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2019

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of:

AIMP LIMITED

Incorporated on the 10 day of December 2002

Articles of Association passed by special resolution of the members at an extraordinary
general meeting on 24th January 2019

THE COMPANIES ACT 2006
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

AIMP LIMITED
Company Number 4613543

PRIVATE COMPANY LIMITED BY GUARANTEE

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1 **Defined terms**

In the articles, unless the context requires otherwise—

"articles" means the Association'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;

"Buying Groups" are organisations which work with the members to procure pharmaceutical products and services for them;

"chair" has the meaning given in article 13;

"chair of the meeting" has the meaning given in article 30;

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

"director" means a director of the Association, 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;

"General Medical Practitioner" means a general medical practitioner whose name is included in the register kept by the General Medical Council under article 10 of the General and Specialist Medical Practice (Education, Training and Qualifications) Order 2003 (or the equivalent) and who is on the medical performers' list to practice in England

"LPC" means Local Pharmaceutical Committee established pursuant to the provisions of section 167 of the National Health Service Act 2006 recognised by the NHS Commissioning Board (as established pursuant to section 1H of the said Act) as representative of the persons providing pharmaceutical services and persons providing local pharmaceutical services from premises in the area for which the Committee is formed;

"member" has the meaning given in section 112 of the Companies Act 2006, and does not include Advisory Members, Honorary Members and Associate Members which have the rights and obligations stated in article 23 only;

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

"PSNC" means the Pharmaceutical Services Negotiating Committee recognised by the Secretary of State for Health as the body that represents NHS pharmacy contractors and working with LPCs;

"participate", in relation to a directors' meeting, has the meaning given in article 1.1;

"proxy notice" has the meaning given in article 36;

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

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

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

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

2 Objects of Association

The Principal Objects of the Association shall be to:

- 2.1 foster the development of community pharmacy.
- 2.2 represent the interests of its members and associate members (as defined in article 23.4) with the NHS and other pharmacy bodies.
- 2.3 recruit pharmacists and staff into community pharmacy and to foster their development.
- 2.4 exchange information, knowledge and expertise among the members of the Association for the purpose of agreeing priorities in representing the interests of members with the NHS and other pharmacy bodies.
- 2.5 work collaboratively with other representative bodies stakeholders in the community pharmacy sector.

3 Members' liability

- 3.1 The liability of each member is limited to the membership fee due until paid from time to time is one pound (£1), being the amount that each member undertakes to contribute to the assets of the Association 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:-
 - 3.1.1 payment of the Association's debts and liabilities contracted before he ceases to be a member,
 - 3.1.2 payment of the costs, charges and expenses of winding up, and
 - 3.1.3 adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

4 **Directors' general authority**

Association's business, for which purpose they may exercise all the powers of the Association.

5 **Members' reserve power**

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

6 **Directors may delegate**

- 6.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:-
 - 6.1.1 to such person or committee;
 - 6.1.2 by such means (including by power of attorney);
 - 6.1.3 to such an extent;
 - 6.1.4 in relation to such matters or territories; and
 - 6.1.5 on such terms and conditions;as they think fit.
- 6.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 6.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

7 **Committees**

- 7.1 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.
- 7.2 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.
- 7.3 Any committees or organisations attended by the directors of the Association by virtue of being a director of the Association shall report to the Board the matters discussed and any decisions taken by such organisations in a timely manner to ensure, among other things, that the Association is acting in a way consistent with others in the industry. As appropriate such information shall be received and treated in confidence.

DECISION-MAKING BY DIRECTORS

8 **Directors to take decisions collectively**

- 8.1 The general rule about decision-making by directors is that any such decision must be either a majority decision at a duly convened meeting or, if a decision is required to be made before the next duly convened directors' meeting, a majority decision by telephone, email or other electronic means, or a decision taken in accordance with article 9.
- 8.2 If:-
- 8.2.1 the Association only has one director, and
 - 8.2.2 no provision of the articles requires it to have more than one director,
- 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.

9 **Unanimous decisions**

- 9.1 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.
- 9.2 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.
- 9.3 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.
- 9.4 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.

10 **Calling a directors' meeting**

- 10.1 The Chief Executive shall call a meeting of the Board not less than 4 times in each calendar year.
- 10.2 The Chair or any two directors may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Chief Executive to give such notice.
- 10.3 Notice of any directors' meeting must indicate:-
- 10.3.1 its proposed date and time;
 - 10.3.2 the business to be discussed at the meeting;
 - 10.3.3 where it is to take place; and
 - 10.3.4 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.
- 10.4 Notice of a directors' meeting must be given to each director so far as practicable on giving not less than thirty days prior to the date of the meeting, but such notice need not be in writing.
- 10.5 Decisions may be taken on matters not stated on the notice of the Board meeting if all those in attendance unanimously agree.

- 10.6 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 Association 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.

11 Participation in directors' meetings

- 11.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:-
- 11.1.1 the meeting has been called and takes place in accordance with the articles, and
 - 11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 11.3 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.
- 11.4 The Board of directors may adopt a code of conduct to be observed at directors' meetings.
- 11.5 The Board of Directors may invite any person who is not a director to attend a directors' meeting provided that such person may attend only as an observer and may not participate in the meeting except at the discretion of the Chair and may not vote.

12 Quorum for directors' meetings

- 12.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 12.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is not less than two-thirds of the directors.
- 12.3 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:-
- 12.3.1 to appoint further directors, or
 - 12.3.2 to call a general meeting so as to enable the members to appoint further directors.

13 Chairing of directors' meetings and appointment of Chief Executive

- 13.1 The directors may appoint a person to chair their meetings. The person so appointed shall be known as the Chair and shall hold office for a term of two years or such other period as determined by the directors, and the directors shall have the power to terminate the appointment on giving reasonable notice unless any contract with the chair provides otherwise.
- 13.2 The directors may appoint a vice chair to chair their meetings in the absence of the chair. The person so appointed shall be known as the Vice Chair and shall hold office for a term of one year or such other period as determined by the directors, and the directors shall have the power to terminate the appointment on giving reasonable notice unless any contract with the Vice Chair provides otherwise chair.

- 13.3 The directors may appoint a Chief Executive and may appoint a General Manager and delegate such of the Board's powers to them as the directors think appropriate.
- 13.4 The directors may terminate the chair's appointment at any time.
- 13.5 If a director has breached any code of conduct that the Board of directors has adopted for the conduct of its meetings, the Chair (or Vice Chair in the absence of the Chair) may require such director to leave a director's meeting if the Chair (or Vice Chair in the absence of the Chair) considers in his absolute discretion that the continued presence of such director at the meeting would be detrimental to the continuation of the meeting.
- 13.6 Where there is a reference to the company secretary in the Act the Chief Executive shall be responsible to undertake the task for the Association.

14 Appointment of the Treasurer

- 14.1 The directors may appoint a Treasurer of the Association who may or may not be a director of the Association.
- 14.2 If the person is a director of the Association the Treasurer shall be appointed by the directors from within their own number and will serve for a term of 2 years (unless he shall cease to be a director during that period), after which time he will be eligible for reappointment.
- 14.3 If the person is not a director of the Association, the Treasurer may be appointed by the directors and will serve for a term of 2 years, after which time he will be eligible for reappointment.
- 14.4 There is no maximum to the number of 2 year terms which the Treasurer may serve, subject to re-appointment by the directors.
- 14.5 The directors may direct that the Association remunerate the Treasurer.
- 14.6 If he is not a director of the Association, the Treasurer need not have any connection with a member.

15 Casting vote

- 15.1 If the numbers of votes for and against a proposal are equal, the chair or other director chairing the meeting has a casting vote.
- 15.2 But this does not apply if, in accordance with the articles, the chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16 Conflicts of interest

- 16.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Association 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.
- 16.2 But if paragraph 16.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.
- 16.3 This paragraph applies when:-

- 16.3.1 the Association 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; conflict of interest; or
- 16.3.2 the director's conflict of interest arises from a permitted cause.
- 16.4 For the purposes of this article, the following are permitted causes:-
 - 16.4.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries;
 - 16.4.2 subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 16.4.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Association or any of its subsidiaries which do not provide special benefits for directors or former directors.
- 16.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 16.6 Subject to paragraph 16.7, 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 chair whose ruling in relation to any director other than the chair is to be final and conclusive.
- 16.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

17 Records of decisions to be kept

The directors must ensure that the Association 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.

18 Directors' discretion to make further rules

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

APPOINTMENT OF DIRECTORS

19 Methods of appointing directors

- 19.1 Subject to articles 19.2 and 19.4, a person may only be a director of the Association if he has been nominated by a member of the Association. A person may not nominate more than two people to sit on the Board. Any nomination shall be made in writing by the member and delivered to the Chief Executive at least 28 days before the next general meeting, and the appointment of the director will take effect at the conclusion of that general meeting.
- 19.2 Notwithstanding any other provision in these articles, the directors may appoint a director at any time.

- 19.3 Any person who has been nominated in accordance with Article 19.1 and is willing to act as a director, and is permitted by law to do so, shall be appointed as a director from the date of the following general meeting, as provided by article 19.1.
- 19.4 At no time shall there be fewer than two directors or more than 15 directors.
- 19.5 For the purposes of paragraph 19.4, where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.
- 19.6 At every annual general meeting one-third of the directors are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.
- 19.7 Subject to the provisions of the Companies Acts, 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 became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. If more than one director became or was last reappointed on the same day as another director such that the number of directors retiring by rotation would exceed one-third, then all such directors shall retire by rotation notwithstanding that more than one-third of the directors will be retiring by rotation.
- 19.8 If the Association, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
- 19.9 If the number of retiring directors willing to act in addition to the number of persons nominated in accordance with article 19.1 would exceed 15, then there shall be an election for such number of vacancies as would bring the total number of directors up to 15. At such election, every member will have one vote.

20 Termination of director's appointment

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

- 20.1.1 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;
- 20.1.2 a bankruptcy order is made against that person;
- 20.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 20.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 20.1.5 notification is received by the Association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 20.1.6 that person ceases to be employed by the member which nominated that person.
- 20.1.7 the Board of directors decides in its discretion, having regard if appropriate to any code of conduct that the Board of directors has adopted, that the conduct of such director is, in its opinion, detrimental to the interests of the Association. The Board may notify any such direction advising them of their

expulsion and of the reasons for such expulsion and to make representations before a general meeting. Having heard such representations, the members shall decide at such general meeting whether to uphold the decision to expel the director or to reinstate the director. There shall be no right of appeal against the decision of the members in general meeting.

20.1.8 The Board of directors decides that removal is in the best interests of the Association because of a director's absence of three consecutive regularly scheduled meetings of the Board of directors or more than two such meetings in a calendar year.

20.1.9 that person is appointed as a director or as an advisor for the National Pharmacy Association (NPA) or the Company Chemist's Association (CCA) body

21 Directors' remuneration

21.1 Directors may undertake any services for the Association that the directors decide.

21.2 Directors are entitled to such remuneration as the directors determine—

21.2.1 for their services to the Association as directors, and

21.2.2 for any other service which they undertake for the Association.

21.3 Subject to the articles, a directors remuneration may—

21.3.1 take any form, and

21.3.2 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.

21.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

21.5 Unless the directors decide otherwise, directors are not accountable to the Association for any remuneration which they receive as directors or other officers or employees of the Association's subsidiaries or of any other body corporate in which the Association is interested.

22 Directors' expenses

22.1 The Association may pay any reasonable expenses which the directors properly incur in connection with their attendance at:-

22.1.1 meetings of directors or committees of directors,

22.1.2 general meetings, or

22.1.3 separate meetings of the holders of debentures of the Association, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

The membership of the Association shall be composed of the following categories:-

23 Members

23.1 A pharmacy group is eligible for membership if it satisfies the Board that it meets the following criteria:-

23.1.1 The prospective member (or group companies of the member) has at least 3 and not more than a number of NHS pharmacy contracts in England and Wales as determined by the Board from time to time.

23.1.2 The prospective member demonstrates a sufficient interest in working within the Association to foster the long term interests of community pharmacy in the United Kingdom.

23.1.3 The prospective member is a privately owned limited company (or group of companies), or one owned by a Co-operative Society, LLP or a sole principal or partnership.

23.1.4 The prospective member is not an Association or other organisation or partnership or individual controlled by a General Medical Practitioner.

23.1.5 No member shall vote in the Association's PSNC members' elections if he or his organization has PSNC and LPC representation from another membership

23.2 Advisory Membership

The Association may confer advisory membership to create an "Advisory Member" upon persons or organisations approved to serve in an advisory capacity upon the agreement of at least three-fourths of the members entitled to vote. An Advisory Member shall have all the rights and privileges of a member, except it has no right to vote at any meetings of the Association nor to hold any office of the Association.

23.3 Honorary Membership

The Association may offer honorary membership to persons to create "Honorary Members" who may contribute significantly to the ideals and purposes of the Association. An Honorary Member of the Association has no right to vote at any meetings of the Association nor hold any office of the

Association. In all other respects an Honorary Member shall have all rights and privileges of a member. The approval by the board of Directors shall be required for conferring honorary membership and an annual membership fee shall be paid for an agreed sum of not less one pound (£1.00) or such higher amount determined by article 24.3.

23.4 Associate Membership

The Association may offer associate membership to smaller independent pharmacy contractors that do not qualify for membership due to having less than three contracts, and to Buying Groups to create "Associate Members". An Associate Member of the Association has no right to vote at any meetings of the Association nor hold any office of the Association. In all other respects an Associate Member shall have all rights and privileges of active a membership except those of voting and holding office. The approval by the board of Directors shall be required for conferring associate membership and an annual membership fee shall be paid for an agreed sum of not less one pound (£1.00) or such higher amount determined by article 24.3.

24 Applications for membership

24.1 No person shall become a member of the Association unless:-

24.1.1 that person has completed an application for membership in a form approved by the directors,

24.1.2 the directors have approved the application, and

24.1.3 the person has paid any joining fee and/or membership fee.

24.2 The joining fee shall be the sum declared by the Association by ordinary resolution. Such a joining fee must not exceed the amount recommended by the directors.

24.3 Each member shall each year pay the applicable annual membership fee which shall be the sum declared by the Association by ordinary resolution for each category of membership. Such annual membership fees must not exceed the amounts recommended by the directors.

25 Termination of membership

25.1 Membership is not transferable.

25.2 A member may withdraw from membership of the Association by giving 7 day's to the Association in writing.

25.3 A person's membership terminates when it no longer fulfils the requirements for membership of the category of which it is a member.

25.4 The Board of directors decide that the conduct of any member shall, in the opinion of the Board, be detrimental to the interests of the Association. The Board may notify any such member advising them of the expulsion of the member, and of the reasons for such expulsion. The member shall have a right of appeal against such expulsion and to make representations before a meeting of the Board. Having heard such representations the Board shall decide whether to uphold the decision to expel the member or to re-instate the member. There shall be no right of appeal from a decision of the directors.

25.5 The member shall not be entitled to a refund of any proportion of any joining fee or membership fees paid and shall remain liable for any fee or subscription which remains unpaid.

25.6 A person's membership terminates when that person dies or ceases to exist.

- 25.7 A person's membership terminates if that person fails to pay the membership within 30 days of the date of demand, or if later, the five days after the due date.

ORGANISATION OF GENERAL MEETINGS

26 General Meetings

- 26.1 The Association shall hold not less than two general meetings in each calendar year and not more frequently than three months between each meeting which shall be known as "the meeting of the Association of Independent Multiple Pharmacies" of which all members of all categories shall be notified and shall be entitled to attend. A General Meeting may take place through electronic media and a person entitled to attend and speak at a General Meeting may do so by any electronic means announced in the Notice of the meeting."
- 26.2 Not less than 21 days' notice shall be given of the meeting of the Association of Independent Multiple Pharmacies.
- 26.3 At each meeting of the Association of Independent Multiple Pharmacies the Treasurer shall present a report of the financial periods ending since the previous meeting.

27 Special Meetings

- 27.1 The Chief Executive shall call a Special Meeting within 42 days of the receipt of an instruction of the Board or upon receipt of the request in writing of one-third of the members.
- 27.2 Special Meetings shall be called upon seven days' notice (subject to the Companies Act requiring a longer notice period to take a particular decision).
- 27.3 At Special Meetings the only business that may come before the meeting shall be the business stated in the notice of that meeting unless the meeting shall unanimously decide to the contrary.

28 Attendance and speaking at general meetings

- 28.1 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.
- 28.2 A person is able to exercise the right to vote at a general meeting when:-
- 28.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 28.2.2 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.
- 28.3 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.
- 28.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

- 28.5 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.

29 Quorum for general meetings

- 29.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 29.2 A quorum at a general meeting is not less than 50% of the members unless the meeting has been adjourned in which event the quorum is the number of members in attendance.

30 Chairing general meetings

- 30.1 If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so.
- 30.2 If the directors have not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:-
- 30.2.1 the directors present, or
- 30.2.2 (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 30.3 The person chairing a meeting in accordance with this article is referred to as "the chair of the meeting".

31 Attendance and speaking by directors and non-members

- 31.1 Directors may attend and speak at general meetings, whether or not they are members.
- 31.2 The chair of the meeting may permit other persons who are not members of the Association to attend and speak at a general meeting.

32 Adjournment

- 32.1 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 chair of the meeting must adjourn it.
- 32.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:-
- 32.2.1 the meeting consents to an adjournment, or
- 32.2.2 it appears to the chair 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.
- 32.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 32.4 When adjourning a general meeting, the chair of the meeting must:-

- 32.4.1 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
- 32.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 32.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association 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)—
 - 32.5.1 to the same persons to whom notice of the Association's general meetings is required to be given, and
 - 32.5.2 containing the same information which such notice is required to contain.
- 32.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

33 **Voting: general**

- 33.1 Only members have the right to vote on any Association matters and each member shall have one vote,
- 33.2 At the beginning of each general meeting the person attending on behalf of the member who will exercise the vote will declare himself to the Association's nominated officer. The relevant person must be authorised in writing on the official stationery of the member signed by the sole principal, a director, a partner or other appropriate authorized person.
- 33.3 A resolution put to the vote of a general meeting must be decided on a show of hands by the person who has stated that he shall exercise the vote for the member unless a poll is duly demanded in accordance with the articles
- 33.4 Only one vote will be allowed from each member organisation.

34 **Errors and disputes**

- 34.1 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.
- 34.2 Any such objection must be referred to the chair of the meeting whose decision is final.

35 **Poll votes**

- 35.1 A poll on a resolution may be demanded:-
 - 35.1.1 in advance of the general meeting where it is to be put to the vote, or
 - 35.1.2 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.
- 35.2 A poll may be demanded by—
 - 35.2.1 the chair of the meeting;

- 35.2.2 the directors;
- 35.2.3 two or more persons having the right to vote on the resolution; or
- 35.2.4 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.

35.3 A demand for a poll may be withdrawn if:-

- 35.3.1 the poll has not yet been taken, and
- 35.3.2 the chair of the meeting consents to the withdrawal.

35.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

36 Content of proxy notices

36.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- 36.1.1 states the name and address of the member appointing the proxy;
- 36.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 36.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- 36.1.4 is delivered to the Association in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

36.2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

36.3 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.

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

- 36.4.1 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
- 36.4.2 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.

37 Delivery of proxy notices

37.1 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 Association by or on behalf of that person.

37.2 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

37.3 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.

- 37.4 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.

38 Amendments to resolutions

- 38.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:-
- 38.1.1 notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
 - 38.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 38.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:-
- 38.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 38.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 38.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

39 Means of communication to be used

- 39.1 Subject to the articles, anything sent or supplied by or to the Association 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 Association.
- 39.2 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.
- 39.3 A director may agree with the Association 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.

40 Company seal

- 40.1 The Association shall not have a common seal.

41 No right to inspect accounts and other records

- 41.1 The accounts of the Association shall be audited by a person of sufficient experience appointed by the Board.
- 41.2 Except as provided by law or authorised by the directors or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a member.

42 Cessation of business

- 42.1 The Association shall not be wound up voluntarily unless a special resolution is passed by 75% of the members entitled to vote.
- 42.2 The directors may decide to make provision for the benefit of persons employed or formerly employed by the Association 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 Association or that subsidiary.
- 42.3 On the winding-up or dissolution of the Association, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or shall be distributed evenly among the current members as decided by the Board before dissolution.

DIRECTORS' INDEMNITY AND INSURANCE

43 Indemnity

- 43.1 Subject to paragraph 43.2, a relevant director of the Association or an associated company may be indemnified out of the Association's assets against:-
 - 43.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company,
 - 43.1.2 any liability incurred by that director in connection with the activities of the Association 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),
 - 43.1.3 any other liability incurred by that director as an officer of the Association or an associated company.
- 43.2 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.
- 43.3 In this article:-
 - 43.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - 43.3.2 a "relevant director" means any director or former director of the Association or an associated company.

44 Insurance

- 44.1 The directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.
- 44.2 In this article:-
 - 44.2.1 a “relevant director” means any director or former director of the Association or an associated company,
 - 44.2.2 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 Association, any associated company or any pension fund or employees’ share scheme of the Association or associated company, and
 - 44.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.