

Company Number: 3030808

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of Telecare Services Association

**(as adopted by Special Resolution passed on
27th day of June 2017)**



PART 1 – INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

1.1. In the articles, unless the context requires otherwise:-

“articles”	means the company’s articles of association;
“bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
“chairman”	has the meaning given in article 12;
“chairman of the meeting”	has the meaning given in article 35;
“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;
“customer representative”	means an organisation not providing alarm or telecare services but being constituted to represent or promote the interests of a group of individuals who may be the beneficiaries or recipients of alarm or telecare services;
“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;
“member”	has the meaning given in section 112 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 41;
“related professional interest”	means an organisation with a professional interest in alarm or telecare services involved in recommending service users, assessment of need or in academic

	research of the market, but not a service provider, supplier or customer representative;
"service provider"	means an organisation contracting with an individual user or with or on behalf of a professional intermediary to provide alarm or telecare services;
"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;
"supplier"	means an organisation interested in the telecare and alarms industry and supplying equipment or professional services to a service provider. Such professional services shall exclude the direct services delivered by a service provider, e.g. call centre services;
"the United Kingdom"	means Great Britain and Northern Ireland; and
"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. No regulations contained in any statute or subordinate legislation, including but not limited to the regulations contained in Table A in the schedule to the Companies (Table A to F) Regulations 1985 (as amended) or any of the model articles contained in The Companies (Model Articles) Regulations 2008, apply as regulations or articles of association of the company.

1.4. In these articles, a reference to a statute or statutory provision includes:-

- 1.4.1. any subordinate legislation (as defined in section 21(1), Interpretation Act 1978) made under it;
- 1.4.2. any repeated statute or statutory provision which it re-enacts (with or without modification); and
- 1.4.3. any statute or statutory provision which modifies, consolidates, re-enacts or supersedes it, except to the extent that it would create or increase the liability of any member.

1.5. The headings in these articles are for convenience only and shall not affect its construction or interpretation.

1.6. Unless the context otherwise requires:-

1.6.1. words denoting the singular shall include the plural and vice versa;

1.6.2. words denoting a gender shall include all genders; and

1.6.3. references to persons shall include corporations and firms.

2. Liability of members

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

2.1.1. payment of the company's debts and liabilities contracted before he ceases to be a member;

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

2.1.3. adjustment of the rights of the contributories among themselves.

PART 2 – DIRECTORS, EXECUTIVES & PRESIDENT

Directors

3. Directors' general authority

3.1. 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.

3.2. The directors may from time to time make such rules as they may deem necessary or expedient or convenient for the proper conduct and management of the company and in particular they may by such rules regulate (among other things):-

3.2.1. the admission and classification of members of the company and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the joint entrance fees, subscriptions and other fees or payments to be made by members;

3.2.2. the conduct of members of the company in relation to one another and to the company;

3.2.3. the procedure at general meetings and meetings of the directors in so far as procedure is not regulated by these articles; and

3.2.4. generally, all such matters as are commonly the subject of rules or an association.

4. **Members' reserve power**

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

5. **Directors may delegate**

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

- 5.1.1. to such person or committee;
- 5.1.2. by such means (including by power of attorney);
- 5.1.3. to such an extent;
- 5.1.4. in relation to such matters or territories; and
- 5.1.5. on such terms and conditions;

as they think fit.

- 5.2. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 5.3. The directors may revoke any delegation in whole or part, or alter its terms and conditions.

6. **Committees**

- 6.1. Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 6.2. The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

7. **Directors to take decisions collectively**

- 7.1. The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

- 7.2. If:-

- 7.2.1. the company only has one director, and
- 7.2.2. no provision of the articles requires it to have more than one director,
- 7.2.3. the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

8. **Unanimous decisions**

- 8.1. A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 8.2. 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.
- 8.3. 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.
- 8.4. 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.

9. **Calling a directors' meeting**

- 9.1. Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 9.2. Notice of any directors' meeting must indicate:-
 - 9.2.1. its proposed date and time;
 - 9.2.2. where it is to take place; and
 - 9.2.3. if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 9.3. Notice of a directors' meeting must be given to each director, but need not be in writing.
- 9.4. 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.

10. **Participation in directors' meetings**

- 10.1. Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:-
 - 10.1.1. the meeting has been called and takes place in accordance with the articles, and
 - 10.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 10.2. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

- 10.3. 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.

11. Quorum for directors' meetings

- 11.1. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 11.2. The quorum for directors' meetings may be fixed from time to time by a decision of the directors, unless otherwise fixed it is four comprising of at least two directors appointed pursuant to article 20.
- 11.3. 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:-
- 11.3.1. to appoint further directors, or
- 11.3.2. to call a general meeting so as to enable the members to appoint further directors.

12. Chairing of directors' meetings

- 12.1. The directors may appoint a director annually to chair their meetings who shall hold the position for a period not exceeding twelve months.
- 12.2. The person so appointed for the time being is known as the chairman.
- 12.3. *The directors may terminate the chairman's appointment at any time.*
- 12.4. If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start then the participating directors must appoint one of themselves to chair it.
- 12.5. The chairman shall not hold office for a period of in excess of 5 years.

13. Casting vote

- 13.1. If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- 13.2. 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.

14. Treasurer

- 14.1. The directors may appoint one of their number to be treasurer and may at any time remove him from that office.

15. Records of decisions to be kept

- 15.1. 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.

16. Directors' discretion to make further rules

- 16.1. 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.

17. Conflicts of interest

- 17.1. 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.

- 17.2. But if article 17.3 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.

- 17.3. This article applies when:-

17.3.1. 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;

17.3.2. the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

17.3.3. the director's conflict of interest arises from a permitted cause.

- 17.4. For the purposes of this article, the following are permitted causes:-

17.4.1. 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;

17.4.2. subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

17.4.3. arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

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

- 17.6. Subject to article 17.7, 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.

- 17.7. 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.

- 17.8. Where proposals are under consideration concerning the appointment of two or more directors to offices or employment's with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

18. Appointment and Retirement of Co-opted Non Executive Directors

- 18.1. Any person who is willing to act as a co-opted non executive director, and is permitted by law to do so, may be appointed by the directors to be a co-opted non executive director of the company.
- 18.2. A director so appointed shall hold office only until in accordance with article 19.
- 18.3. If reappointed after retirement in accordance with paragraph 19.2, a co-opted non executive director shall not hold office for a period of in excess of a total of 4 years.
- 18.4. The number of directors appointed under this article 18 shall not exceed three in number at any time unless the directors resolve to make a specific additional appointment of a fourth co-opted director provided that such co-opted director has a required skill set for the board.

19. Appointment and Retirement of Non-Executive Directors

- 19.1. At each annual general meeting one-quarter of the non executive directors or, if their number is not four or a multiple of four, the number nearest to one-quarter shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.
- 19.2. The directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who become or were last reappointed directors on the same day those to retire (unless they agree otherwise among themselves) be determined by lot.
- 19.3. No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless:-
- 19.3.1. he is recommended by the directors; or
- 19.3.2. he has been duly elected in accordance with the company's electoral regulations.

20. Election of Non-Executive Directors – Communities of Interest

- 20.1. In addition to any executive or co-opted non executive directors appointed by the directors from time to time, the directors shall be made up of the following number of non-executive directors elected by the members to represent or reflect each of the following communities of interest within the membership:-
- 20.2. Service providers – geographic communities:-

- 20.2.1. England – 1 director;
 - 20.2.2. Scotland – 1 director;
 - 20.2.3. Wales – 1 director; and
 - 20.2.4. Northern Ireland and the Republic of Ireland – 1 director.
- 20.3. Sectoral Interests:-
- 20.3.1. Supplier – 2 directors; and
 - 20.3.2. Customer representative – 1 director.
- 20.4. Each community of interest within the membership shall be represented by a non-executive director, with the exception of related professional interest who shall have no representative. An elected director may only serve as the representative of one community of interest.
- 20.5. The directors shall define the boundaries of the geographical communities for service providers and on agreement by a majority vote, the directors may, from time to time, agree to alter those boundaries.
21. **Election of Non-Executive Directors – Calling an Election**
- 21.1. Upon being required to do so by the articles, the directors shall call an election for a non executive director of the company.
 - 21.2. In the event that a vacancy occurs by rotational retirement, the directors shall call for nominations for that election on the first Friday of November.
 - 21.3. In the event that the election arises as a result of a casual vacancy, the directors shall call for nominations for that election within six weeks of that vacancy occurring.
22. **Election of Non-Executive Directors – Nomination of Candidates**
- 22.1. On declaration of an election for a non-executive director to represent a community of interest any Full Member of the company listed by the directors as being a member within that interest community may nominate a person as a candidate for election to represent that interest community.
 - 22.2. Nominations must be submitted to the company at the company's registered address, or such other address as is notified at the time that the election is called or is shown on any nomination forms supplied by the company. Every such nomination must be in writing addressed to the company.
 - 22.3. Any nomination received by the company more than four weeks after the date when the election was called shall be void.
 - 22.4. In the event that only one valid nomination has been received by the company by the close of the nomination period, that person shall be duly elected as a director. Within one week of such event, the company shall publish a notice to every member of the company notifying them of this outcome.

- 22.5. In the event that no valid nominations have been received by the company by the close of the nomination period, the directors may, at their discretion, co-opt a representative for that community of interest or set a date for recommencing the electoral process for that vacancy.

23. Election of Non-Executive Directors – Voting Process

- 23.1. Within one week of receiving two or more valid nominations for a vacancy, the company shall send to each member entitled to vote in that election a voting paper. Such voting paper shall contain the name of every person who has been duly nominated as a candidate for election for that vacancy.
- 23.2. A Full Member is entitled to vote in an election for a director to represent the interest community to which that member has been allocated and for no other community of interest.
- 23.3. Each member receiving a voting paper may cast only one vote in favour of any one candidate for each vacancy for which he is entitled to vote. He shall return the voting paper to the company at the company's registered address, or such other address as is shown on the voting paper.
- 23.4. Completed voting papers shall be received by the date shown on the voting paper (the ballot day). Any such voting papers received after this date shall be invalid. Any purported vote cast other than in accordance with the entitlement in article 25.2 and the procedure in articles 23.3 and 23.4 shall be invalid and shall be disregarded.
- 23.5. The candidate receiving the greatest number of votes from members entitled so to vote in an election shall be deemed to have been elected.
- 23.6. If as a result of any such election two or more candidates tie for the greatest number of votes validly cast there shall be a further election. In the event of any such tie the company shall send within week after the ballot day to each member entitled to vote in that tied election a voting paper containing the name of every person whose votes shall have resulted in such a tie. Each such member shall return the voting paper to the company.
- 23.7. If as a result of such a second election two or more candidates tie for the greatest number of votes cast, none of such candidates shall be deemed to be elected. In these circumstances, the annual general meeting next following shall elect one of the candidates so tying. At such a vote, all Full Members present or represented at that annual general meeting shall be entitled to vote.
- 23.8. The chairman shall determine all questions as to the validity of voting papers and otherwise in relation to any such election and shall declare the results of all such elections at the annual general meeting next following such elections. Every such declaration shall be conclusive as to the results of such elections.
- 23.9. Unless otherwise agreed by the candidates, in the event of a first vote, the normal time between dispatch of voting papers and the ballot day shall be six weeks while that for a second vote shall be four weeks.
- 23.10. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were

disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be director and had been entitled to vote.

24. Termination of director's appointment

24.1. A person ceases to be a director as soon as:-

- 24.1.1. 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;
- 24.1.2. a bankruptcy order is made against that person;
- 24.1.3. a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 24.1.4. 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 as a director and may remain so for more than three months;
- 24.1.5. 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;
- 24.1.6. 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;
- 24.1.7. in the case of a director who is the chief executive and/or finance director he or she is no longer employed or serving under a contract of services with the company such termination to be automatic on such termination of employment and/or engagement;
- 24.1.8. in the case of a director elected or appointed to represent a community of interest, he ceases to be an employee, officer or servant of a relevant member organisation;
- 24.1.9. he shall be found to be in persistent or material breach of any service agreement with the company or any code of conduct issued by the company from time to time and the directors resolve that his office shall be vacated; or
- 24.1.10. he shall for two consecutive meetings have been absent without permission of the directors from the meetings of directors held during that period and the directors resolve that his office be vacated.

25. Remuneration of Non-Executive Directors

- 25.1. The non-executive directors shall be entitled to such remuneration as the company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.
- 25.2. The non-executive directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of

directors or committees of directors or meetings of members of the company or otherwise in connection with the discharge of their duties.

26. Remuneration of Co-opted Non Executive Directors

- 26.1. The co-opted non executive directors shall be entitled to such remuneration as the company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.
- 26.2. The co-opted non executive directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or meetings of members of the company or otherwise in connection with the discharge of their duties.

EXECUTIVES

27. Chief Executive Officer & Finance Director

- 27.1 The directors shall be responsible for the appointment of the paid roles of a chief executive and a finance director who will, so far as permitted by law, both be directors of the company with the right to attend and vote at board meetings and who shall hold such office upon such terms as the directors shall determine and any Chief Executive Officer and/or Finance Director so appointed may be removed by the directors.
- 27.2 Executive directors are entitled to such remuneration as the directors determine:-
- 27.2.1. for their services to the company as directors; and
- 27.2.2. for any other service which they undertake for the company.
- 27.3. Subject to the articles, an executive director's remuneration may:-
- 27.3.1. take any form, and
- 27.3.2. include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 27.4. Unless the directors decide otherwise, executive directors' remuneration accrues from day to day.
- 27.5. Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

28 Executive Directors' Gratuities and Pensions

- 28.1. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was

dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

29 President

29.1 The directors may from time to time resolve to appoint a President of the Company who shall remain in office for a period of four years or sooner pursuant to article 29.2. Nothing in these articles shall oblige the directors to appoint such President which shall be entirely in the discretion of the directors.

29.2 The President office shall be determined upon the expiry of four years or sooner in the event of the following:-

- 29.2.1 he or she resigns his or her office by notice in writing to the Company;
- 29.2.2 becomes of unsound mind;
- 29.2.3 ceases to be a member;
- 29.2.4 becomes bankrupt or has a receiving order made against him or make an arrangement or composition with his or her creditors generally; or
- 29.2.5 the appointment is otherwise determined by the Board.

PART 3 – MEMBERS

Becoming and Ceasing to be a Member

30. Applications for membership

30.1. No person shall become a member of the company unless:-

- 30.1.1. that person has completed an application for membership in a form approved by the directors; and
- 30.1.2. the directors have approved the application.

30.2. There shall be two classes of member:-

- 30.2.1. full members who shall enjoy all rights of representation and may vote at meetings of the company and in postal ballots in respect of motions to meetings or for the election of directors of the company ("Full Members"); and.
- 30.2.2. associate members who shall enjoy all rights of representation but who shall have no right to vote at general meetings of the company or in postal ballots or in respect of motions to general meetings or for the election of directors of the company ("Associate Members").

30.3. The directors shall prescribe rules and procedures for the admission of members as Full Members or Associate Members and the decision of the directors in this respect shall be final and binding.

30.4. The company shall maintain a register showing the allocation of each member to the following sectoral communities of interest, including any geographical sub-division of that community:-

- 30.4.1. service providers;
 - 30.4.2. sectoral interests, which shall include suppliers and customer representatives; and
 - 30.4.3. related professional interest.
- 30.5. The directors shall allocate members to a sectoral community on the basis of information provided by them on application or subsequently. Where a member has activities covering more than one sectoral community, for electoral purposes he will be allocated to a single community on the following order of allocation: supplier, service provider, customer representative. In the case of members of the service provider community, the directors shall allocate members to a geographical sub-community on the basis of the location of their head office or registered office.
- 30.6. The director's decision on the allocation of a member to any particular community of interest is final.
31. **Termination of membership**
- 31.1. A member may withdraw from membership of the company by giving at least one calendar months' notice to the company in writing.
- 31.2. Membership is not transferable.
- 31.3. A person's membership terminates when that person dies or ceases to exist.

General Meetings

32. Notice of General Meetings

- 32.1. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 32.2. The directors may call general meetings and, on the requisition of members entitled to vote pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene an extraordinary general meeting for a date not later than seven weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company entitled to vote may call a general meeting.
- 32.3. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice of not less than seven days if it is so agreed:-
- 32.3.1. in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - 32.3.2. in the case of any other meeting by a majority in number of the *members having a right to attend and vote being a majority together holding not less than ninety-five percent of the total voting rights at the meeting of all the members.*

- 32.4. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such and shall be given to all the members and to the directors and auditors.
- 32.5. In each year the company shall hold its annual general meeting and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between annual general meetings.
- 32.6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

33. Attendance and speaking at general meetings

- 33.1. 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.
- 33.2. A Full Member is able to exercise the right to vote at a general meeting when:-
 - 33.2.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 33.2.2. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 33.3. 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.
- 33.4. In determining attendance at a general meeting, it is immaterial whether any two or more Full Members attending it are in the same place as each other.
- 33.5. 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.

34. Quorum for general meetings

- 34.1. 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.
- 34.2. No business shall be transacted at any meeting unless a quorum is present. Fifteen persons entitled to vote upon the business to be transacted, each being a Full Member or a proxy for a Full Member or a duly authorised representative of a corporation, shall be a quorum.
- 34.3. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting

shall stand adjourned to the same day in the next week at the same time and place or such time and place as the directors may determine.

35. Chairing general meetings

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

35.2. If the directors have not appointed a chairman or vice chairman, or if the chairman or vice chairman are unwilling to chair the meeting or are not present within ten minutes of the time at which a meeting was due to start:-

35.2.1. the directors present, or

35.2.2. (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.

35.3. The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

36. Attendance and speaking by directors and non-members

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

36.2. The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

37. Adjournment

37.1. 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.

37.2. The chairman of the meeting may adjourn a general meeting at which a quorum is present if:-

37.2.1. the meeting consents to an adjournment, or

37.2.2. 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.

37.3. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

37.4. When adjourning a general meeting, the chairman of the meeting must:-

37.4.1. 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

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

- 37.5. 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):-
- 37.5.1. to the same persons to whom notice of the company's general meetings is required to be given, and
 - 37.5.2. containing the same information which such notice is required to contain.
- 37.6. 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.

Votes for Members

38. Voting: general

- 38.1. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
- 38.2. On a show of hands every Full Member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, shall have one vote and on a poll every Full Member shall have one vote.
- 38.3. No member otherwise entitled to vote shall vote at any general meeting, either in person or by proxy, unless all moneys presently payable by him in respect of membership have been paid.
- 38.4. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 38.5. Associate Members are not entitled to vote.

39. Errors and disputes

- 39.1. 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.
- 39.2. Any such objection must be referred to the chairman of the meeting whose decision is final.

40. Poll votes

- 40.1. A poll on a resolution may be demanded:-
- 40.1.1. in advance of the general meeting where it is to be put to the vote; or
 - 40.1.2. at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

- 40.2. A poll may be demanded by:-
- 40.2.1. the chairman of the meeting;
 - 40.2.2. two or more persons having the right to vote on the resolution; or
 - 40.2.3. 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.
- 40.3. A demand for a poll may be withdrawn if:-
- 40.3.1. the poll has not yet been taken, and
 - 40.3.2. the chairman of the meeting consents to the withdrawal.
- 40.4. Polls must be taken immediately and in such manner as the chairman of the meeting directs.
- 40.5. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 40.6. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand has not been made.
- 40.7. No notice need be given on a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
41. **Content of proxy notices**
- 41.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:-
- 41.1.1. states the name and address of the member appointing the proxy;
 - 41.1.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 41.1.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 41.1.4. 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.
- 41.2. The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

41.3. 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.

41.4. Unless a proxy notice indicates otherwise, it must be treated as:-

41.4.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

41.4.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

42. **Delivery of proxy notices**

42.1. 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.

42.2. 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.

42.3. 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.

42.4. 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.

43. **Amendments to resolutions**

43.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:-

43.1.1. notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and

43.1.2. the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

43.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:-

43.2.1. the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

43.2.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

43.3. 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.

44. **Forfeiture of Membership**

- 44.1. Any member who has not paid its subscription or a call by the end of four weeks after it shall have been demanded may be struck off the roll of members by resolution of the directors and, in that event, shall be notified that it has been struck off.

45. **Expulsion of Members**

- 45.1. If any member organisation shall be accused of any dishonourable, improper or unprofessional conduct on grounds that the directors, after investigation and explanations from that member, shall deem sufficient, they shall serve notice of expulsion on that member. Any member so expelled shall immediately forfeit his interest and privileges in the association without further claim for calls or for any other money paid to the company, but he shall remain liable to pay any calls or other money outstanding at the date of expulsion.

PART 4 – ADMINISTRATIVE ARRANGEMENTS

46. **Means of communication to be used**

- 46.1. 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.
- 46.2. 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.
- 46.3. 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.

47. **Company seals**

- 47.1. Any common seal may only be used by the authority of the directors.
- 47.2. The directors may decide by what means and in what form any common seal is to be used.
- 47.3. Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 47.4. For the purposes of this article, an authorised person is:-
- 47.4.1. any director of the company;
 - 47.4.2. the company secretary (if any); or
 - 47.4.3. any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

48. **No right to inspect accounts and other records**

- 48.1. 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.
- 48.2. A copy of the proceeding of all general meetings shall be sent to each member.

49. **Provision for employees on cessation of business**

- 49.1. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

50. **Calls for Funding**

- 50.1. In addition to the annual membership fee specified and payable in accordance with the rules prescribed by directors, the company in general meeting may make such calls as it thinks fit upon the members and each member shall pay the amount of every call so made on him at such time or times as shall be prescribed by the resolution making such call or, if no time is prescribed, then at the expiration of 28 days after the passing of such a resolution. A call shall be deemed to have been made at the time when the resolution making the call was passed. It shall not be necessary to send any notice of any such call other than a copy of the proceedings of the meeting at which such call was passed, and such copy shall be deemed to be a notice within the meaning of these articles.

Directors' Indemnity and Insurance

51. **Indemnity**

- 51.1. Subject to article 51.2, a relevant director of the company or an associated company may be indemnified out of the company's assets against:-
- 51.1.1. 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;
 - 51.1.2. 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);
 - 51.1.3. any other liability incurred by that director as an officer of the company or an associated company.
- 51.2. 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.
- 51.3. In this article:-

- 51.3.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- 51.3.2. a “relevant director” means any director or former director of the company or an associated company.

52. Insurance

52.1. 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.

52.2. In this article:-

- 52.2.1. a “relevant director” means any director or former director of the company or an associated company;
- 52.2.2. 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
- 52.2.3. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

The Company’s Objects

53. Objects

53.1. The company’s objects are to:-

- 53.1.1. regulate the social alarms and telecare industry;
- 53.1.2. set, raise and monitor standards of practice, products and services;
- 53.1.3. promote good working practice and identify and encourage excellence within the industry;
- 53.1.4. promote awareness of the industry and its activities;
- 53.1.5. provide information, advice and assistance to individuals and organisations in respect of the industry; and
- 53.1.6. promote the association as a spokesperson for the social alarms and telecare industry.

53.2. In furtherance of its objects, the association may exercise the following powers:

- 53.2.1. to investigate complaints against members;
- 53.2.2. to provide the principal forum for the discussion and progression of issues facing the providers, users and recipients of social alarm services and to consider legislation on issues relating to social alarms, to monitor developments of interest to members and to ensure that the views of members are represented on a national basis;

- 53.2.3. to form links with, to subscribe to and promote the aims and objects of other organisations and individuals who may have similar or sympathetic objectives and to provide a vehicle for fostering the exchange of ideas and information between members and other organisations;
- 53.2.4. to consider general questions affecting the interests of the membership at large, to initiate and promote legislation with a view to attaining any object of the association; to petition Parliament in favour of, or against, any measure affecting the association or proposing to make changes in law or practice, and appear in support of any such petition;
- 53.2.5. to acquire by purchase, take on lease or otherwise, land, buildings and other property real or personal, which the association may from time to time think proper to acquire, for the purposes of the association, and which may be lawfully held by it; to sell, exchange, mortgage, surrender, or otherwise dispose of any such property; to allow the association's premises to be used for lectures, classes, examinations, meetings, arbitration's, sales by auction, and such other similar purposes as may be sanctioned by the directors appointed under the terms of the Articles of Association, and to charge for such use;
- 53.2.6. to borrow money for the purposes of the association from members or other persons or corporations, and to secure money so borrowed, with interest, by bonds, debentures, or other obligations of the association and to charge such bonds, debentures, or other obligations upon the association's real or personal property, or any part of its property;
- 53.2.7. to subscribe or guarantee money for or towards the expenses of meetings of members of the association or other persons or societies, or for charitable or benevolent objects, or for any public, general, or useful object; and
- 53.2.8. to do all such other lawful things as are incidental or conducive to the attainment of all or any objects mentioned above.