

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**Written Resolution**

**of**

**The Association of Inshore Fisheries and Conservation Authorities Ltd**

**(the "Company")**

**(Company No. 7678190)**

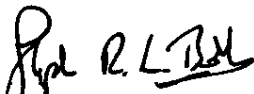
**Passed on 27 September 2016**

The following resolution was passed on the above date by way of written resolution under Chapter 2, Part 13 of the Companies Act 2006

**SPECIAL RESOLUTION**

- 1 THAT the Company adopt new articles of association in the form attached hereto in substitution for and to the entire exclusion of the Company's existing articles of association

Signed

  
Stephen Bolt, Director

Dated 21<sup>st</sup> October 2016



**Dated**

**2016**

**The Association of Inshore Fisheries and Conservation Authorities Ltd**

**Company Number 7678190**

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**Articles of Association**

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**The Companies Act 2006**  
**Company Limited by Guarantee and Not Having a Share Capital**

**Articles of Association**

**of**

**The Association of Inshore Fisheries and Conservation Authorities Ltd ("the Company")**

**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,
associate member	means a person admitted to membership of the Company pursuant to Articles 21 1 and 21 3,
bankruptcy	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
chairman	has the meaning given in article 12,
Companies Act	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company,
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,
IFCA	an Inshore Fishery and Conservation Authority established under the Marine and Coastal Access Act 2009,
member	means a person that is an IFCA, admitted to membership of the Company pursuant to Articles 21 1 and 21 2, and references to a "member" shall be construed only as references to such a member of the Company and shall not include an associate member,
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,
person	includes a natural person, corporate or unincorporated body (whether or not having separate legal personality)
proxy notice	has the meaning given in article 33,
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 works, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

1 2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company

1 3 The articles constituting Schedule 2 to the Companies (Model Articles) Regulations 2008 shall not apply to the Company

## 2 **Liability of Members**

2 1 The liability of each member is limited to £2 and the liability of each associate member is limited to £1, being the amount that each 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**

### **Directors' Powers and Responsibilities**

#### 3 **Directors' General Authority**

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

### **Statements of Objects**

#### 3a **Objects**

3a 1 The objects for which the Company is established are

- 3a 1 1 to carry on business of providing representation and support for the Inshore Fisheries and Conservation Authorities
- 3a 1 2 to carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously carried on by the Company in connection with or ancillary to any of the general business of the Company or is calculated directly to benefit the Company or enhance the value of or render profitable any of the Company's property or rights or is required by any customers of or persons dealing with the Company,
- 3a 1 3 to purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property,
- 3a 1 4 to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company,
- 3a 1 5 to invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made,
- 3a 1 6 to lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person included any holding company, subsidiary or fellow subsidiary company in any manner,
- 3a 1 7 to borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it,
- 3a 1 8 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments,
- 3a 1 9 to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions,

- 3a 1 10 to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same,
- 3a 1 11 to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are to have been employed by, or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependents of such persons, to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependents, and
- 3a 1 12 to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, subcontractors or otherwise and either alone or in conjunction with others
- 3a 2 The objects set forth in each sub-Article of this Article 3a shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in each sub-Article or from the name of the Company. None of each sub-Articles or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-Article, but the Company shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-Articles as if each sub-Article contained the objects of a separate company. The word company in this Article, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere
- 3a 3 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Article 3a and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members (or associate members) of the Company, provided that nothing herein shall prevent any payment in good faith by the Company
  - 3a 3 1 of reasonable and proper remuneration to any member, associate member, officer or servant of the Company for any services rendered to the Company,
  - 3a 3 2 of any interest on money lent by any member or associate member of the Company or any director at a reasonable and proper rate,
  - 3a 3 3 of reasonable and proper rent for premises demised or let by any member or associate member of the Company or any director, and
  - 3a 3 4 to any director of out-of-pocket expenses,

and nothing in this Article 3a 3 shall prevent the payment or distribution of any surplus assets to members on a winding up or dissolution of the Company in accordance with Article 3a 4

- 3a 4 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid or distributed among the members of the Company in equal shares

#### **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 a 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

#### **Decision-making by Directors**

##### **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

**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, but it must never be less than five directors who are employees of, or part of the management committee of at least five different IFCAs, and unless otherwise fixed it is five such directors
- 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 from time to time appoint a chairman and a vice-chairman of the board of directors by way of a simple majority vote. Candidates for such appointments may be nominated by written notice served at the registered office of the Company and signed by one or more of the directors for the time being, but not otherwise. The directors may at any time by simple majority vote terminate the appointment of the chairman or vice-chairman. When voting upon any resolution pursuant to this Article 12, the directors shall (in accordance with the requirements of section 172(1) of the Companies Act 2006) act in the way they consider, in good faith, would be most likely to promote the success of the Company, for the benefit of its members as a whole.
- 12 2 A person appointed as chairman or vice-chairman pursuant to Article 12 1 may already be a director at the time of their appointment, but if the directors elect as either chairman or vice-chairman a person who is not already a director, then immediately following their election the directors shall be deemed to have resolved to appoint them as an additional director of the Company.
- 12 3 The chairman and vice-chairman shall serve for a term of 12 months from the date of appointment and at the end of the term a further vote by way of simple majority shall be taken by the directors to elect a new chairman and vice-chairman provided that the outgoing chairman and vice-chairman shall be eligible for re-election.
- 12 4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the vice-chairman shall chair the meeting but if neither is present the participating directors must appoint one of themselves to chair it.

13 **Casting Vote**

- 13 1 If the numbers of votes for and against a proposal are equal, the director chairing the meeting has a second or casting vote.

13 2 But this does not apply if, in accordance with the articles, the director chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes

**14 Conflicts of Interest**

14 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

14 2 But if paragraph 14 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

14 3 This paragraph applies when

14 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,

14 3 2 the directors' interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or

14 3 3 the directors' conflict of interest arises from a permitted cause

14 4 For the purposes of this article, the following are permitted causes

14 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

14 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

14 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

14 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

14 6 Subject to paragraph 14 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

14 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)

**15     Records of Decisions to be Kept**

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

**16     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**

**17     Composition of Directors**

The board of directors of the Company shall be comprised of the Chief Professional Officer or Head of Service of each member, and any person appointed in accordance with the provisions of these Articles

**18     Methods of Appointing Directors**

18 1    Each member that is an IFCA shall be entitled by notice in writing to the Company to appoint a person who is for the time being either its Chief Professional Officer or Head of Staff as a director

18 2    The persons holding office as chairman and vice-chairman appointed pursuant to Article 12 1 shall be appointed as directors in accordance with Article 12 2 if at the date of appointment as chairman or vice-chairman (as the case may be) they are not already directors at the date of their appointment

18 3    Any person who is employed by or represents any of the associate members may be appointed to be a director by a decision of the other directors if they think fit

18 4    The directors may from time to time appoint a person to be chief executive of the Company and may resolve to appoint such person to be a director

**19     Termination of Directors' Appointment**

19 1    A person ceases to be a director as soon as

19 1 1    that person ceased to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,

19 1 2    a bankruptcy order is made against that person,

19 1 3    a composition is made with that person's creditors generally in satisfaction of that person's debts,

19 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,

- 19 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,
- 19 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
- 19 1 7 in the case of a director appointed pursuant to article 18 1, that person ceases to hold the office of either Chief Professional Officer or Head of Staff of the IFCA that appointed them,
- 19 1 8 in the case of a director appointed pursuant to Article 18 2 on the basis that they were elected as chairman or vice-chairman but were not a director on the date of such election, their period of office as chairman or vice-chairman (as the case may be) shall be terminated, or shall expire without being renewed pursuant to Article 12 3,
- 19 1 9 in the case of Chief Executive of the Company, his appointment as such shall terminate for any reason

## 20 **Directors' Expenses**

- 20 1 The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at
  - 20 1 1 meetings of directors or committees of directors,
  - 20 1 2 general meetings, or
  - 20 1 3 separate meetings of the holders of debentures of the Company,or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

## **Part 3: Members**

### **Becoming and Ceasing to be a Member**

#### 21 **Applications for Membership**

- 21 1 No person or body shall become a member or associate member of the Company unless
  - 21 1 1 that person or body has completed an application for membership in a form approved by the directors,
  - 21 1 2 the directors have approved the application, subject always to the provisions of Articles 21 2 and 21 3
- 21 2 Only an IFCA shall be eligible to become a member of the Company
- 21 3 The directors, acting by majority vote, shall be entitled to admit as an associate member such person or persons as they from time to time think fit

22     **Termination of Membership**

- 22 1   A member or associate member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing
- 22 2   Membership is not transferable
- 22 3   A member or associate member's membership terminates when that body or association ceases to exist

23     **Attendance and Speaking at General Meetings**

- 23 1   A member is able to exercise the right to speak at a general meeting when that member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that member has on the business of the meeting
- 23 2   Each member shall be allowed to send no more than 3 representatives to each meeting of the Company, one of whom shall be the Chief Professional Officer of that member
- 23 3   Associate members shall be allowed to send one representative to each meeting of the Company
- 23 4   Each member shall be entitled to two votes cast as a block on any resolution put before the members
- 23 5   Each associate member shall be entitled to one vote on any resolution put before the members
- 23 6   A member shall only be entitled to exercise his voting rights at a meeting at the discretion of the chairman if any money owed on any account by that member to the Company is overdue
- 23 7   A person is able to exercise the right to vote at a general meeting when
- 23 7 1     that person is able to vote, during the meeting, on resolutions put to the vote at the meetings, and
- 23 7 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
- 23 8   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
- 23 9   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
- 23 10   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

24 **Quorum for General Meetings**

A meeting shall be quorate if at least 50% of the members and associate members are present by way of at least one duly authorised representative at the commencement of the meeting. No business is to be transacted at a general meeting if the persons attending it do not constitute a quorum but the chairman (or vice-chairman in his absence) may postpone the start of the meeting for up to 60 minutes but if the meeting is still not quorate at the end of that period it must be adjourned.

25 **Chairing General Meetings**

25 1 The directors may from time to time appoint by simple majority vote any person entitled to attend a general meeting to chair the general meetings of the Company but if no such appointment shall be made or if the person so appointed is not participating in a general meeting within 10 minutes of the time at which it was due to start the chairman of the board appointed in accordance with Article 12 1 shall chair the meeting but if neither is present the members present shall elect one of them to chair the meeting.

25 2 A person appointed pursuant to Article 25 1 shall hold office for a term of one year from their date of appointment, and at the end of the term a further vote by way of simple majority shall be taken to appoint a new chairman of general meetings, provided that the outgoing chairman shall be eligible for re-election.

26 **Attendance and Speaking by Directors and Non-members**

26 1 Directors may attend and speak at general meetings, whether or not they are (or are officers or employees of) a member or associate member.

26 2 The chairman of the meeting with the agreement of a simple majority of the directors present at that meeting may permit other persons who are not (or are not officers or employees of) a member or associate member to attend and speak at a general meeting.

27 **Adjournment**

27 1 If the persons attending a general meeting within one 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.

27 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if

27 2 1 the meeting consent to an adjournment, or

27 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.

27 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

27 4 When adjourning a general meeting, the chairman of the meeting must

- 27 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
- 27 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 27 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)
  - 27 5 1 to the same persons to whom notice of the Company's general meetings is required to be given, and
  - 27 5 2 containing the same information which such notice is required to contain
- 27 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
- 28 **Members' Forum**
  - 28 1 The Company shall facilitate and engage member participation through the establishment of a members' forum ("the Members' Forum")
  - 28 2 The chairman and vice chairman of the Members' Forum shall be the chairman and vice chairman of the board of directors appointed pursuant to clause 12 1
  - 28 3 The directors shall consult with the Members' Forum in relation to the following issues
    - 28 3 1 any material change of policy or to any position statement previously issued by the Company,
    - 28 3 2 material changes to the Company budget,
    - 28 3 3 any decision to recruit or dismiss any employee of the Company,
    - 28 3 4 any other matter deemed to be significant by the directors
  - 28 4 The directors shall call a meeting of the Members' Forum on not less than three occasions during each accounting period of the Company
  - 28 5 Not less than fourteen clear days notice shall be given of each meeting of the Members' Forum, such notice to be served on each member
  - 28 6 The following persons shall be entitled to attend meetings of the Members' Forum
    - 28 6 1 the directors,
    - 28 6 2 up to two representatives of each member (comprising the chairman of each member IFCA or such representative as the chairman may nominate plus one other representative)

For the avoidance of doubt, associate members shall not be entitled to receive notice of, or send representatives to attend, a meeting of the Members' Forum

### **Voting at General Meetings**

#### **29 Voting: General**

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

#### **30 Errors and Disputes**

30 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

30 2 Any such objection must be referred to the chairman or the meeting whose decision is final

#### **31 Poll Votes**

31 1 A poll on a resolution may be demanded

31 1 1 in advance of the general meeting where it is to be put to the vote, or

31 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

31 2 A poll may be demanded by

31 2 1 the chairman of the meeting,

31 2 2 the directors,

31 2 3 two or more persons having the right to vote on the resolution, or

31 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

31 3 A demand for a poll may be withdrawn if

31 3 1 the poll has not yet been taken, and

31 3 2 the chairman of the meeting consents to the withdrawal

31 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs

#### **32 Amendments to Resolutions**

32 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if



- 32 1 1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meetings 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 if the meeting may determine), and
- 32 1 2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- 32 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
  - 32 2 1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - 32 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 32 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

#### **Part 4: Administrative Arrangements**

##### **33 Means of Communication to be Used**

- 33 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
- 33 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 the director has asked to be sent or supplied with such notices or documents for the time being
- 33 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

##### **34 Company Seals**

- 34 1 Any common seal may be used by the authority of the directors
- 34 2 The directors may decide by what means and in what form any common seal is to be used
- 34 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
- 34 4 For the purposes of this article, an authorised person is
  - 34 4 1 any director of the Company,
  - 34 4 2 the Company secretary (if any), or

- 34 4 3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied

**35 Provision for Employees on Cessation of Business**

The directors may decide to make provision for the benefit of person 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

**36 Subscriptions**

- 36 1 The annual and other subscriptions payable by members of the Company are to be such as the directors from time to time prescribe
- 36 2 The Company is entitled to set different levels of subscription for members and associate members
- 36 3 The annual subscription fee becomes payable on 1 April in each year, and a person admitted to membership after 1 April in any year must pay the full annual subscription for the year of admission unless the directors determine that the subscription for that year should be reduced
- 36 4 If any member or associate member does not pay the amount of the annual subscription within one month of it becoming due, then the directors may by majority vote resolve to terminate the membership of any member or associate member forthwith

**Directors' Indemnity and Insurance**

**37 Indemnity**

- 37 1 Subject to paragraph 37 2, a relevant director of the Company or an associated Company may be indemnified out of the Company's assets against
- 37 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
- 37 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 occupation pension scheme (as defined in section 235(6) of the Companies Act 2006
- 37 1 3 any other liability incurred by that director as an officer of the Company or an associated company
- 37 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law
- 37 3 In this article

37 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

37 3 2 a "relevant director" means any director or former director of the Company or an associated company

38 **Insurance**

38 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

38 2 In this article

38 2 1 a "relevant director" means any director or former director of the Company or an associated company,

38 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

38 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate