

Company number XXXXXX
The Companies Acts 1985 to 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF WARWICKSHIRE CHESS ASSOCIATION

1. The Company's name is the **WARWICKSHIRE CHESS ASSOCIATION**.
2. Warwickshire is the region made up of:
 - (a) The districts of North Warwickshire, Nuneaton & Bedworth, Rugby, Stratford-on-Avon and Warwick; and
 - (b) The metropolitan boroughs of Solihull, the City of Birmingham, and the City of Coventry.
3. The Company's registered office is situated in Kenilworth.
4. The Company's objects are to:
 - (a) Promote the playing, teaching and development of chess in Warwickshire;
 - (b) Maintain and increase a fund known as the "Permanent Invested Fund" to be invested in the names of the Trustees to be appointed in Article 6 hereof for the benefit of chess in Warwickshire;
 - (c) Organise teams to compete in the Midland and English National Counties over-the-board and correspondence championships or other events which the Board deem appropriate;
 - (d) Organise teams to compete in such other team contests and run such other individual contests and competitions that the Board deems appropriate.
 - (e) Organise or sanction an annual competition to award the title of Warwickshire individual champion;
 - (f) Organise or sanction an annual junior competition to award the titles of Warwickshire junior champions for different age groups
 - (g) Organise or sanction other events or activities in relation to encouraging the study and practice of chess in Warwickshire;
 - (h) Represent Members by affiliating to the English Chess Federation ("ECF"), and the Midland Counties Chess Union ("MCCU");
 - (i) Undertake activities and expend moneys for matters concerned with chess as shall be of a similar nature to those listed above in relation to encouraging the study and practice of chess through the county of Warwickshire.
5. In furtherance of the above objects but not further or otherwise the Company shall have the following powers:
 - (a) to acquire the entire undertaking and assets of the unincorporated association known as the Warwickshire Chess Association;
 - (b) to raise funds and to invite and receive contributions from any source by way of subscription, donation or otherwise, without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part;
 - (c) to invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, as may be thought fit;
 - (d) to make payments towards insurance for any Director, Officer, Independent Examiner or auditor against any liability as is referred to in Section 310(1) of the Companies Act 1985;

(e) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company;

(f) to do all such other lawful things as are necessary for the attainment of the above objects or any of them.

6. All assets of the Company and any surplus cash generated shall be applied solely towards the promotion of its objects as set out herein, and no portion of such assets or cash shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of pure profit to Company Members, Directors or Officers of the Company or other party.

PROVIDED ALWAYS that nothing contained in this Memorandum of Association shall prevent any payment being made by the Company in good faith as follows:-

(a) as reasonable and proper remuneration to any Company member, -Director, Officer or servant of the Company for any services rendered or goods provided to the Company;

(b) to any Director, officer or servant of reasonable and proper out of pocket expenses (provided proper evidence of the payment of such expenses is provided).

7. The liability of the company members is limited.

8. Every Company Member undertakes to contribute such amount as may be required not exceeding £1 to the Company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

9. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any assets whatsoever, any proceeds from the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions that promote chess, such institution or institutions to be determined by the members of the Company at or before the time of dissolution.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum of Association and adopting the Articles of Association attached to this Memorandum.

Name

Name

Address

Address

Dated: XXXX 2017

Witness to the above signatures:

Name

Name

Address

Address

WARWICKSHIRE CHESS ASSOCIATION

Articles of Association

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

In the articles, unless the context requires otherwise—

articles means the company's articles of association;

associate members means qualifying individuals who are associated with the Association and appear in the register of associate members

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

Board – means the directors of the company

chairman has the meaning given in article 16;

Companies Acts means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

Company member has the meaning given in section 112 of the Companies Act 2006 (ie a subscriber to the memorandum of association who is deemed to have agreed to become a member of the company, and whose name is entered in the company's register of members when the company is registered and every other person who agrees to become a member of the company and whose name is entered in the firm's register of members.)

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 Companies Act 2006;

ordinary resolution has the meaning given in section 282 of the Companies Act 2006;

participate, in relation to a directors' meeting, has the meaning given in article 10;

proxy notice has the meaning given in article 43;

special resolution has the meaning given in section 283 of the Companies Act 2006;

subsidiary has the meaning given in section 1159 of the Companies Act 2006; and

Warwickshire means the region made up of:

(a) The districts of North Warwickshire, Nuneaton & Bedworth, Rugby, Stratford-on-Avon and Warwick; and

(b) The metropolitan boroughs of Solihull, the City of Birmingham, and the City of Coventry.

WCA means the unincorporated association known as Warwickshire County Chess Association.

writing means the representation or reproduction 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.

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

Liability of company members

2. The liability of each Company 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 is a member or within one year after he ceases to be a member, for—
 - (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS

3. Unless otherwise determined by ordinary resolution the number of Directors shall be subject to a maximum of seven persons but shall not be less than three. Subject to the provisions of Article 26, all Directors shall be elected at an Annual General Meeting and shall hold office until the following Annual General Meeting.
4. The Directors shall also be Officers of the Association.
5. The Directors shall be:
 - (a) The President acting as the Chairman of the Board of Directors
 - (b) The Director of Finance
 - (c) The Director of Administration
 - (d) The Director of Junior Chess
 - (e) The Director of Senior Chess
 - (f) One Non-Executive Director
6. No Director shall serve on the Board in more than one capacity. No person shall be capable of being appointed a Director unless at the time of his appointment he has attained the age of 18.

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

7. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

Members' reserve power

8. The company members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
9. No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Appointment of Officers

10. Directors may appoint such officers and committees of the association as they deem necessary to conduct the business of the Association.

Directors may delegate

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

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

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

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

Committees

14. Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

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

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

16.—(1) The general rule about decision-making by directors is that any decision of the directors must be a majority decision at a meeting-

Unanimous decisions

17.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

18.—(1) Any director may call a directors' meeting by giving a minimum of 7 days notice of the meeting to the directors or by authorising the Director of Administration to give such notice.

(2) Notice of any directors' meeting must indicate—
(a) its proposed date and time;

- (b) where it is to take place; and
- (c) 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.

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

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

19.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

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

(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.

Quorum for directors' meetings

20.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

21.—(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

22.—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

23.—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the director's conflict of interest arises from a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries.

(4) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(5) Subject to paragraph (6), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(6) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

24. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

25. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

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

- (a) by ordinary resolution at a General Meeting, or
- (b) by a decision of the directors.

(2) 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 have the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2), where 2 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.

Termination of director's appointment

27. A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

Directors' remuneration

- 28.- (1) Directors will not receive financial remuneration for their work as directors of the Association
- (2) Directors may undertake services for the Association in addition to their work as directors at the discretion of the board
- (3) In this event Directors will be entitled to remuneration for these services in line with other servants of the association

Directors' expenses

29. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—
- (a) meetings of directors or committees of directors,
 - (b) general meetings.

PART 3

COMPANY MEMBERS

BECOMING AND CEASING TO BE A COMPANY MEMBER

30. Company membership of the Association shall be open to:

Persons with any of the following qualifications:

- (i) Birth in Warwickshire;
- (ii) Five years domicile in Warwickshire at any time;
- (iii) Two months immediate previous and present membership of a club either in or affiliated to Warwickshire;
- (iv) One month immediately previous and present residence in Warwickshire;
- (v) Present attendance as a student at a school, college or university in Warwickshire.
- (vi) Any Director of the Association

31. The subscribers to the Memorandum of Association and such other persons admitted to membership in accordance with this Article shall be Company Members of the Association

Applications for membership

32. No person shall become a company member of the company unless—

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

Termination of membership

- 33.(1) A company member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- (2) Membership is not transferable.
- (3) A person's Company Membership terminates when that person dies or ceases to exist.

PART 4 – LIFE VICE-PRESIDENTS AND ASSOCIATE MEMBERS

- 34. Life Vice-Presidents will be appointed by the Board in recognition of services to the Association.
- 35. Individuals wishing to affiliate to the Association, and admitted to such status by the Directors shall appointed by the Board as Associate Members of the Association.
- 36. The Board shall have the power to appoint additional Vice Presidents or Associate Members at any time.
- 37. Associate Membership to the Association shall be open to persons with any of the following qualifications:
 - (i) Birth in Warwickshire;
 - (ii) Five years domicile in Warwickshire at any time;
 - (iii) Two months immediate and present membership of a club either in or affiliated to Warwickshire;
 - (iv) One month immediately previous and present residence in Warwickshire;
 - (v) Present attendance as a student at a school, college or university in Warwickshire.
 - (vi) Any directors of the association

Life Vice-Presidents shall be granted associate membership status.

- 38. Annual subscriptions for Associate Members shall be payable on the first day of September in each year and shall be at such rates as the Board shall from time to time decide. Fees shall be set for the following categories:
 - (a) Life Vice Presidential;
 - (b) Individual Membership;

- 39. The Directors shall have the power to appoint additional Vice Presidents and Corporate Vice Presidents at any time and fill any vacancy arising from the death or resignation of any of the other Officers until the next AGM.

PART 5 MEETINGS

AGM

- 40. The Annual General Meeting of this Association shall be held in the month of June or at such time in each year as the Board may deem necessary for the purpose of:

- (a) Approving minutes of previous meetings and matters arising
- (b) Receiving reports from the Board on the previous season, including Junior, Senior and Finance Reports;
- (c) Receiving Accounts
- (d) Electing the Directors for the ensuing year
- (e) Determining Associate Membership fees for the next year
- (f) Effecting such changes of the Articles as hereinafter provided;
- (g) Transacting such other business as the Directors, Company and Associate Members shall deem proper to be transacted at an AGM.

The Secretary shall give to every Corporate and Individual Member three weeks notice of the date of the AGM and at least fourteen days before such date shall issue an agenda giving details of the business to be transacted at the meeting.

The Secretary shall give to every Director, Company Member, Officer, Vice-President and Associate Member –three weeks notice of the date of the AGM and at least fourteen days before such date shall issue an agenda giving details of the business to be transacted at the meeting.

41. An Extraordinary General Meeting may be convened at any time by the Board or upon a requisition signed by any three company or associate members, or at least five per cent of all Directors, Members and Associate Members.

42. Such requisition shall state the business required to be transacted at such Extraordinary General meeting, and within twenty-one days of receiving same, the Secretary shall notify each Director, Company Member, Officer, Vice-President and Associate Member of the time, date and place appointed by it for such Extraordinary General Meeting and shall state the purpose for which such meeting has been summoned. Such notice shall be given by the Secretary at least fourteen days before the date for such Extraordinary General Meeting.

43. Additional items for a general meeting including any director nominations may be set by:

- (a) agreement of the Board or
- (b) agreement of three company or associate members or
- (c) a written request from five per cent of all Directors, Members and Associate Members.

44. All Directors, Company Members, Officers, Vice-Presidents or Associate Members shall be entitled to attend, and speak at any Annual or Extraordinary General Meeting. Directors, Company Members, Vice-Presidents and Associate Members shall be entitled to vote. Voting shall in all cases be by show of hands unless at least two-thirds of the voters present shall demand a secret ballot or otherwise the chairman deems a secret ballot is appropriate. In the event of an equal number of votes being cast for and against any resolution, the chairperson of the meeting shall have a second casting vote.

45. In the year in which the Company acquires the undertaking of the WCA, the decisions of the immediately preceding WCA Meetings as regards finance shall respectively be deemed to have been taken by an Annual Finance Meeting held on that date.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 46.(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

47. The attendance of at least two directors and a total of 8 individuals entitled to attend and vote (including the directors) shall constitute a quorum for a general meeting
48. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

- 49.(1) If present, the President shall chair general meetings
- (2) If the president has notified that he will not be attending or is not present within ten minutes of the time at which a meeting was due to start—
- (a) the directors present, or
 - (b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking

- 50.(1) Meetings will be open to attendance by all Directors, Company Members, Officers, Vice-Presidents and Associate Members of the Association.
- (2) The chairman of the meeting may permit other persons not covered by the above to attend a general meeting.
- (3) All attendees may speak at general meetings

Adjournment

- 51.(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
- (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must—
- (a) 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
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (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.

VOTING AT GENERAL MEETINGS

Voting: general

52. 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 the articles.

Errors and disputes

53. (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.

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

54. (1) A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

- (a) the chairman of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Representation and Voting Rights

55. Voting will be open to Directors, Company Members, Vice-Presidents and Associate Members, The vote will be decided on the basis of one attendee or proxy one vote

Content of proxy notices

- 56.(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 57.—(1) 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.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

Amendments to resolutions

- 58.(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) 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 chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman’s error does not invalidate the vote on that resolution.

THE TRUST

59. Three Trustees of the Association shall be appointed from time to time by means of the trust deed, the terms of which shall be settled by resolution of the AGM. The duties of such trustees shall be confined to the management of the Permanent Invested Fund and any other funds which the Association might from time to time find it expedient to commit to their care for the purpose of temporary investment.

PART 7

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

60.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Accounts

61. The Board shall cause accounting records to be kept in accordance with the provisions of the Act.

62. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall at all reasonable times be open to the inspection of the Directors.

No right to inspect accounts and other records

63. 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 or affiliate.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

64.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

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

(b) any other liability incurred by that director as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by

any provision of the Companies Acts or by any other provision of law.

(3) In this article—

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

(b) a “relevant director” means any director or former director of the company or an associated company.

Insurance

65.(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a “relevant director” means any director or former director of the company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

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

Alterations

66.No alteration of or addition to the Memorandum of Association or Articles shall be made except at a General meeting by way of at least a two thirds majority of directors, and in addition a two thirds majority of all meeting attendees with voting rights. Notice of suggested alterations to be proposed at any AGM shall be delivered to the Secretary at least twenty-eight days before the date of the meeting, and notice of any alteration to be proposed at any Extraordinary General Meeting shall be contained in the requisition giving rise to any such meeting.