving notice of the meeting to the directors.

14.4 Subject to article 14.7, a directors' meeting (other than an adjourned meeting) shall be called by notice of at least 24 hours (unless it is agreed by the directors eligible to attend such meeting that the meeting shall be called at shorter notice).

14.5 Notice of any directors' meeting must indicate:

14.5.1 its proposed date and time;

14.5.2 where it is to take place; and

14.5.3 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.

14.6 Notice of a directors' meeting must be given to each director and may (but need not) be in writing.

14.7 Notice of a directors' meeting need not be given to a director who waives his entitlement to receive notice of that meeting by giving notice to that effect to the Company at any time prior to or 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.

## 15. PARTICIPATION IN DIRECTORS' MEETINGS

15.1 Subject to these articles, directors "**participate**" in a directors' meeting, or part of a directors' meeting, when:

15.1.1 the meeting has been called and takes place in accordance with these articles; and

15.1.2 each director can communicate to the others any information or opinions he has on any particular item of the business of the meeting.

15.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how the directors communicate with each other.

15.3 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.

## 16. QUORUM FOR DIRECTORS' MEETINGS

16.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

16.2 The quorum for the transaction of business at a directors' meeting may be fixed from time to time by a decision of the directors, and, unless otherwise fixed, it is three, provided that:

16.2.1 for so long as there are only two directors, it must never be less than two; and

16.2.2 for so long as there are more than two directors, it must never be less than three.

## 17. CHAIRING DIRECTORS' MEETINGS

17.1 The directors may appoint a director to be chairman of the board of directors. The person so appointed for the time being is known as the "**Chairman**".

17.2 The directors may appoint another director as deputy chairman. The person so appointed for the time being is known as the "**Deputy Chairman**".

17.3 The directors may terminate the appointment of the Chairman or Deputy Chairman at any time.

17.4 The Chairman or, failing him, the Deputy Chairman, shall, if present and willing, preside at all directors' meetings but, if no Chairman or Deputy Chairman has been appointed, or if either is not participating in a directors' meeting within 10 minutes of the time at which it was to start or is unwilling to act as chairman of that meeting, the participating directors must appoint one of themselves to chair it.

## 18. VOTING BY DIRECTORS

18.1 Subject to these articles, a decision is taken at a directors' meeting by a majority of votes of participating directors.

- 18.2 Subject to these articles, each director participating at a directors' meeting has one vote.
- 18.3 Without prejudice to the obligation (if any) of a director to disclose his interest in accordance with article 22, the terms on which any authorisation is given under article 22 and any restrictions by the Company in general meeting:
- 18.3.1 a director may vote at any directors' meeting or a meeting of a committee of directors on any resolution concerning a matter in relation to which he has, directly or indirectly, an interest or duty; and
- 18.3.2 the relevant director shall be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote shall be counted.
- 18.4 Subject to article 18.5, if a question arises at a directors' meeting or meeting of a committee of directors as to the right of any 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.
- 18.5 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman or other director chairing the meeting, the question is to be decided by a decision of the directors at that meeting who do not have any interest in the relevant matter, for which purpose the Chairman and each interested director is not to be counted as participating in the meeting (or part of the meeting) for voting or quorum purposes.

## **19. CHAIRMAN'S CASTING VOTE AT DIRECTORS' MEETINGS**

- 19.1 If the numbers of votes at a directors' meeting for and against a proposal are equal (ignoring any votes which are to be discounted in accordance with these articles, section 175(6) of the Act or pursuant to the terms of any authorisation given under section 175 of the Act), the Chairman or other director chairing the meeting has a casting vote.
- 19.2 Article 19.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with these articles, the Chairman or other director chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **20. PROPOSING A DIRECTORS' WRITTEN RESOLUTION**

- 20.1 Any director may propose a directors' written resolution.
- 20.2 The secretary (if any) must propose a directors' written resolution if a director so requests.
- 20.3 A directors' written resolution is proposed by giving notice of the resolution to the directors.
- 20.4 Notice of a proposed directors' written resolution must include:



- 20.4.1 the proposed resolution;
  - 20.4.2 the time by which it is proposed that the directors should adopt it; and
  - 20.4.3 the manner in which directors can indicate their agreement in writing to it, for the purposes of article 21.
- 20.5 Notice of a proposed directors' written resolution must be given in writing to each director.

## 21. **ADOPTION OF DIRECTORS' WRITTEN RESOLUTIONS**

- 21.1 A proposed directors' written resolution is adopted when all the directors who would have been entitled to vote on the resolution at a directors' meeting have signed one or more copies of it or have otherwise indicated their agreement in writing to it, provided that those directors would have formed a quorum at such a meeting. A director indicates his agreement in writing to a proposed directors' written resolution when the Company receives from him a communication identifying the resolution to which it relates and indicating the director's agreement to the resolution, in accordance with section 1146 of the Act. Once a director has so indicated his agreement, it may not be revoked.
- 21.2 A director may sign or otherwise indicate his agreement to the written resolution before or after the time by which the notice proposed that it should be adopted.
- 21.3 Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with these articles.

## **DIRECTORS' INTERESTS**

### 22. **DIRECTORS' INTERESTS**

#### 22.1 **Directors' interests other than in relation to transactions or arrangements with the Company – authorisation for the purposes of section 175 of the Act in relation to group companies and members**

- 22.1.1 A director is authorised for the purposes of section 175 of the Act to:
- (a) hold office as a director of any other group company;
  - (b) hold any other office or employment with any other group company;
  - (c) participate in any scheme, transaction or arrangement for the benefit of the employees or former employees of the Company or any other group company (including any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme); or
  - (d) be interested directly or indirectly in any securities or debentures (or any rights to acquire securities or debentures) in the Company or any other group company.

- 22.1.2 A director is authorised for the purposes of section 175 of the Act to:
- (a) hold office as a director of any member;
  - (b) hold any other office or employment with any member;
  - (c) participate in any scheme, transaction or arrangement for the benefit of the employees or former employees of any member (including any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme); or
  - (d) be interested directly or indirectly in any securities or debentures (or any rights to acquire securities or debentures) in any member.

## **22.2 Directors' interests other than in relation to transactions or arrangements with the Company – authorisation by directors under section 175 of the Act**

22.2.1 The directors may authorise any matter proposed to them which would, if not so authorised, involve a breach of duty by a director under section 175 of the Act.

22.2.2 Any authorisation under article 22.2.1 will be effective only if:

- (a) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other director interested in the matter under consideration; and
- (b) the matter was agreed to without such directors voting or would have been agreed to if such directors' votes had not been counted.

22.2.3 The directors may give any authorisation under article 22.2.1 upon such terms as they think fit (including permitting a director to attend, and count in the quorum and vote at directors' meetings). The directors may vary or terminate any such authorisation at any time.

22.2.4 For the purposes of this article 22, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

## **22.3 Confidential information and attendance at directors' meetings**

22.3.1 A director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person. In particular, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Act if he:

- (a) fails to disclose any such information to the directors or to any director or other officer or employee of, or consultant to, the Company; or

- (b) does not use or apply any such information in performing his duties as a director of the Company.

However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this article 22.3.1 applies only if the existence of that relationship is authorised pursuant to article 22.1, has been authorised by the directors pursuant to article 22.2, or has been authorised by the members (subject, in any such case, to any terms upon which such authorisation was given).

22.3.2 Where the existence of a director's relationship with another person is authorised pursuant to article 22.1, has been authorised by the directors pursuant to article 22.2, or has been authorised by the members, and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Act if at his discretion or at the request or direction of the directors or any committee of directors he:

- (a) absents himself from a directors' meeting or a meeting of a committee of directors at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a directors' meeting or otherwise; or
- (b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by or on behalf of the Company or for such documents and information to be received and read by a professional adviser on his behalf,

for so long as he reasonably believes such conflict of interest (or possible conflict of interest) subsists.

22.3.3 The provisions of articles 22.3.1 and 22.3.2 are without prejudice to any equitable principle or rule of law which may excuse the director from:

- (a) disclosing information, in circumstances where disclosure would otherwise be required under these articles; or
- (b) attending meetings or discussions or receiving documents and information as referred to in article 22.3.2, in circumstances where such attendance or receiving such documents and information would otherwise be required under these articles.

## **22.4 Declaration of interests in proposed or existing transactions or arrangements with the Company**

22.4.1 A director who is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement.

22.4.2 A director who is in any way, directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable, unless the interest has already been declared under article 22.4.1.

22.4.3 Any declaration required by article 22.4.1 may (but need not) be made:

- (a) at a directors' meeting;
- (b) by notice in writing in accordance with section 184 of the Act; or
- (c) by general notice in accordance with section 185 of the Act.

22.4.4 Any declaration required by article 22.4.2 must be made:

- (a) at a directors' meeting;
- (b) by notice in writing in accordance with section 184 of the Act; or
- (c) by general notice in accordance with section 185 of the Act.

22.4.5 If a declaration made under article 22.4.1 or 22.4.2 proves to be, or becomes, inaccurate or incomplete, a further declaration must be made under article 22.4.1 or 22.4.2 as appropriate.

## 22.5 **Restrictions on benefits and payments to directors and connected persons**

22.5.1 For the purposes of this article 22.5, and articles 22.6 and 29, the "**Company**" includes any group company or other company in which the Company (together with any group company and any director concerned and any of his connected persons):

- (a) holds more than 50 per cent. of the shares; or
- (b) controls more than 50 per cent. of the voting rights; or
- (c) has the right to appoint the majority of the directors to the board of the company.

22.5.2 No director or connected person may:

- (a) buy any goods or services from the Company on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Company;
- (c) be employed by, or receive any remuneration from, the Company;
- (d) receive from the Company any other benefit, direct or indirect, which is either money or has a monetary value,

other than to the extent permitted by article 22.6 or 29, or (if the Company is a Charitable Entity) authorised by the court or the Charity Commission.

22.5.3 Nothing contained in this article 22.5 or in articles 22.6 or 29, shall limit a director's obligation to declare the nature and extent of any direct or indirect interest of his, in accordance with article 22.4.

## 22.6 Permitted benefits or payments to directors or connected persons

22.6.1 See article 22.5.1 for the definition of "**Company**" when that term is used in this article 22.6.

22.6.2 A director or connected person may receive a benefit from the Company in furtherance of the Objects that is the same or similar to benefits received by third parties which are not directors or connected persons.

22.6.3 A director or connected person may provide the Company with goods (not including those that are supplied in connection with services provided to the Company by the director or connected person, to which article 29 applies) if each of the following conditions is satisfied:

- (a) the goods are required by the Company;
- (b) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Company and the director or connected person supplying the goods (the "**supplier**");
- (c) the nature and amount of the payment for the goods does not exceed what is reasonable in relation to the value of the goods;
- (d) the other directors are satisfied that it is in the best interests of the Company to contract with the supplier rather than with someone who is not a director or connected person; in reaching that decision, the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so;
- (e) the relevant director is absent from the part of any meeting at which there is discussion of the proposal to enter into the contract or arrangement with the supplier with regard to the supply of goods to the Company;
- (f) the relevant director does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting;
- (g) the reason for the directors' decision is recorded by the directors in the minute book; and
- (h) a majority of the directors then in office are not in receipt of remuneration or payments authorised by articles 22.6.3, 22.6.4, 22.6.5 or 29.

22.6.4 A director or connected person may receive interest on money lent to the Company at a reasonable and proper rate which must be not more than the Bank of England official bank rate (also known as the base rate).

22.6.5 A director or connected person may receive rent for premises let by the director or connected person to the Company if each of the following conditions is satisfied:

- (a) the premises are required by the Company;
- (b) the nature and amount of the rent does not exceed what is reasonable in relation to the value of the premises;
- (c) the other terms of the lease are reasonable and proper;
- (d) the relevant director is absent from the part of any meeting at which there is discussion of the proposal to enter into the lease arrangement; and
- (e) the relevant director does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.

## **22.7 Remuneration and benefits**

A director shall not, by reason of his office, be accountable to the Company for any remuneration or other benefit which he derives from any office or employment or engagement or from any transaction or arrangement or from any interest in any body corporate:

22.7.1 the acceptance, entry into or existence of which is authorised pursuant to article 22.1, authorised by the directors pursuant to article 22.2 or authorised by the members (subject, in any such case, to any terms upon which such authorisation was given); or

22.7.2 which he is permitted to hold or enter into pursuant to article 22.6 or 29 or otherwise pursuant to these articles,

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act. No transaction or arrangement authorised or permitted pursuant to articles 22.1, 22.2, 22.5, 22.6 or 29 or otherwise pursuant to these articles shall be liable to be avoided on the ground of any such interest or benefit.

## **23. DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

Subject to these 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 AND OBSERVERS**

## **24. NUMBER OF DIRECTORS**

24.1 Unless otherwise determined by ordinary resolution, the minimum number of directors is five and the maximum number of directors is 12.

- 24.2 If the number of directors is less than the minimum prescribed by these articles or decided by the Company by ordinary resolution, the remaining director or directors may act only for the purposes of appointing an additional director or directors to make up that minimum or of calling a general meeting of the Company for the purpose of making such appointment.
- 24.3 If there is more than one director but the total number of directors is less than the quorum for a directors' meeting:
- 24.3.1 a directors' meeting may take place, if it is called in accordance with these articles and at least two directors participate in it, with a view to appointing sufficient directors to make up a quorum or calling a general meeting to do so; and
- 24.3.2 if a directors' meeting is called but only one director attends at the appointed date and time to participate in it, that director may appoint sufficient directors to make up a quorum or may call a general meeting to do so.

## 25. **METHODS OF APPOINTING DIRECTORS**

- 25.1 Subject to these articles, 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:
- 25.1.1 by ordinary resolution;
- 25.1.2 at a directors' meeting or general meeting called under article 24; or
- 25.1.3 by a decision of the directors.
- 25.2 The only persons who can be elected directors at a general meeting are the following:
- 25.2.1 a director who is retiring at the meeting;
- 25.2.2 a person who is recommended by the directors; and
- 25.2.3 a person who has been proposed by a member (other than the person to be proposed) who is entitled to attend and to vote at the meeting. The proposing member must provide written notice that he intends to propose the person for election and the notice must:
- (a) be delivered at least seven days before the date of the meeting;
- (b) state the particulars which would be required to be included in the register of directors if the proposed director were appointed (or reappointed); and
- (c) be accompanied by notice given by proposed director of his willingness to be appointed (or reappointed).
- 25.3 A resolution for the appointment of two or more persons as directors by a single resolution is void unless a resolution that the resolution for appointment is proposed

in this way has first been proposed by the meeting without a vote being given against it.

25.4 A director must be a member or nominated by a corporate member.

25.5 All acts done by:

25.5.1 a meeting of the directors;

25.5.2 a meeting of a committee of the directors;

25.5.3 written resolution of the directors; or

25.5.4 a person acting as a director, alternate director or a committee,

shall be valid notwithstanding that it is discovered afterwards that there was a defect in the appointment of a person or persons acting or that any of them were disqualified from holding office, had ceased to hold office or were not entitled to vote on the matter in question.

## 26. RETIREMENT OF DIRECTORS

26.1 At the end of each annual general meeting held after the adoption of these articles, any director who was:

26.1.1 appointed by the directors since the last annual general meeting (including, without limitation, under article 25.1.2 or article 25.1.3);

26.1.2 last appointed (or reappointed) three or more years prior to the meeting;

26.1.3 not last appointed (or reappointed) at one of the preceding two annual general meetings,

must retire from office unless reappointed at the meeting. For the avoidance of doubt, and notwithstanding article 8, any director who was a director prior to the adoption of these articles shall be deemed to have continued in office after the adoption date.

26.2 In addition to those directors that must retire under article 26.1, but subject always to article 26.3, any director (a "**Term Limited Director**") who, at the time of an annual general meeting, will have served more than six years as a director of the Company (excluding as Chairman), shall retire from office at the end of the relevant meeting and shall not be eligible for reappointment (the "**Term Limit Restriction**").

26.3 With respect to a Term Limited Director, the directors may, notwithstanding article 26.2, disapply the Term Limit Restriction once only in relation to such Term Limited Director and he shall, accordingly, be eligible for reappointment at the relevant annual general meeting.

26.4 Subject to the provisions of this article 26, a director who retires at an annual general meeting can be reappointed by members. If he is not reappointed (or deemed to be reappointed), he shall remain a director until the end of the meeting.



- 26.5 If:
- 26.5.1 any resolution or resolutions for the appointment or reappointment of the persons eligible for appointment or reappointment as directors are put to the annual general meeting and lost; and
  - 26.5.2 at the end of that meeting the number of directors is fewer than any minimum number of directors required under article 24.1, all retiring directors who stood for reappointment at that meeting (the "**retiring directors**") shall be deemed to have been reappointed as directors and shall remain in office, but the retiring directors:
    - (a) may only act for the purposes of filling vacancies and convening general meetings of the Company and may only perform such duties as are appropriate to maintain the Company as a going concern and to comply with the Company's legal and regulatory obligations; and
    - (b) shall convene a general meeting as soon as reasonably practical following the meeting referred to in article 26.5.1 and they shall retire from office at that meeting if the number of directors appointed or ratified by the Company at that meeting is equal to or more than the minimum number of directors required under article 24.1.
- 26.6 If at the end of the general meeting convened under article 26.5.2(b) the number of directors is fewer than any minimum number of directors required under article 24.1, the provisions of article 26.5 shall also apply in respect of such meeting.
- 26.7 Subject to the Act, a person can be appointed (or remain) a director regardless of his age.

## 27. **TERMINATION OF DIRECTOR'S APPOINTMENT**

- 27.1 In addition to any power of removal under the Act, the Company can by ordinary resolution remove a director even though his time in office has not ended and, subject to these articles, by ordinary resolution appoint a person to replace a director who has been removed in this way. A person appointed under this article will be due to retire when the director he replaces would have been due to retire.
- 27.2 A person ceases to be a director as soon as:
- 27.2.1 he ceases to be a director by virtue of any provision of the Act, is removed from office under these articles or is prohibited from being a director by law;
  - 27.2.2 if the Company is a Charitable Entity at the relevant time, he is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act (or any statutory re-enactment or modification of those provisions);
  - 27.2.3 a bankruptcy order is made against him;
  - 27.2.4 a composition is made with his creditors generally in satisfaction of his debts;

- 27.2.5 a registered medical practitioner gives a written opinion to the Company stating that he has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - 27.2.6 by reason of his mental health, a court makes an order which wholly or partly prevents him from personally exercising any powers or rights which he would otherwise have, and the directors resolve that the cessation is appropriate in the particular circumstances;
  - 27.2.7 he has, for more than six consecutive months, been absent without permission of the directors from meetings of directors held during that period, and the directors resolve that he should cease to be a director;
  - 27.2.8 he is removed from office by notice addressed to him at his last known address and signed by all the other directors of the Company;
  - 27.2.9 notification is received by the Company from the director that he is resigning from office as a director, and such resignation has taken effect in accordance with its terms; or
  - 27.2.10 he retires in accordance with the provisions of article 26.
- 27.3 A resolution of the directors declaring a director to have ceased to be a director under the terms of this article is conclusive as to the fact and grounds of cessation stated in the resolution.
- 27.4 If a director ceases to be a director for any reason, he shall cease to be a member of any committee of the directors.

## **28. DEATH OF DIRECTORS OR MEMBERS**

- 28.1 In any case where, as a result of death, the Company has no members and no directors, the personal representatives of the last member to have died shall have the right, by notice in writing, to appoint a person to be a director.
- 28.2 For the purposes of article 28.1, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

## **29. DIRECTORS' REMUNERATION**

- 29.1 See article 22.5.1 for the definition of "Company" when that term is used in this article 29.
- 29.2 No director may receive a fee, payment or other remuneration from the Company for serving as a director and carrying out his ordinary duties as a director of the Company.
- 29.3 Subject to the Act and article 29.4, the directors may appoint one or more of their number to the office of chief executive or to any other executive office of the Company and may enter into an agreement or arrangement with any director for his

employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director.

- 29.4 A director or connected person may only be employed (either full or part-time) by the Company or provide services outside the scope of his ordinary duties as a director to the Company, and the Company may only pay a salary or other form of remuneration to a director or connected person, if (in each case) each of the following conditions is satisfied:
- 29.4.1 the employment or provision of services (the "**engagement**") is required by the Company;
  - 29.4.2 the engagement has not been created or tailored to meet the needs of the director or connected person employed or providing such services (the "**employee**") and is not weighted towards the experience of such person;
  - 29.4.3 the director or connected person (as the case may be) has the appropriate knowledge and skills for the job;
  - 29.4.4 appropriate arrangements are put in place in order to manage any future conflicts of interest, including, if determined necessary by the directors (excluding the relevant director), through independent and objective appraisal mechanisms;
  - 29.4.5 the amount or maximum amount of the payment for the engagement is set out in an agreement in writing between the Company and the employee;
  - 29.4.6 the nature and amount of the salary or other form of remuneration does not exceed what is reasonable in relation to the value of the engagement;
  - 29.4.7 the other directors are satisfied that it is in the best interests of the Company to contract with the employee rather than with someone who is not a director or connected person; in reaching that decision, the directors must balance the advantage of engaging a director or connected person against the disadvantages of doing so, and may, if determined to be necessary or desirable, run an open and transparent recruitment process for the position;
  - 29.4.8 the relevant director is absent from the part of any meeting at which there is discussion of the proposal to enter into the contract or arrangement with the employee;
  - 29.4.9 the relevant director does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting;
  - 29.4.10 the reason for the directors' decision is recorded by the directors in the minute book; and
  - 29.4.11 a majority of the directors then in office are not in receipt of remuneration or payments authorised by article 22.6.3, 22.6.4, 22.6.5 or 28.
- 29.5 The director may provide goods to the Company in connection with the provision of services to the extent set out in his agreement described in article 29.4.5 above.

30. **EXPENSES OF DIRECTORS AND THE SECRETARY**

30.1 The Company may pay any reasonable expenses which the directors and the secretary (if any) properly incur in connection with their attendance at:

30.1.1 meetings of directors or committees of directors;

30.1.2 general meetings; or

30.1.3 separate meetings of the members of the Company,

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

30.2 Subject to the Act, the directors shall have the power to make arrangements to provide a director with funds to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him properly to perform his duties as an officer of the Company or to enable him to avoid incurring any such expenditure.

31. **NO ALTERNATE DIRECTORS**

31.1 No director may appoint any other person (as an alternate director or otherwise) to:

31.1.1 exercise his powers; or

31.1.2 carry out his responsibilities.

32. **OBSERVERS**

32.1 Each Government and Nominated State Government (in each case acting itself or through its duly authorised representatives) shall be entitled from time to time, by notice in writing to the Company, to:

32.1.1 appoint the relevant officeholder or nominee (as the case may be) set out in article 32.2 as, *ex officio*, an observer (each to be designated as an "**Observer**");

32.1.2 remove their Observer; and

32.1.3 appoint another person in its place by notice in writing to the Company, which shall take effect immediately upon receipt of the notice by the Company in accordance with article 62.

32.2 Each Government and Nominated State Government shall be entitled, in accordance with article 32.1, to appoint, remove and replace the following officeholders or nominees (as the case may be) as Observers:

32.2.1 with respect to the Government of the Commonwealth of Australia, the Deputy High Commissioner for the Commonwealth of Australia to the United Kingdom;

- 32.2.2 with respect to Her Majesty's Government of the United Kingdom, a person nominated by the Foreign and Commonwealth Office; and
  - 32.2.3 with respect to each Nominated State Government, their Agent-General to the United Kingdom or, in the alternative, the deputy to, or other nominee of, such Agent-General.
- 32.3 Each Observer shall have the right to attend any meetings of the directors and of any committee thereof and shall be entitled to speak at those meetings but shall not be entitled to vote, shall not be counted in the quorum of any such meeting and shall not be, or be regarded as, an officer of the Company or of any group company or, for so long as the Company is a Charitable Entity, a charity trustee (as defined in section 177 of the Charities Act) of the Company.

## **MEMBERS**

### **33. BECOMING A MEMBER**

- 33.1 The subscribers to the memorandum of association of the Company are the first members of the Company.
- 33.2 Subject to article 36.2, no person shall become a member of the Company unless:
- 33.2.1 that person has completed an application for membership in a form approved by the directors; and
  - 33.2.2 the directors have approved the application.
- 33.3 Membership is not transferable, other than in the circumstances described in articles 34.4 and 36.2.2.
- 33.4 The directors shall have absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to assign any reason for its decision.
- 33.5 The directors must keep a register of names and addresses of the members (the "**register of members**").

### **34. CEASING TO BE A MEMBER**

- 34.1 A member may resign from membership of the Company by giving notice to the Company in writing, provided that such member shall be required to pay all amounts to the Company and to fulfil all obligations to the Company that it is liable to pay or fulfil from immediately prior to it ceasing to be a member.
- 34.2 The directors may by resolution expel from the Company and remove from the register of members any member who refuses or neglects to comply with the provisions of these articles of association or rules or bylaws of the Company or shall be guilty of any conduct which is in the opinion of the directors unbecoming of a member or prejudicial to the interests of the Company, provided that at least 21 days before the meeting of the directors at which such resolution for expulsion is passed that member shall have had notice of the meeting and of the intended resolution for

expulsion and shall have had an opportunity of attending the meeting and of giving, either orally or in writing, an explanation or defence of the conduct.

- 34.3 Subject to articles 34.4 and 36.4, a person's membership terminates when that person dies, ceases to exist, files for bankruptcy or goes into liquidation (other than for the purpose of reconstruction or amalgamation).
- 34.4 In the case of joint holders of membership, the membership shall automatically transmit to the other member in the event of the death, cessation of existence, filing for bankruptcy or liquidation of one of the holders.
- 34.5 A member who ceases, for whatever reason, to be a member of the Company shall not have any claim, monetary or otherwise, upon the Company, its funds or its property.

### 35. **CLASSES OF MEMBERSHIP**

- 35.1 The persons admitted as members of the Company in accordance with article 33.2 shall be allocated into one of the following classes of membership:
- 35.1.1 corporate partner;
  - 35.1.2 corporate membership;
  - 35.1.3 life membership;
  - 35.1.4 ordinary membership;
  - 35.1.5 overseas membership;
  - 35.1.6 honorary membership; or
  - 35.1.7 such other class of membership as shall from time to time be determined by the directors.
- 35.2 The directors may:
- 35.2.1 establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members; and
  - 35.2.2 amend the name of any class of membership.
- 35.3 In relation to corporate members:
- 35.3.1 members who are corporate members may act through representatives who such members may appoint and remove at will on notice to the Company in writing;
  - 35.3.2 each such corporate member shall be entitled to appoint 10 representatives (or such number as prescribed by the relevant rules or bylaws);
  - 35.3.3 notwithstanding the obligation in article 33.5, the Company shall not be required to enter the name and details of each representative of a corporate member in its register of members; and

35.3.4 the corporate member shall itself be a member of the Company, but each representative of a corporate member shall enjoy all of the privileges of membership, other than the right to vote at any meeting of members and without any liability to pay membership subscriptions, until the name of that corporate member of which he or she is a representative is, for whatever reason, deleted from the register of members.

35.4 The directors may from time to time make such rules or bylaws as they deem fit relating to the nomination and proposal of, and the rights and obligations of, members and, subject to these articles, to subscriptions payable by members.

## **36. UNINCORPORATED MEMBERS**

36.1 An organisation which is unincorporated may be admitted to membership through the person of a nominated representative from time to time.

36.2 Each such unincorporated organisation:

36.2.1 must notify the Company in writing of the name of its initial nominated representative (who shall be subject to approval by the directors); and

36.2.2 may, subject to the directors' approval of the replacement, replace such nominated representative from time to time by giving notice to the Company in writing. Following such notice (and directors' approval), the new nominated representative shall become a member (on behalf of the relevant unincorporated organisation) in place of the former nominated representative.

For the avoidance of doubt, the replacement of a nominated representative pursuant to this article 36.2 does not constitute a resignation from membership for the purposes of article 34.1.

36.3 The register of members kept pursuant to article 33.5 shall note that a nominated representative is a member on behalf of the relevant unincorporated organisation pursuant to article 36.1.

36.4 If a nominated representative dies, the relevant unincorporated organisation shall replace him pursuant to article 36.2.2. Notwithstanding article 34.3, his membership shall not terminate pending his replacement.

## **DECISION-MAKING BY MEMBERS**

### **37. ANNUAL GENERAL MEETINGS**

37.1 Subject to the Act, the Company must hold an annual general meeting in each period of nine months beginning with the day following its accounting reference date (in addition to any other general meeting held in that period).

37.2 The directors may decide where and when to hold annual general meetings.

**38. CONVENING OF GENERAL MEETINGS**

38.1 The directors may call general meetings and, on the requirement of members pursuant to the Act, shall call a general meeting (i) within 21 days from the date on which the directors become subject to the requirement, and (ii) to be held on a date not more than 28 days after the date of the notice convening the meeting.

38.2 Two or more members may call a general meeting (or instruct the secretary to do so) for the purpose of appointing one or more directors, if:

38.2.1 the Company has fewer than five directors; and

38.2.2 the director(s) (if any) are unable or unwilling to appoint sufficient directors to make up a quorum or to call a general meeting to do so.

**39. LENGTH OF NOTICE**

A general meeting (other than an adjourned meeting) shall be called by notice of at least 14 clear days. A general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent. of the total voting rights.

**40. FORM OF NOTICE**

The notice shall specify the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting. If the meeting is convened to consider a special resolution, the text of the resolution and the intention to propose the resolution as a special resolution shall also be specified. The notice of meeting shall also specify, with reasonable prominence, the members' rights to appoint one or more proxies under section 324 of the Act.

**41. ENTITLEMENT TO RECEIVE NOTICE**

Subject to these articles, the notice shall be given to all the members, and to the directors and auditors.

**42. OMISSION TO SEND NOTICE**

The accidental omission to give notice of a general meeting or to send, supply or make available any document or information relating to a meeting to, or the non-receipt of any such notice, document or information by, a person entitled to receive any such notice, document or information shall not invalidate the proceedings at that meeting.

**43. ATTENDANCE, SPEAKING AND VOTING AT GENERAL MEETINGS**

43.1 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.

43.2 A person is able to exercise the right to vote at a general meeting when:



- 43.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 43.2.2 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.
- 43.3 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.
- 43.4 In determining attendance at a general meeting, it is immaterial whether any two or more members present at the meeting are in the same place as each other.
- 43.5 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.

#### 44. **QUORUM FOR GENERAL MEETINGS**

- 44.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the members present at the meeting do not constitute a quorum.
- 44.2 If the Company:
  - 44.2.1 has two or more, but less than 10, members entitled to attend and vote at the meeting, subject to the Act and article 44.4, two qualifying persons present at the meeting and entitled to vote is a quorum; and
  - 44.2.2 has only one member entitled to attend and vote at the meeting, one qualifying person present at the meeting and entitled to vote is a quorum.
- 44.3 In all other cases other than in article 44.2, 10 qualifying persons present at the meeting and entitled to vote are a quorum.
- 44.4 One qualifying person present at the meeting and entitled to vote:
  - 44.4.1 both in his own capacity as a member and as a corporate representative of one or more corporations, each of which is a member entitled to attend and vote upon the business to be transacted at the meeting;
  - 44.4.2 as the corporate representative of two or more corporations, each of which is a member entitled to attend and vote upon the business to be transacted at the meeting;
  - 44.4.3 both in his own capacity as a member and as a proxy duly appointed by one or more members entitled to attend and vote upon the business to be transacted at the meeting; or
  - 44.4.4 as a proxy duly appointed by two or more members entitled to attend and vote upon the business to be transacted at the meeting,

will be entitled to be counted in any quorum according to such number of different capacities in relation to which he is entitled to be present and vote at that meeting.

#### 45. CHAIRING GENERAL MEETINGS

45.1 If the directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so.

45.2 If the Chairman is absent and the directors have appointed a Deputy Chairman, he shall chair the meeting if present and willing to do so.

45.3 If the directors have not appointed a Chairman (or Deputy Chairman), or if the Chairman (or Deputy Chairman) is unwilling to chair the meeting or is not present within 10 minutes of the time at which a meeting was due to start:

45.3.1 the directors present; or

45.3.2 if no directors are present, the meeting,

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

45.4 The person chairing a meeting in accordance with this article 45 is referred to as the "**chair of the meeting**".

#### 46. CONDUCT OF THE MEETING

46.1 Without prejudice to any other power which he may have under these articles or at common law, the chair of the meeting may take such action as he thinks fit to promote the orderly conduct of the business of the meeting as specified in the notice of meeting. His decision on matters of procedure or arising incidentally from the business of the meeting will be final, as will be his decision as to whether any matter is of such a nature.

46.2 If it appears to the chair of the meeting that the meeting place specified in the notice calling the meeting is inadequate to accommodate all members entitled and wishing to attend, the meeting shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities are available to ensure that a member who is unable to be accommodated is able to:

46.2.1 participate in the business for which the meeting has been called;

46.2.2 exercise his rights to speak and to vote at the meeting in accordance with article 43;

46.2.3 hear and see all persons present who speak (whether by the use of microphones, loud speakers, audio visual communications equipment or otherwise), whether in the meeting place or elsewhere; and

46.2.4 be heard and seen by all other persons present in the same way.

47. **ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS**

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

47.2 Observers may attend general meetings, whether or not their appointors are members.

47.3 The chair of the meeting may permit other persons who are not:

47.3.1 members of the Company; or

47.3.2 otherwise entitled to exercise the rights of members in relation to general meetings,

to attend and speak at a general meeting.

48. **ADJOURNMENT**

48.1 If a quorum is not present within half an hour of the time at which the meeting was due to start, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.

48.2 The chair of the meeting may, with the consent of a general meeting at which a quorum is present (and must, if so directed by the meeting), adjourn a meeting from time to time and from place to place or for an indefinite period.

48.3 Without prejudice to any other power which he may have under the provisions of these articles or at common law, the chair of the meeting may, without the consent of the general meeting, interrupt or adjourn a meeting from time to time and from place to place or for an indefinite period if he decides that it has become necessary to do so in order to:

48.3.1 secure the proper and orderly conduct of the meeting and/or protect the safety of any person attending the meeting;

48.3.2 give all persons entitled to do so a reasonable opportunity of speaking and voting at the meeting; or

48.3.3 ensure that the business of the meeting is conducted in an orderly manner and/or properly disposed of.

48.4 When adjourning a general meeting, the chair of the meeting must:

48.4.1 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

48.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

48.5 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 seven clear days' notice of it:

48.5.1 to the same persons to whom notice of the Company's general meetings is required to be given; and

48.5.2 containing the same information which such notice is required to contain.

48.6 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.

## 49. VOTING

49.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.

49.2 On a vote on a resolution:

49.2.1 on a show of hands at a meeting:

(a) every qualifying person (not being a proxy) present and entitled to vote on the resolution:

(i) that is not a corporate member, has one vote; and

(ii) that is a corporate member, has one vote. ; and

(b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has the number of votes that its appointor would have, were it personally present and entitled to vote on the resolution; and

49.2.2 on a poll taken at a meeting, every qualifying person present and entitled to vote on the resolution:

(a) that is not a corporate member, has one vote; and

(b) that is a corporate member, has one vote.

49.3 In the case of joint holders of membership, only the vote of the senior holder who votes (or any proxy duly appointed by him) may be counted by the Company.

49.4 A member in respect of whom an order has been made by a court or official having jurisdiction (whether in the United Kingdom or elsewhere) that he is or may be suffering from mental disorder or is otherwise incapable of running his affairs may vote, whether on a show of hands or on a poll, by his guardian, receiver, *curator bonis* or other person authorised for that purpose and appointed by the court. A guardian, receiver, *curator bonis* or other person authorised for that purpose and appointed by the court may vote by proxy if evidence (to the satisfaction of the directors) of the authority of the person claiming to exercise the right to vote is received at the registered office of the Company (or at another place specified in accordance with

these articles for the delivery or receipt of forms of appointment of a proxy) or in any other manner specified in these articles for the appointment of a proxy within the time limits prescribed by these articles for the appointment of a proxy for use at the meeting, adjourned meeting or poll at which the right to vote is to be exercised.

- 49.5 In the case of an equality of votes on a show of hands or a poll, the chair of the meeting shall not be entitled to a casting vote.
- 49.6 The Company is not obliged to verify that a proxy or corporate representative of a member has acted in accordance with the terms of his appointment and any failure to so act shall not affect the validity of any proceedings at a meeting of the Company.
- 49.7 Unless the directors decide otherwise, no voting rights (or other rights conferred by membership in relation to a meeting or poll) held by a member may be exercised at any general meeting, at any adjournment of it, or on any poll called at or in relation to it, unless all amounts payable by that member to the Company have been paid.

## 50. **ERRORS AND DISPUTES**

- 50.1 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.
- 50.2 Any such objection must be referred to the chair of the meeting, whose decision is final.

## 51. **CHAIR'S DECLARATION**

Unless a poll is duly demanded, a declaration by the chair of the meeting that a resolution has or has not been passed or has or has not been passed by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with section 355 of the Act is also conclusive evidence of that fact without such proof.

## 52. **DEMANDING A POLL**

- 52.1 A poll on a resolution may be demanded:
- 52.1.1 in advance of the general meeting where it is to be put to the vote; or
  - 52.1.2 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.
- 52.2 Subject to the Act, a poll may be demanded at any general meeting by:
- 52.2.1 the chair of the meeting;
  - 52.2.2 any director;
  - 52.2.3 two or more qualifying persons having the right to vote on the resolution; or

52.2.4 a qualifying person (or qualifying persons) representing in total not less than 10 per cent. of the total voting rights of all the members having the right to vote on the resolution.

52.3 A demand for a poll may be withdrawn if:

52.3.1 the poll has not yet been taken; and

52.3.2 the chair of the meeting consents to the withdrawal.

A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.

### **53. PROCEDURE ON A POLL**

53.1 Subject to these articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

53.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

53.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

53.4 A poll on:

53.4.1 the election of the chair of the meeting; or

53.4.2 a question of adjournment,

must be taken immediately.

53.5 A poll on any other question must be taken within 30 days of the poll being demanded.

53.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

53.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

53.8 In any other case, at least seven clear days' notice must be given specifying the time, date and place at which the poll is to be taken.

### **54. APPOINTMENT OF PROXY**

54.1 A member may appoint another person as his proxy to exercise all or any of his rights to attend and to speak and to vote (both on a show of hands and on a poll) on a resolution or amendment of a resolution, or on other business arising, at a general meeting of the Company.

54.2 A proxy need not be a member.

- 54.3 The appointment of a proxy shall (unless the contrary is stated in it) be valid for an adjournment of the general meeting as well as for the meeting to which it relates.
- 54.4 The appointment of a proxy shall (unless the contrary is stated in it) be valid for 12 months from the date of execution or, in the case of an appointment of proxy delivered by electronic form, for 12 months from the date of delivery unless otherwise specified by the directors.
- 54.5 Subject to the Act, the Company may send a form of appointment of proxy to all or none of the persons entitled to receive notice of and to vote at a meeting.

## 55. **CONTENT OF PROXY NOTICES**

- 55.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
- 55.1.1 states the name and address of the member appointing the proxy;
  - 55.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 55.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 55.1.4 is delivered to the Company in accordance with these articles and any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate.
- 55.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. Subject to the Act, the directors may accept a proxy notice received by electronic form on such terms and subject to such conditions as they consider fit.
- 55.3 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.
- 55.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 55.4.1 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
  - 55.4.2 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.

## 56. **DELIVERY OF PROXY NOTICES**

- 56.1 Any notice of a general meeting must specify the address or addresses ("**proxy notification address**") at which the Company or its agents will receive proxy notices relating to that meeting, or any adjournment of it, delivered in hard copy or electronic form.

- 56.2 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.
- 56.3 Subject to articles 56.4 and 56.5, a proxy notice must be delivered to a proxy notification address at any time before the start of the general meeting or adjourned meeting to which it relates.
- 56.4 In the case of a poll taken more than 48 hours after it is demanded, the notice must be delivered to a proxy notification address at any time before the time appointed for the taking of the poll.
- 56.5 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the proxy notice must be delivered:
- 56.5.1 to a proxy notification address at any time before the time appointed for the taking of the poll to which it relates; or
- 56.5.2 at the meeting at which the poll was demanded, to the chair of the meeting, the secretary (if any) or any director.
- 56.6 A proxy notice which is not delivered in accordance with this article 56 shall be invalid.
- 56.7 The directors may require the production of any evidence which they consider necessary to determine the validity of any proxy notice. If a proxy notice is not executed by the person appointing the proxy, a director, the secretary (if any) or other person authorised for the purpose by the secretary (if any) may require it to be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf before determining the validity of the proxy notice.

## 57. **CORPORATE REPRESENTATIVES**

In accordance with the Act, a corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise a person or persons to act as its representative or representatives at any meeting of the Company (a "**corporate representative**"). A director, the secretary (if any) or other person authorised for the purpose by the secretary (if any) may require a corporate representative to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers.

## 58. **TERMINATION OF AUTHORITY**

The termination of the authority of a person to act as proxy or as the duly authorised corporate representative of a member does not affect whether he counts in deciding whether there is a quorum at a meeting, the validity of anything he does as chair of a meeting, the validity of a poll demanded by him at a meeting, or the validity of a vote given by that person unless notice of the termination is given in writing by or on behalf of the member by whom or on whose behalf the corporate representative was



appointed or the proxy notice was given and is received by the Company at the office or, in the case of a proxy, the proxy notification address:

- 58.1.1 at any time before the start of the general meeting or adjourned meeting to which it relates;
- 58.1.2 (in the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded) at any time before the start of the general meeting or adjourned meeting to which it relates, or at the meeting at which the poll was demanded; or
- 58.1.3 (in the case of a poll taken more than 48 hours after it is demanded) at any time before the time appointed for taking the poll.

## **59. AMENDMENTS TO RESOLUTIONS**

- 59.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - 59.1.1 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 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
  - 59.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 59.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
  - 59.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - 59.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 59.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair of the meeting's error does not invalidate the vote on that resolution.

## **60. RESOLUTIONS IN WRITING**

A resolution of the members (or of a class of members) of the Company may be passed as a written resolution in accordance with the Act. A proposed written resolution lapses if it is not passed before the period of 28 days beginning with the circulation date.

## **PATRONS AND HONORARY OFFICEHOLDERS**

### **61. APPOINTMENT, REMOVAL AND REPLACEMENT OF PATRONS AND HONORARY OFFICEHOLDERS**

The directors may from time to time appoint, remove and replace royal patrons, patrons, a president and vice-presidents of the Company, such persons not needing to be members of the Company to be eligible for such appointment. The president and the vice-presidents of the Company may attend meetings of the directors and of the members by invitation of the directors, but in that capacity shall not be entitled to vote, shall not be counted in the quorum of any such meeting and shall not be, or be regarded as, an officer of the Company or of any other group company or, for so long as the Company is a Charitable Entity, a charity trustee (as defined in section 177 of the Charities Act) of the Company.

## **ADMINISTRATIVE ARRANGEMENTS**

### **62. COMMUNICATIONS BY AND TO THE COMPANY**

62.1 Save where these articles expressly require otherwise, any notice, document or information to be sent or supplied by, on behalf of or to the Company may be sent or supplied in accordance with the Act (whether authorised or required to be sent or supplied by the Act or otherwise):

62.1.1 in hard copy form;

62.1.2 in electronic form; or

62.1.3 by means of a website.

62.2 A notice, document or information sent by post and addressed to a member at his registered address or address for service in the United Kingdom is deemed to be given to or received by the intended recipient 24 hours after it was put in the post if pre-paid as first class post and 48 hours after it was put in the post if pre-paid as second class post, and in proving service it is sufficient to prove that the envelope containing the notice, document or information was properly addressed, pre-paid and posted.

62.3 A notice, document or information sent by pre-paid airmail post between different countries is deemed to have been given to, and received by, the intended recipient on the third business day after posting, and in proving service it is sufficient to prove that the envelope containing the notice, document or information was properly addressed, pre-paid and posted.

62.4 A notice, document or information not sent by post but delivered by hand (which shall, for the avoidance of doubt, include delivery by courier) to the intended recipient's registered address or address for service is deemed to have been given to, and received by, the intended recipient on the business day it is left or, if delivered on a day other than a business day, on the next business day after it was so left.

62.5 A notice, document or information sent by electronic means to an email address or a fax number specified for the purpose by the intended recipient is deemed to have been given to, and received by, the intended recipient 24 hours after it was sent, and in

proving service it is sufficient to prove that the communication was properly addressed and sent.

- 62.6 A notice, document or information sent or supplied by or on behalf of the Company by means of a website is deemed to have been given to, and received by, the intended recipient when (i) the material was first made available on the website or (ii) if later, when the recipient received (or, in accordance with this article 62, is deemed to have received) notification of the fact that the material was available on the website.
- 62.7 A notice, document or information sent, served or delivered by any other means authorised in writing by the recipient is deemed to have been sent when the sender has taken the action it has been authorised to take for that purpose.
- 62.8 A Post Office certificate of posting for a properly addressed and stamped envelope containing the notice, document or information is conclusive evidence that the notice, document or information was so sent or supplied. A printed copy of a notice, document or information sent or supplied by electronic means indicating that it was properly addressed and sent (and showing the time of sending or transmission) is conclusive evidence that the notice, document or information was so sent or supplied.
- 62.9 A qualifying person present at a meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 62.10 In the case of joint holders of membership, a notice, document or information shall be validly sent or supplied to all joint holders if sent or supplied to whichever of them is named first in the register of members in respect of the joint holding. Anything to be agreed or specified in relation to a notice, document or information to be sent or supplied to joint holders, may be agreed or specified by the joint holder who is named first in the register of members in respect of the joint holding.

### **63. LOSS OF ENTITLEMENT TO NOTICES**

- 63.1 Subject to the Act, a member (or in the case of joint holders, the person who is named first in the register of members) who has no registered address within the United Kingdom, and has not supplied to the Company an address within the United Kingdom at which notice or other documents or information can be given to him, shall not be entitled to receive any notice or other documents or information from the Company. Such a member (or, in the case of joint holders, the person who is named first in the register of members) shall not be entitled to receive any notice or other documents or information from the Company even if he has supplied an address for the purposes of receiving notices or other documents or information in electronic form.
- 63.2 If:
- 63.2.1 the Company sends two consecutive documents to a member over a period of at least 12 months; and
  - 63.2.2 each of those documents is returned undelivered, or the Company receives notification that it has not been delivered,

that member ceases to be entitled to receive notices from the Company.

63.3 A member who has ceased to be entitled to receive notices from the Company becomes entitled to receive such notices again by sending the Company:

63.3.1 a new address to be recorded in the register of members; or

63.3.2 if the member has agreed that the Company should use a means of communication other than sending things to such an address, the information that the Company needs to use that means of communication effectively.

#### 64. **COMPANY SECRETARY**

64.1 Subject to the Act, the secretary (if any) shall be appointed by the directors for such term at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by the directors.

64.2 Any provision of the Act or of these articles requiring or authorising a thing to be done by or to a director and the secretary is not satisfied by its being done by or to the same person acting both as director and as, or in the place of, the secretary.

#### 65. **CHANGE OF NAME**

The Company may by special resolution change the name of the Company.

#### 66. **AUTHENTICATION OF DOCUMENTS**

66.1 A director or the secretary (if any) or another person appointed by the directors for the purpose may authenticate:

66.1.1 documents affecting the constitution of the Company (including these articles);

66.1.2 resolutions passed by the Company or the directors or a committee of the directors; and

66.1.3 books, records, documents and accounts relating to the business of the Company,

and may certify copies or extracts as true copies or extracts.

#### 67. **COMPANY SEAL**

67.1 Any seal may only be used by the authority of the directors.

67.2 The directors may decide by what means and in what form any seal is to be used.

67.3 Unless otherwise decided by the directors, if the Company has a 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.

67.4 For the purposes of this article 67, an authorised person is:

- 67.4.1 any director of the Company;
- 67.4.2 the secretary (if any); or
- 67.4.3 any person authorised by the directors for the purpose of signing documents to which the seal is applied.

## **68. RECORDS OF DECISIONS TO BE KEPT**

- 68.1 The directors or the secretary (if any) must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision:
  - 68.1.1 of all appointments of officers made by the directors;
  - 68.1.2 of every decision taken by the directors, including by written resolution, and any committee of the directors; and
  - 68.1.3 of all proceedings of general meetings of the Company and of any class of members of the Company.
- 68.2 The Company shall also keep records comprising copies of all resolutions of members passed otherwise than at general meetings and of details provided to the Company of decisions taken by a sole member. All such records must be kept for at least 10 years from the date of the meeting or resolution or decision (as appropriate).

## **69. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

- 69.1 The provisions of this article 69 shall only apply for so long as the Company is a Charitable Entity.
- 69.2 The directors must comply with the requirements of the Charities Act with regard to:
  - 69.2.1 the transmission of a copy of the statements of account to the Charity Commission;
  - 69.2.2 the preparation of an annual report and the transmission of a copy of it to the Charity Commission; and
  - 69.2.3 the preparation of an annual return and its transmission to the Charity Commission.
- 69.3 The directors must notify the Charity Commission promptly of any changes to the Company's entry on the Central Register of Charities (the "**Charity Register**").

## **70. 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.

**71. 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 subsidiary undertakings (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 undertaking.

**72. RULES AND BYLAWS**

72.1 In addition to article 23 and subject to these articles, the directors may from time to time make, amend and repeal such rules or bylaws in connection with the Company as they may deem necessary or desirable.

72.2 The rules and bylaws may regulate the following matters (among other things):

72.2.1 the admission of members of the Company, the rights and privileges of such members, and the fees, subscriptions and other fees or payments to be made by members;

72.2.2 the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers;

72.2.3 any process that must be followed before removing a person's membership;

72.2.4 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by these articles; and

72.2.5 generally, all such matters as are commonly the subject matter of company rules or bylaws.

72.3 Subject to article 72.4, the Company by way of a decision taken at a general meeting, has the power to amend or repeal the rules or bylaws.

72.4 Any decision of the directors from time to time for the making, amendment or repeal of rules or bylaws relating to fees, subscriptions or payments by the members of the Company shall take effect immediately and without any approval of the Company in general meeting being required.

72.5 The directors must adopt such means as they think fit to bring any rules and bylaws to the notice of those persons to whom they apply.

72.6 The rules or bylaws shall be binding on all members of the Company (or other relevant person to the extent specified by the directors).

72.7 No rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained in, these articles.

72.8 If, notwithstanding article 72.7, there is any conflict or inconsistency between these articles and any rules or bylaws, these articles shall prevail.

### **73. WINDING UP OF THE COMPANY**

73.1 The members of the Company may at any time before, and in expectation of, its dissolution, resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:

73.1.1 directly for the Objects; or

73.1.2 by transfer to any charity or charities for purposes similar to the Objects; or

73.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

73.2 Subject to any such resolution of the members of the Company, the directors of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Company be applied or transferred:

73.2.1 directly for the Objects; or

73.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

73.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

73.3 Neither the members nor any director shall be required or bound to see to the application of any of the net assets of the Company or to continue to monitor the purposes for which those net assets are applied by any person or charity or charities to whom they have been transferred pursuant to this article 73.

73.4 In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company and, if no resolution in accordance with article 73.1 or 73.2 is passed by the members or the directors, the net assets of the Company shall be applied for charitable purposes as directed by the court or (if the Company is a Charitable Entity) the Charity Commission.

### **DIRECTORS' INDEMNITY AND INSURANCE**

#### **74. INDEMNITY OF OFFICERS AND FUNDING DIRECTORS' DEFENCE COSTS**

74.1 To the extent permitted by the Act and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director or other officer of the Company or an associated company (other than any person (whether or not an officer of the Company or an associated company) engaged by the Company or an associated company as auditor) shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him (whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise as a director or such other officer of the Company or an associated company) in relation to the Company or an associated company or their

affairs provided that such indemnity shall not apply in respect of any liability incurred by him:

- 74.1.1 to the Company or to any associated company;
- 74.1.2 to pay a fine imposed in criminal proceedings;
- 74.1.3 to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising);
- 74.1.4 in defending any criminal proceedings in which he is convicted;
- 74.1.5 in defending any civil proceedings brought by the Company, or an associated company, in which judgment is given against him; or
- 74.1.6 in connection with any application under any of the following provisions in which the court refuses to grant him relief, namely:
  - (a) section 661(3) or (4) of the Act (acquisition of shares by innocent nominee); or
  - (b) section 1157 of the Act (general power to grant relief in case of honest and reasonable conduct).

74.2 In article 74.1.4, 74.1.5 or 74.1.6 the reference to a conviction, judgment or refusal of relief is a reference to one that has become final. A conviction, judgment or refusal of relief becomes final:

- 74.2.1 if not appealed against, at the end of the period for bringing an appeal; or
- 74.2.2 if appealed against, at the time when the appeal (or any further appeal) is disposed of.

An appeal is disposed of if:

- (a) it is determined and the period for bringing any further appeal has ended; or
- (b) it is abandoned or otherwise ceases to have effect.

74.3 To the extent permitted by the Act and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director of the Company acting in its capacity as a trustee of an occupational pension scheme shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in connection with the Company's activities as trustee of the scheme provided that such indemnity shall not apply in respect of any liability incurred by him:

- 74.3.1 to pay a fine imposed in criminal proceedings; or



74.3.2 to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising); or

74.3.3 in defending criminal proceedings in which he is convicted.

For the purposes of this article 74.3, a reference to a conviction is to the final decision in the proceedings. The provisions of article 74.2 shall apply in determining when a conviction becomes final.

74.4 Without prejudice to article 74.1 or to any indemnity to which a director may otherwise be entitled, and to the extent permitted by the Act and otherwise upon such terms and subject to such conditions as the directors may in their absolute discretion think fit, the directors shall have the power to make arrangements to provide a director with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with an application under section 661(3) or (4) of the Act (acquisition of shares by innocent nominee) or section 1157 of the Act (general power to grant relief in case of honest and reasonable conduct) or in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority or to enable a director to avoid incurring any such expenditure.

#### **75. POWER TO PURCHASE INSURANCE**

To the extent permitted by the Act and (for so long as the Company is a Charitable Entity) section 189 of the Charities Act, the directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was a director or a secretary (if any) of the Company or of a body corporate carrying on any activities on behalf of the Company, indemnifying him and keeping him indemnified against liability for negligence, default, breach of duty or breach of trust or other liability which may lawfully be insured against by the Company.