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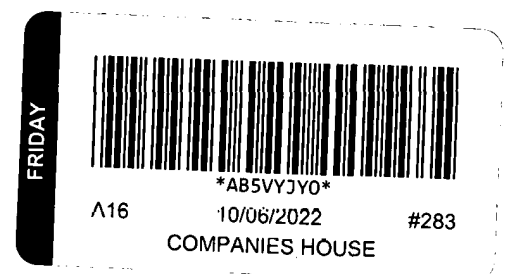
The Companies Act 2006

Private company limited by guarantee

Articles of Association of The Forces Pension Society



GNB 8/6



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Company number 00418311

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE FORCES PENSION SOCIETY (the "company")

(Adopted by special resolution passed on 8 Jun 2022)

1 Interpretation

1.1 In these articles, unless the context requires otherwise:

- 1.1.1 "Armed Forces" means the Royal Navy, the Army, the Royal Air Force and any other Armed Forces of the Crown and any services ancillary thereto, whether or not constituted or raised in the United Kingdom;
- 1.1.2 "articles" means the company's articles of association;
- 1.1.3 "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;
- 1.1.4 "chairman" means the chairman of the board of directors;
- 1.1.5 "civil partner" has the meaning given in the Civil Partnerships Act 2014;
- 1.1.6 "director" means a director of the company;
- 1.1.7 "document" includes, unless otherwise specified, any document sent or supplied in electronic form;
- 1.1.8 "electronic facility" includes, without limitation, website addresses and conference call systems, and any device, system, procedure, method or other facility whatsoever providing an electronic means of attendance at or participation in (or both attendance and participation in) a general meeting determined by the directors pursuant to article 9.3;
- 1.1.9 "electronic form" has the meaning given in section 1168 of the Companies Act 2006;
- 1.1.10 "general meeting" means a meeting of the members of the company including any meeting designated as an annual general meeting;
- 1.1.11 "life member" means a member who has previously purchased membership for life or has been designated as such by the directors in accordance with article 5.7;
- 1.1.12 "member" means a member of the company;

- 1.1.13 "membership rules" has the meaning given in article 34.1;
 - 1.1.14 "non-executive director" means a director who does not hold executive office;
 - 1.1.15 "objects" are the objects of the company as set out in article 2; and
 - 1.1.16 "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.
- 1.2 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.
- 1.3 The relevant model articles (as defined in section 20 of the Companies Act 2006) are excluded from applying to the company.
- 1.4 A reference to a meeting shall mean a meeting convened and held in any manner permitted by these articles, including a general meeting at which some (but not all) those entitled to be present attend and participate by means of electronic facility or facilities, and such persons shall be deemed to be present at that meeting for all purposes of the Companies Act 2006 and these articles, and "attend", "participate", "attending", "participating", "attendance" and "participation" shall be construed accordingly.

2 Objects and powers

- 2.1 The objects for which the company is established are:
- 2.1.1 to ensure the fair and equitable treatment of all members of the Armed Forces community concerning the payment and increase of pensions, retired pay, early departure payments, lump sums, gratuities, allowances and benefits, and that such payments comply with the principles of the Armed Forces Covenant and current best practice. The Armed Forces community includes personnel of all ranks, serving and retired of the Royal Navy, Army, Royal Air Force and any other Armed Forces of the Crown including Reserves as well as the widows, widowers, civil partners, partners, relatives and dependants of such personnel;
 - 2.1.2 to promote the interests and welfare of personnel and former personnel of the Armed Forces;
 - 2.1.3 to be an advocate for the Armed Forces Community and Pension Schemes, holding government to account where necessary;
 - 2.1.4 to carry out the objects set out in articles 2.1.1 to 2.1.3 (inclusive) in such manner and by such methods and means as the directors think fit, including by holding meetings, publishing books, pamphlets and periodicals, maintaining a presence on electronic (including social) media, advertising, lobbying and publicly advocating the interests of the persons referred to in such articles;

- 2.1.5 to provide technical guidance on Armed Forces pensions to members and, when appropriate, to others;
 - 2.1.6 to procure additional guidance (medical, legal, accountancy, and of any other nature whatsoever) to further any cause the company deems worthy of support, be it for the whole or any part of the Armed Forces community in connection with pensions, retired pay, gratuities, allowances, and other payments and benefits; and
 - 2.1.7 to pursue such other objects as the directors shall from time to time see fit.
- 2.2 The company shall have power to do anything within the law that may promote or may help to promote the objects or any of them, in particular (but without limitation) the company has the following powers:
- 2.2.1 to buy, hire, take on lease or in exchange or otherwise acquire property and assets of any kind;
 - 2.2.2 to acquire the whole or any part of the business or assets of any person, firm or company carrying on any activity in support of the objects and to give any form of consideration in return for the business or assets;
 - 2.2.3 to sell, lease, license or otherwise dispose of the whole or any part of the assets or property of the company, either together or in portions, and to accept any form of consideration in return;
 - 2.2.4 to borrow money, issue loan stock or raise money on such terms and on such security over its property and assets as the company thinks fit;
 - 2.2.5 to give guarantees and indemnities on any terms;
 - 2.2.6 to execute, make, draw, accept, endorse, acquire, dispose of, discount, negotiate, issue or otherwise deal with cheques, promissory notes, debentures, drafts, bills of exchange, warrants and other instruments (whether negotiable or transferable or not);
 - 2.2.7 to charge subscription or membership fees to members whether on a one-off or regular basis;
 - 2.2.8 to accept any donation or gift of money, property or other assets in support of the objects;
 - 2.2.9 to subscribe for, purchase or otherwise acquire, take, hold or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any person;
 - 2.2.10 to invest and deal with any of the moneys of the company in such manner, with or without security and on such terms as the company may think fit;
 - 2.2.11 to make grants, donations or loans of money;
 - 2.2.12 to enter into contracts to provide services to or on behalf of others;

- 2.2.13 to support and subscribe to, or guarantee money for, any charitable or benevolent objects or for any public, general or useful object;
- 2.2.14 to establish branches or subsidiaries, and to promote any other company or person which (in the opinion of the directors) is likely to assist or benefit the company, and to subscribe for or otherwise acquire all or any part of the shares or securities of any such company;
- 2.2.15 to amalgamate, merge with or support any other company or undertaking whose objects are or include objects similar to those of the company or which may (in the opinion of the directors) advantageously be combined with the objects, or which is possessed of property, assets or rights suitable for any of the purposes of the company and on any terms whatsoever;
- 2.2.16 to employ or engage such paid or unpaid employees, agents or associates as are necessary for carrying out the work of the company;
- 2.2.17 to make all reasonable and necessary provision for the payment of pensions and superannuation to employees and dependants;
- 2.2.18 to insure the property of the company against any foreseeable risk and to take out insurance policies to protect the company when required;
- 2.2.19 to provide indemnity insurance for the benefit of any persons who are or were at any time directors or officers of the company or any other company which is a subsidiary or subsidiary undertaking of the company or who are or were at any time trustees of any pension fund in which any employee of the company or of any other such company or subsidiary undertaking are or have been interested;
- 2.2.20 to act as agent or broker or trustee for any person, firm or company, and to undertake and perform any form of contract; and
- 2.2.21 to carry on business as proprietors and publishers of print or electronic literature, including books, journals, pamphlets, websites and periodicals,

provided that the company will not support, with its funds, any objects, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which would make the company a trade union.

3 Application of income and property

- 3.1 The income and property of the company must be applied solely towards the promotion of the objects. No part of the income or capital may be paid or transferred, directly or indirectly, to the members of the company, whether by way of dividend or bonus or in any other way that amounts to a distribution of profit or surplus. This does not prevent the payment of:
 - 3.1.1 reasonable and proper remuneration and benefits to any officer, employee or member of the company in return for any services or goods provided to the company;

- 3.1.2 discounts provided to members in respect of their purchase of goods or services provided by or through the company;
- 3.1.3 grants, donations or loans to members of the company;
- 3.1.4 a reasonable rate of interest on money lent to the company by members;
- 3.1.5 reasonable rent for property let to the company by members;
- 3.1.6 reasonable expenses to any officer, employee or member of the company; or
- 3.1.7 any indemnity and insurance referred to in article 33.

4 Liability of members

- 4.1 The liability of each member is limited to £1.00, being the amount that each member undertakes to contribute to the assets of the company in the event of it being wound up while he is a member or within one year after he ceases to be a member, for:
 - 4.1.1 payment of the company's debts and liabilities contracted before he ceases to be a member;
 - 4.1.2 payment of the costs, charges and expenses of winding up, and
 - 4.1.3 adjustment of the rights of the contributories among themselves.

5 Members - eligibility for membership and payment of annual subscription

- 5.1 The following persons shall be eligible to be a member of the company:
 - 5.1.1 serving and retired personnel, of all ranks, of the Armed Forces;
 - 5.1.2 spouses, civil partners, co-habiting partners and other relatives of persons eligible to be members under article 5.1.1, including following the breakdown of a marriage to or civil partnership or other co-habiting partnership with a person eligible to be a member under article 5.1.1; and
 - 5.1.3 widowers, widows and survivors of civil partnerships and other co-habiting partnerships of persons eligible to be members under article 5.1.1.
- 5.2 No person shall be eligible for membership as a relative of a member pursuant to article 5.1 unless that person is either the father, mother, son, daughter, step-son or step-daughter of the serving or retired member, is 18 years of age or more and is not themselves serving personnel of the Armed Forces.
- 5.3 No person shall become a member of the company unless:
 - 5.3.1 that person has completed an application for membership in a form as approved by the directors from time to time in accordance with the membership rules; and
 - 5.3.2 the directors have approved the application.
- 5.4 The directors shall have absolute discretion to approve or refuse an application for membership.

- 5.5 If the directors determine to refuse the application they shall inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 5.6 Every member (other than life members) shall pay an annual subscription to the company in accordance with the membership rules at rates fixed by the company from time to time.
- 5.7 The directors shall have the power at their absolute discretion from time to time to elect any member, or person qualified to be a member pursuant to article 5.2, as a life member.

6 Members - termination of membership

- 6.1 Membership is not transferable and shall be terminated:
- 6.1.1 in the case of an individual, on his or her death;
 - 6.1.2 in the case of a corporate body or other organisation with independent legal identity, on completion of a winding up or any other dissolution or where the entity ceases to exist for whatever reason;
 - 6.1.3 when the member resigns by written notice to the company;
 - 6.1.4 if any membership subscription due from the member to the company is not paid in full within one month of it having been demanded and it falling due; or
 - 6.1.5 otherwise in accordance with the membership rules.
- 6.2 A member whose membership is terminated under this article 6:
- 6.2.1 shall be removed from the register of members of the company; and
 - 6.2.2 shall not be entitled to a refund of any subscription fee and shall remain liable to pay to the company any subscription or other sum owed by him or her.

7 Membership petition

A member shall have the right to submit, in writing, any proposal, question or petition regarding his retired pay or pension or regarding retired pay or pensions in general to the directors. The directors shall, following receipt of any such proposal, question or petition, shall make such response and/or take such action as they determine, in their absolute discretion, to be in the best interests of the member concerned and/or the best interest of the company.

8 General meetings

The directors shall call in each year a general meeting to be designated as an annual general meeting which shall be held for such purposes as may be set out in the membership rules or otherwise as the directors think fit. Not more than 15 months shall elapse between successive annual general meetings.

9 General meetings - convening and notice

- 9.1** The directors may make whatever arrangements they consider fit to allow those entitled to do so to attend and participate in any general meeting.
- 9.2** The directors shall determine in relation to each general meeting the means of attendance and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so by means of electronic facility or facilities pursuant to article 9.3 (and for the avoidance of doubt, the directors shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances).
- 9.3** The directors may resolve to enable persons entitled to attend and participate in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the directors) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:
- 9.3.1** participate in the business for which the meeting has been convened;
 - 9.3.2** hear all persons who speak at the meeting; and
 - 9.3.3** be heard by all other persons attending and participating in the meeting.
- 9.4** A general meeting shall be called on not less than 14 clear days' notice.
- 9.5** A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 per cent of the total voting rights.
- 9.6** The notice must specify the date time and place, including partly (but not wholly) by means of electronic facility or facilities, of the meeting and the general nature of the business to be transacted. If the meeting is designated as an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 15.
- 9.7** If pursuant to article 9.3 the directors determine that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall:
- 9.7.1** include a statement to that effect;
 - 9.7.2** specify the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements determined pursuant to article 13.5; and

- 9.7.3 state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.
- 9.8 The notice must be given to all the members and to the directors and auditors.
- 9.9 If, at any general meeting at which members are entitled to participate by means of electronic facility or facilities determined by the directors pursuant to article 9.3, any document is required to be on display or to be available for inspection at the meeting (whether prior to or for the duration of the meeting or both), the company shall ensure that it is available in electronic form to persons entitled to inspect it for at least the required period of time, and this will be deemed to satisfy any such requirement.
- 10 General meetings - quorum**
- 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. The quorum is seven members entitled to vote present in person or by proxy.
- 11 General meetings - chairman**
- 11.1 If the directors have appointed a chairman, the chairman of the board of directors shall chair general meetings if present and willing to do so.
- 11.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the general meeting or is not present within ten minutes of the time at which a general meeting was due to start:
- 11.2.1 the directors present; or
- 11.2.2 if no directors are present, the members present in person or by proxy and entitled to vote at the general meeting,
- must appoint a director or member to chair the general meeting.
- 11.3 The person chairing a general meeting in accordance with this article is referred to as "the chairman of the meeting".
- 12 General meetings - adjournment**
- 12.1 If the persons attending a general meeting within half an hour of the time at which the general meeting was due to start do not constitute a quorum, or if during a general meeting a quorum ceases to be present the chairman of the meeting must adjourn it (unless the general meeting was called on the requisition of members in which case it shall be dissolved).
- 12.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 12.2.1 the meeting consents to an adjournment; or
- 12.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner; or

- 12.2.3 it appears to the chairman of the meeting that it is impracticable or unreasonable for any reason to hold a general meeting on the date or at the time specified in the notice calling the general meeting by means of the electronic facility or facilities specified in the notice.
- 12.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 12.4 When adjourning a general meeting, the chairman of the meeting must:
 - 12.4.1 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
 - 12.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 12.5 If the continuation of an adjourned meeting is to take place more than 30 days after it was adjourned, notice of the adjourned meeting shall be given as in the case of the original general meeting.
- 12.6 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.
- 13 General meetings - attendance, speaking and conduct**
- 13.1 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.
- 13.2 Directors may attend and speak at general meetings, whether or not they are members.
- 13.3 The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.
- 13.4 All persons seeking to attend and participate in a general meeting by way of electronic facility or facilities shall be responsible for maintaining adequate facilities to enable them to do so. Subject only to the requirement for the chairman of the meeting to adjourn a general meeting in accordance with the provisions of articles 12.1 or 12.2, any inability of a person or persons to attend or participate in a general meeting by way of electronic facility or facilities shall not invalidate the proceedings of that meeting.
- 13.5 If a general meeting is held partly by means of an electronic facility or facilities pursuant to article 9.3, the directors and the chairman of the meeting may make any arrangement and impose any requirement or restriction that is:
 - 13.5.1 necessary to ensure the identification of those taking part by means of such electronic facility or facilities and the security of the electronic communication; and
 - 13.5.2 in its or his or her view, proportionate to those objectives.
- 14 General meetings - voting**
- 14.1 A resolution put to the vote at a general meeting held partly by means of electronic facility or facilities shall be decided on a poll, which poll votes may be cast by such

electronic means as the directors, in their sole discretion, deem appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates. Subject thereto 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. No poll shall be demanded on the election of the chairman of the meeting or on any question of adjournment of the meeting.

- 14.2 Subject to the remainder of these articles, every member shall have one vote on any resolution, which may be exercised in person or by proxy. No member shall be entitled to vote on any resolution unless all moneys presently payable by him to the company have been paid.
- 14.3 A member who is serving personnel in the Armed Forces shall not be entitled to vote on a resolution put to the vote of a general meeting relating to policy issues in which the company has an interest and which could give rise to a conflict of interest concerning the member in question.
- 14.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
- 14.5 No objection may be raised to the qualification of any person voting at a general meeting except at the general meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the general meeting is valid.
- 14.6 Any such objection must be referred to the chairman of the meeting whose decision is final.
- 14.7 A poll on a resolution may be demanded:
 - 14.7.1 in advance of the general meeting where it is to be put to the vote;
 - 14.7.2 at a general meeting, either before a show of hands on that resolution; or
 - 14.7.3 immediately after the result of a show of hands on that resolution is declared.
- 14.8 A poll may be demanded by:
 - 14.8.1 the chairman of the meeting;
 - 14.8.2 the directors;
 - 14.8.3 two or more persons having the right to vote on the resolution; or
 - 14.8.4 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 14.9 A demand for a poll may be withdrawn if:
 - 14.9.1 the poll has not yet been taken; and
 - 14.9.2 the chairman of the meeting consents to the withdrawal.
- 14.10 Polls must be taken in such manner as the chairman of the meeting directs.

15 Proxies and proxy notices

- 15.1** Any member entitled to attend a general meeting is entitled to appoint another person (whether or not a member) to exercise all or any of the member's rights to attend speak, vote (on a show of hands or a poll), join in the demand for a poll or otherwise participate at a general meeting.
- 15.2** Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - 15.2.1** states the name and address of the member appointing the proxy;
 - 15.2.2** identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 15.2.3** is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 15.2.4** is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which it relates, including the date stated in the notice of general meeting by which the proxy notice must be delivered to the company (which shall not be less than 48 hours before the start of the general meeting).
- 15.3** The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 15.4** 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.
- 15.5** Unless a proxy notice indicates otherwise, it must be treated as:
 - 15.5.1** 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
 - 15.5.2** 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.
- 15.6** 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 general 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.
- 15.7** 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.
- 15.8** 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.
- 15.9** 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.

16 Corporate representative

Any corporation which is a member of the company may by resolution of its directors or governing body authorise a person or persons to act as its representatives at any general meeting and, to the extent permitted by the Companies Act 2006, any person so authorised is entitled (on behalf of the corporation) to exercise the same powers as the corporation could exercise if it were an individual member of the company.

17 Members' written resolutions

A resolution in writing agreed and passed by the required majority of eligible members in accordance with the procedure set out in sections 288-300 of the Companies Act 2006 has effect as if passed by the company in general meeting.

18 Directors - appointment and removal

18.1 Unless otherwise determined by ordinary resolution the minimum number of directors shall be three and the maximum number of directors shall be 15.

18.2 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director, either to fill a vacancy or as an additional director, by:

18.2.1 ordinary resolution; or

18.2.2 the directors,

provided that:

18.2.3 the appointment does not cause the number of directors to exceed any maximum number permitted by these articles at such time;

18.2.4 no more than one-third of the directors at such time shall be non-members; and

18.2.5 a person who is a serving member of the Armed Forces shall not be eligible to be appointed to be a director.

18.3 A person ceases to be a director as soon as:

18.3.1 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;

18.3.2 that person dies;

18.3.3 a bankruptcy order is made against that person;

18.3.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;

18.3.5 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;

- 18.3.6 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- 18.3.7 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; or
- 18.3.8 that person is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

19 Non-executive directors - retirement

19.1 At each annual general meeting:

- 19.1.1 any non-executive director then in office who has been appointed by the board of directors since the previous annual general meeting shall retire from office but shall be eligible for re-appointment by the company by ordinary resolution for a three-year term if he or she is willing to continue to act as a director;
- 19.1.2 any non-executive director then in office for whom it is the third annual general meeting following the first annual general meeting at which he or she was re-appointed shall retire from office but shall be eligible for re-appointment by the company by ordinary resolution for a further three-year term if he or she is willing to continue to act as a director;
- 19.1.3 any non-executive director then in office for whom it is the third annual general meeting following the annual general meeting at which he or she was re-appointed pursuant to article 19.1.2 shall retire and shall not be eligible for re-appointment, save for the chairman of the board of directors, the chairman of the Strategy and Finance Committee and the chairman of the Audit and Risk Committee who shall be eligible for re-appointment by the company by ordinary resolution for a final three year term if he or she is willing to continue to act as a director; and
- 19.1.4 the chairman of the board of directors, the chairman of the Strategy and Finance Committee and the chairman of the Audit and Risk Committee for whom it is the third annual general meeting following the annual general meeting at which he or she was re-appointed pursuant to article 19.1.3 shall retire and shall not be eligible for re-appointment.

19.2 If a non-executive director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect from the conclusion of the meeting.

19.3 If:

19.3.1 at the annual general meeting in any year any resolution or resolutions for the appointment or re-appointment of the persons eligible for appointment or re-appointment as directors are put to the meeting and lost; and

19.3.2 at the end of that meeting the number of directors is fewer than any minimum number of directors required under article 18.1,

all retiring directors who stood for re-appointment at that meeting ("**retiring directors**") shall be deemed to have been re-appointed as directors and shall remain in office but the retiring directors may only act for the purpose of filling vacancies, convening general meetings of the company and performing such duties as are essential to maintain the company as a going concern, and not for any other purpose.

19.4 The retiring directors shall convene a general meeting as soon as reasonably practicable following the meeting referred to in article 19.3 and they shall retire from office at that meeting. If at the end of any meeting convened under this article the number of directors is fewer than any minimum number of directors required under article 18.1, the provisions of this article shall also apply to that meeting.

19.5 All appointments to the board of directors will relate to the skill sets agreed by the board of directors from time to time as desirable and necessary for directors to hold. The list of skill sets will be maintained by the board of directors and updated as necessary from time to time.

20 Alternate directors

20.1 Any director (other than an alternate director) may at any time appoint any other director or any other person approved by the directors and who is willing to act to be his alternate director. Any director may at any time remove from office an alternate director appointed by him.

20.2 An alternate director is entitled to receive notice of all meetings of the directors and of committees of which his appointor is a member and (in the absence of his appointor) to attend and vote as a director and be counted in the quorum at any such meeting and generally (in the absence of his appointor) to perform all the functions of his appointor as a director.

20.3 An alternate director may represent more than one director. An alternate director shall have one vote for each director for whom he or she acts as alternate (in addition, if he or she is a director, to his or her own vote) but he or she shall count as only one for the purpose of determining whether a quorum is present.

20.4 An alternate director shall not be entitled to receive any remuneration from the company in respect of his or her appointment as an alternate director except only such part (if any) of the remuneration otherwise payable to his or her appointor as his or her appointor may by notice in writing to the company from time to time direct.

20.5 An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the company and to be repaid expenses and to be indemnified to the same extent as if he or she were a director.

21 Directors - powers and authority

- 21.1** Subject to 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 as are not required by the Companies Act 2006 to be exercised by the members in general meeting or otherwise.
- 21.2** The members may, by special resolution, direct the directors to take, or refrain from taking, specified action. No such special resolution invalidates anything which the directors have done before the passing of the resolution.
- 21.3** Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
- 21.3.1** to such person or committee;
 - 21.3.2** by such means (including by power of attorney);
 - 21.3.3** to such an extent; and
 - 21.3.4** in relation to such matters or territories on such terms and conditions as they think fit.
- 21.4** If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 21.5** The directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 21.6** 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.
- 21.7** The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

22 Directors - decision-making

- 22.1** Any decision of the directors must be either:
- 22.1.1** a majority decision at a directors' meeting; or
 - 22.1.2** a unanimous resolution in writing of the directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors meeting. Such resolution in writing may comprise several copies in like form each of which is signed by one or more directors.

23 Directors' meetings

- 23.1** The directors may regulate their meetings as they think fit, subject to the provisions of these articles.
- 23.2** Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) or the chief executive to give such notice.

- 23.3 Notice of a directors meeting must be given to each director in such form and with such content as the directors determine, but need not be in writing unless the directors so determine.
- 23.4 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another directors' meeting.
- 23.5 The quorum for a directors' meeting may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three.
- 23.6 If the total number of directors of the company for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- 23.6.1 to appoint further directors; or
 - 23.6.2 to call a general meeting so as to enable the members to appoint further directors.
- 23.7 A director may be counted towards the quorum and participate in a directors' meeting, or part of a directors' meeting, by electronic means when:
- 23.7.1 the directors have agreed suitable electronic means (for a specific directors' meeting or generally);
 - 23.7.2 he or she can each communicate to the others any information or opinions he or she has on any particular item of the business of the meeting; and
 - 23.7.3 the meeting has been called and takes place in accordance with these articles and any other rules of participation determined by the directors.
- 23.8 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.
- 24 Directors' meetings - chairman**
- 24.1 The directors may appoint a director to chair their meetings and the person so appointed for the time being is known as the chairman.
- 24.2 The directors may terminate the chairman's appointment at any time.
- 24.3 If the chairman is not participating in a directors' meeting within 15 minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.
- 24.4 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote. 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.
- 25 Directors' meetings - records of decisions to be kept**
- The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the directors.

26 Directors' interests - declarations in transactions with the company

26.1 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in:

26.1.1 a proposed transaction or arrangement with the company; or

26.1.2 in an existing transaction or arrangement entered into by the company which has not previously been declared,

to the directors in accordance with the requirements of the Companies Act 2006 and any other rules determined by the directors to apply to such declarations of interest.

26.2 No declaration of an interest shall be required by a director:

26.2.1 in relation to an interest which cannot reasonably be regarded as likely to give rise to a conflict of interest; or

26.2.2 if, or to the extent that, it concerns the terms of his service contract.

26.3 A director may be counted as participating for quorum and voting purposes in relation to the directors' decision-making process concerning any proposed or existing transaction or arrangement with the company in which he or she has an interest where such interest has been duly declared in accordance with this article 26.

27 Directors' interests - conflicts of interest

27.1 The directors may authorise, to the fullest extent permitted by law, any matter which may otherwise constitute or give rise to a breach of the duty of a director under section 175 of the Companies Act 2006 to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company.

27.2 A director shall not be regarded as having a conflict of interest solely because he or she is also a member of the company.

27.3 Authorisation of a matter under this article 27 shall be effective only if:

27.3.1 any requirement as to the quorum at the directors' meeting at which the matter is considered is met without counting the director in question and any other interested director (together the "**interested directors**"); and

27.3.2 the matter was agreed to without the interested directors voting or would have been agreed to if the votes of the interested directors had not been counted.

27.4 Any authorisation of a matter under this article 27.

27.4.1 shall be subject to such conditions or limitations as the directors may determine, whether at the time such authorisation is given or subsequently, including as to the director's right to participate for quorum or voting purposes in any future directors' decision-making process which concerns the authorised interest; and

27.4.2 may be terminated or suspended by the directors at any time,
provided always that any such termination or suspension or the imposition of any such conditions or limitations will not affect anything done by the director concerned prior to such event in accordance with the relevant authorisation.

27.5 A director shall comply with the terms of any such authorisation and with any policies or procedures dealing with conflicts of interest which are from time to time approved by the directors.

27.6 A director shall not by reason of his or her holding office as director be accountable to the company for any benefit, profit or remuneration which that director or any person connected with him or her derives from any matter declared in accordance with article 26 or authorised under this article 27.

27.7 Subject to any terms of any authorisation and with any policies or procedures dealing with conflicts of interest which are from time to time approved by the directors, a director shall be under no obligation to disclose to the company any information which he or 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 relation to any matter declared in accordance with article 26 or authorised under this article 27.

28 Directors' - remuneration and expenses

28.1 Directors are entitled to such remuneration and other benefits (if any) as the directors determine:

28.1.1 for their services to the company as directors; and

28.1.2 for any other service which they undertake for the company.

28.2 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

28.2.1 meetings of directors or committees of directors; and

28.2.2 general meetings,

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

29 Offices of President, Vice-Presidents and Honorary Members of the company

29.1 The directors may from time to time appoint any members or other persons as President, Vice-Presidents and Honorary Members of the company. These are representative and ambassadorial roles, rather than corporate appointments with specified duties.

29.2 Any person appointed as President, Vice-President or Honorary Member of the company shall retain his or her office only until the next annual general meeting but he or she shall then be eligible for re-election by the company.

- 29.3 The company may by special resolution remove any President, Vice-President or Honorary Member of the company and may by ordinary resolution appoint another person in his or her stead.
- 29.4 The Chairman may invite any of the President, Vice-Presidents or Honorary Members of the company to attend and speak at directors' meetings but shall not be entitled to vote on any matter or resolution put forward at such meetings.
- 29.5 The office of the President, a Vice-President or Honorary Member of the company shall be vacated if:
- 29.5.1 that person dies;
 - 29.5.2 a bankruptcy order is made against that person;
 - 29.5.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 29.5.4 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 in that person's capacity and may remain so for more than three months;
 - 29.5.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
 - 29.5.6 notification is received by the company from the person that the person is resigning from office, and such resignation has taken effect in accordance with its terms.

30 Communications

- 30.1 Subject to these 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.
- 30.2 Subject to these 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.
- 30.3 Any notice to be given to or by any person pursuant to these articles must be in writing (which includes in electronic form).
- 30.4 The company may give any notice to a member either:
- 30.4.1 personally;
 - 30.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address;
 - 30.4.3 by leaving it at the address of the member; or

- 30.4.4 by giving it using electronic communications to the member's address provided for the purpose.
- 30.5 A member present in person at any meeting of the company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 30.6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 30.7 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- 30.8 A notice shall be deemed to have been given:
- 30.8.1 48 hours after the envelope containing it was posted; or
- 30.8.2 in the case of an electronic communication, 48 hours after it was sent.

31 Accounts and other records

- 31.1 The directors must:
- 31.1.1 prepare, circulate and file accounts;
- 31.1.2 keep accounting records;
- 31.1.3 prepare and file annual returns; and
- 31.1.4 keep minutes of all meetings of the directors and members and all other proper records,
- as required by the Companies Act 2006.
- 31.2 Except as required 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.

32 Seal

If the company has a seal it must only be used by the authority of the directors. The directors may determine who shall sign any Instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the company secretary (if any) or by a second director.

33 Directors' indemnity and insurance

- 33.1 Subject to article 33.2 a relevant director of the company or an associated company may be indemnified out of the company's assets against:
- 33.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;
- 33.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an

occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and

- 33.1.3 any other liability incurred by that director as an officer of the company or an associated company.
- 33.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law.
- 33.3 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.
- 33.4 In this article 33:
 - 33.4.1 a "**relevant director**" means any director or former director of the company or an associated company;
 - 33.4.2 a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and
 - 33.4.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

34 Membership rules

- 34.1 The directors may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the company ("**membership rules**").
- 34.2 Without prejudice to the generality of the directors' powers under article 34.1, the membership rules may regulate the following matters but are not restricted to them:
 - 34.2.1 the admission of members and any admission fees, subscriptions and other fees or payments to be made by members, including procedures in the event of non-payment;
 - 34.2.2 the rights, responsibilities and conduct of members to the extent not dealt with by these articles or the Companies Act 2006;
 - 34.2.3 the procedures at general meetings and directors' meetings to the extent such procedure is not regulated by these articles or the Companies Act 2006; and
 - 34.2.4 generally, all such matters as are commonly the subject matter of rules in a company of a similar nature as the company.
- 34.3 The membership rules may be altered or repealed by a decision of the directors or by ordinary resolution.
- 34.4 The directors shall adopt such means as they think sufficient to bring the membership rules to the notice of members.

- 34.5 The membership rules shall be binding on all members provided that no membership rule shall be inconsistent with, or shall affect or repeal anything contained in, these articles.

35 Dissolution

- 35.1 On the winding up or dissolution of the company any property whatsoever remaining after the satisfaction of all debts and liabilities:

35.1.1 shall not be paid to or distributed among the members of the company; and

35.1.2 shall be transferred to one or more institutions having objects similar to the objects of the company, each of which has restrictions in its constitution or governing instrument on the application of property that are equivalent to the restrictions in these articles or, if that is not possible then such property shall be applied or transferred towards any charity or charities.