

SC707120

COMPANIES ACT 2006
COMPANY LIMITED BY
GUARANTEE WITHOUT SHARE
CAPITAL

ARTICLES OF ASSOCIATION

of

BILINGUALISM MATTERS

2022
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MORTON FRASER ●
LAWYERS



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COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
BILINGUALISM MATTERS (BM)
SC707120

INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms

1.1 In the Articles, unless the context requires otherwise:-

Act means the Companies Act 2006.

Advisory Board means the sub-committee which has the composition and powers specified in Article 28.

AGM has the meaning given in Article 12.1.

Articles means BM's Articles of Association for the time being in force.

Branch Members means any international branch of BM which is admitted as a Member of BM and in circumstances in which that international branch does not have a separate legal existence, the Member will be a representative appointed by that international branch in accordance with Article 11.3.

Board means the board of Directors.

Chairperson means the chairperson of BM appointed on a meeting-to-meeting basis in accordance with Article 26.3.

Director means a director of BM, 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 Act.

Founder Director has the meaning given in Article 20.5.

Founder Members means Professor Antonella Sorace and Katarzyna Przybycien.

Honorary Member means any individual invited by the Board to become a Member of BM.

Individual Member means any individual who is admitted as a Member of BM.

Member has the meaning given in section 112 of the Act.

Model Articles means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229).

Nominations Committee means the committee formed by the Board which decides which individuals nominated by the Members should be allowed to stand for election as Directors at an AGM in accordance with Article 20.3.

ordinary resolution has the meaning given in section 282 of the Act.

Organisational Member means any organisation which is admitted as a Member of BM or in circumstances in which that organisation does not have a separate legal existence, the Member will be a representative appointed by that organisation, but the definition of Organisational Member expressly excludes the Branch Members.

sequestration includes individual insolvency proceedings in a jurisdiction other than Scotland which have an effect similar to that of sequestration.

special resolution has the meaning given in section 283 of the Act.

subsidiary has the meaning given in section 1159 of the Act.

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, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

1.3 A reference in these Articles to an **Article** is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.4 References in these Articles to:-

1.4.1 the singular shall be deemed to include the plural; and

1.4.2 the masculine shall include the feminine gender,

and vice versa.

1.5 The Model Articles shall not apply to BM.

2 Purposes

The purposes of BM are:-

2.1 translating research and providing research-based information, advice, expert consultancy and training on multilingualism and language learning in all languages to different sectors of society;

2.2 providing information, advice, expert consultancy and training on effective methods of public engagement and knowledge exchange;

2.3 engaging in projects, services, product development, implementation and/or distribution.

3 Powers

BM has the power to do anything which is calculated to further its purposes or is conducive or incidental to doing so including, without limitation, the power to recognise or establish a branch of BM.

4 Restriction on use of BM's assets

- 4.1 The income and property of BM shall be applied solely towards promoting BM's purposes.
- 4.2 Subject always to Article 22, no part of the income or property of BM shall be paid or transferred (directly or indirectly) to the Members, whether by way of dividend, bonus or otherwise.

5 Liability of Members

The liability of each Member is limited to £1.00, being the amount that each Member undertakes to contribute to the assets of BM in the event of BM being wound up while they are a Member or within one year after they cease to be a Member, for:-

- 5.1 payment of BM's debts and liabilities contracted before they cease to be a Member;
- 5.2 payment of the costs, charges and expenses of the winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

MEMBERS

6 Qualifications for membership

- 6.1 Membership is open to any organisation or any individual aged 16 or over which/who subscribes to the purposes of BM and wishes to see them fulfilled.
- 6.2 The Board may establish a class of person affiliated to BM who are not Members but who the Board may determine, from time to time, shall be entitled to receive certain benefits from BM.

7 Application for membership

- 7.1 Any person who wishes to become a Member must sign a written application for membership and lodge this with BM along with a payment to meet the annual membership subscription. The application will then be considered by the Board at its next meeting.
- 7.2 The Board may, at its discretion, admit any individual as a Member (**Honorary Member**) without the requirement for the Honorary Member to follow the process described in Article 7.1 and the Board may, at its discretion, waive the requirement for payment of the administration fee and annual subscription by any Honorary Member.
- 7.3 The Board may, at its discretion, refuse to admit any person to membership.
- 7.4 The Board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit the applicant to membership.
- 7.5 If the decision of the Board is to refuse admission, the Board shall return to the applicant the payment made by the applicant under Article 8.1.

8 Membership subscription

- 8.1 Members shall require to pay an administration fee on admission and an annual membership subscription which shall be determined by the Board from time to time.

- 8.2 The annual membership subscriptions shall be payable on such date(s), and in such instalments, as shall be determined by the Board from time to time.
- 8.3 If the administration fee on admission or the membership subscription payable by any Member remains outstanding for more than three months after the date on which it fell due, and providing they have been given at least one written reminder, the Board may, by resolution to that effect, terminate the Member's membership.
- 8.4 The Board may from time to time require a Member to enter into a bespoke agreement with BM prior to that Member being admitted as a Member of BM.

9 Termination of membership

- 9.1 Any person who wants to withdraw from membership must give a written notice of withdrawal to BM, signed by them, and they will cease to be a Member as from the time when the notice is received by BM.
- 9.2 Membership of BM may not be transferred by a Member.
- 9.3 A person's membership terminates when that person dies or ceases to exist.
- 9.4 The Board may terminate the membership of any Member without that Member's consent by giving the Member written notice if, in the reasonable opinion of the Board, the Member:-
 - 9.4.1 is guilty of conduct which has or is likely to have a serious adverse effect on BM or bring BM or any or all of the members and directors into disrepute;
 - 9.4.2 has acted or has threatened to act in a manner which is contrary to the interests of BM as a whole;
 - 9.4.3 has failed to observe the terms of these Articles; or
 - 9.4.4 if the Member has entered into a bespoke agreement with BM pursuant to Article 8.4, that Member has breached any of the terms and conditions of such bespoke agreement.
- 9.5 Following termination of a Member's membership, the Member shall be removed from the Register of Members.
- 9.6 The notice to the Member in terms of Article 9.4 must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The Board must consider any representations made by the Member and inform the Member of the Board's decision following such consideration. There shall be no right to appeal from a decision of the Board to terminate the membership of a Member.
- 9.7 A Member whose membership is terminated under this Article 9 shall not be entitled to a refund of any subscription or membership fee and shall remain liable to pay to BM any subscription or other sum owed by them.

10 Membership renewal

- 10.1 The Board may, at any time, issue notices to the Members requiring them to confirm that they wish to remain as Members and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Board.

10.2 If a Member fails to provide confirmation to the Board (in writing or by email) that they wish to remain as a Member before the expiry of the 28-day period referred to in Article 10.1, the Board may terminate the Member's membership.

10.3 A notice under Article 10.1 will not be valid unless it refers specifically to the consequences (under Article 10.2) of failing to provide confirmation within the 28-day period.

11 Classes of Members

11.1 BM shall have different classes of Members and each class of Members shall have different rights and obligations. BM shall have the following classes of Members:-

11.1.1 Branch Members;

11.1.2 Founder Members;

11.1.3 Individual Members;

11.1.4 Honorary Members; and

11.1.5 Organisational Members.

11.2 The rights and obligations of the respective classes of Members shall be as follows:-

11.2.1 Voting

11.2.1.1 The Branch Members and the Founder Members shall be entitled to receive notice of, attend and vote at any general meeting of the Members (a **General Meeting**).

11.2.1.2 The Individual Members, the Honorary Members and the Organisational Members shall be entitled to receive notice of and attend any General Meeting but, save from certain matters on which the Board expressly permits all Members to vote, shall not be entitled to vote at any General Meeting.

11.2.2 Other rights and obligations

Save as expressly provided in Article 11.2.1, the Members shall otherwise have equal rights and be subject to the same obligations all as set out in these Articles.

11.3 Every Branch Member shall, at the time of admission as a Member of BM by notice in writing addressed to BM, appoint a natural person to be its representative to attend and vote, if eligible, at meetings of BM on its behalf and may at any time by notice in writing to BM revoke any appointment so made and, if so desired by any such notice or in some other notice in writing addressed to BM, appoint some other person to be its representative for the purposes aforesaid. No Branch Member shall be entitled to have more than one appointed representative hereunder for the time being and deposit by a Branch Member of any notice to BM of the appointment of a representative shall *ipso facto* revoke the appointment made by any other notice previously so deposited by such Branch Member. Subject as aforesaid every appointment made hereunder shall endure and have effect until the same shall be revoked or the representative thereby appointed shall die.

DECISION-MAKING BY THE MEMBERS

12 Members' meetings

- 12.1 The Board must arrange an annual general meeting of Members in each calendar year (an **AGM**).
- 12.2 The gap between one AGM and the next must not be longer than 15 months.
- 12.3 Notwithstanding Article 12.2, an AGM does not need to be held during the calendar year in which BM is incorporated; but the first AGM must still be held within 15 months of the date on which BM is incorporated.
- 12.4 The business of each AGM must include:-
 - 12.4.1 a report by the chair of the AGM on the activities of BM;
 - 12.4.2 consideration of the annual accounts of BM; and
 - 12.4.3 the appointment/re-appointment of Directors, as referred to in Articles 19 and 20.
- 12.5 In addition to the AGM, the Board may arrange a general meeting of the Members at any time.
- 12.6 The Board shall determine in relation to each AGM or any other general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so:
 - 12.6.1 by means of electronic facility or facilities pursuant to Article 14.6 (and for the avoidance of doubt, the Board shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances); and/or
 - 12.6.2 by simultaneous attendance and participation at a satellite meeting place or places pursuant to Article 13.6 (and for the avoidance of doubt, the Board shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances).

13 Notice of general meetings

- 13.1 At least 14 clear days' notice must be given of any AGM or any other general meeting.
- 13.2 The notice calling a general meeting shall specify:-
 - 13.2.1 the time and place of the meeting (including any satellite meeting place or places determined pursuant to Article 13.6);
 - 13.2.2 the general nature of the business to be dealt with at the meeting; and
 - 13.2.3 if a special resolution (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 13.3 The reference to **clear days** in Article 13.1 shall be taken to mean that, in calculating the period of notice the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

- 13.4 A notice convening an AGM shall specify that the meeting is to be an Annual General Meeting.
- 13.5 Notice of every general meeting shall be given:-
- 13.5.1 in hard copy form;
 - 13.5.2 in writing or, (where the individual to whom notice is given has notified BM of an address to be used for the purpose of electronic communication) in electronic form; or
 - 13.5.3 (subject to BM notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website; or
 - 13.5.4 a combination of the methods set out in Articles 13.5.1 to 13.5.3 (inclusive).
- 13.6 Without prejudice to Article 14.6, the Board may resolve to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation at a satellite meeting place or places anywhere in the world. The Members present in person or by proxy at satellite meeting places shall be counted in the quorum for, and entitled to participate in, the general meeting in question, and the meeting shall be duly constituted and its proceedings valid if the chairperson is satisfied that adequate facilities are available throughout the meeting to ensure that Members attending at all the meeting places are able to:-
- 13.6.1 participate in the business for which the meeting has been convened;
 - 13.6.2 hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the principal meeting place and any satellite meeting place; and
 - 13.6.3 be heard by all other persons so present in the same way,
- and the meeting shall be deemed to take place at the place where the chairperson of the meeting presides (the principal meeting place, with any other location where that meeting takes place being referred in these Articles as a **satellite meeting**). The chairperson shall be present at, and the meeting shall be deemed to take place at, the principal meeting place and the powers of the chairperson shall apply equally to each satellite meeting place. Unless otherwise determined by the chairperson of the meeting a satellite meeting will not be recorded.
- 13.7 If pursuant to Article 14.6 the Board determines that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall:-
- 13.7.1 include a statement to that effect;
 - 13.7.2 specify the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements; and
 - 13.7.3 state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.

The notice shall also specify such arrangements (if any) as have at that time been made for the purpose of Article 13.6.

14 Procedure at general meetings

- 14.1 No business shall be dealt with at any general meeting unless a quorum is present.
- 14.2 The quorum for a general meeting shall be the lower of (i) 10 persons and (ii) 20% of persons entitled to vote, each being a Member, a representative of a Member or a proxy for a Member.
- 14.3 If a quorum:-
- 14.3.1 is not present within 15 minutes after the time at which a general meeting was due to commence; or
- 14.3.2 ceases to be present during a general meeting,
- the meeting cannot proceed and fresh notices will require to be sent out to deal with the business (or remaining business) which was intended to be concluded.
- 14.4 The Chairperson shall act as chairperson of each general meeting.
- 14.5 If the Chairperson is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Vice-Chairperson will act as chairperson of the meeting. If the Vice-Chairperson is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the directors present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 14.6 Without prejudice to the terms of Article 13.6 the Board may resolve to enable persons entitled to attend and participate in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The Members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Board) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chairperson is satisfied that adequate facilities are available throughout the meeting to ensure that Members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:-
- 14.6.1 participate in the business for which the meeting has been convened;
- 14.6.2 hear all persons who speak at the meeting; and
- 14.6.3 be heard by all other persons attending and participating in the meeting,
- and the meeting shall be deemed to take place at the place where the chairperson of the meeting presides (the principal meeting place, with any other location where that meeting takes place being referred in these Articles as a satellite meeting). The chairperson shall be present at, and the meeting shall be deemed to take place at, the principal meeting place and the powers of the chairperson shall apply equally to each satellite meeting place.

15 Voting at general meetings

- 15.1 Each Branch Member and each Founder Member has one vote, which must be given personally or by proxy.
- 15.2 In circumstances where Individual Members, Honorary Members and Organisational Members are expressly permitted to vote, each Individual Member, each Honorary

Member and each Organisational Member has one vote, which must be given personally or by proxy.

- 15.3 A resolution put to the vote at a general meeting shall be decided on a show of hands unless the chairperson (or at least two other Members present in person or by proxy at the meeting and entitled to vote) ask(s) for a secret ballot or for the vote to be held electronically.
- 15.4 The chairperson of the meeting may decide how any secret ballot is to be conducted, and he or she will declare the result of the ballot at the meeting.

16 Proxies

- 16.1 A Member who wishes to appoint a proxy to vote on his behalf at any meeting:-
 - 16.1.1 must give to BM a proxy form (in such terms as the Board requires), signed by him; or
 - 16.1.2 must send by electronic means to BM at the email address notified to the Members for that purposes, a proxy form (in such terms as the Board requires),

providing (in each case) the proxy form is received by BM at the relevant address not less than 48 hours before the time for holding the meeting.
- 16.2 An instrument of proxy which does not conform with the provisions of Article 16.1, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 16.3 A Member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 16.4 A proxy need not be a Member.
- 16.5 Subject to Article 16.6, in relation to each resolution proposed at a general meeting, an individual shall not be entitled to cast more than one vote as a proxy (in addition to any vote to which he is entitled personally, if he or she is a Member).
- 16.6 Where Members have appointed the chairperson of a general meeting to vote as their proxy, and have directed the chairperson (through wording in the proxy form) on whether he should vote on their behalf in favour of, or against, each resolution, the provisions of Article 16.5 shall not apply in relation to the chairperson, in acting as proxy for the Members.
- 16.7 A proxy appointed to attend and vote at any meeting instead of a Member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of BM.

17 Minutes

- 17.1 The Board must ensure that proper minutes are kept in relation to all general meetings.
- 17.2 Minutes of general meetings must include the names of those present and (so far as possible) should be signed by the chairperson of the meeting.

BOARD**18 Number of Directors**

The minimum number of Directors is three and there shall be no maximum number of Directors.

19 Eligibility

A person shall not be eligible for appointment to the Board if he is prohibited from being a director by law.

20 Nomination, appointment, retiral and re-appointment of Directors

20.1 No later than 60 days prior to each AGM, the Members may make nominations to the Nominations Committee of individuals to stand for election as Directors.

20.2 The Board may from time to time prescribe the criteria and the rules of the process for allowing an individual nominated in accordance with Article 20.1 to stand for election as a Director and the Nominations Committee shall be obliged to follow the prescribed criteria and rules of process when deciding which individuals should be allowed to stand for election.

20.3 Taking into account the prescribed criteria and rules of process specified by the Board, the Nominations Committee shall no later than 30 days prior to the relevant AGM decide which individuals should be allowed to stand for election as Directors at the AGM.

20.4 At each AGM, the Members may appoint as a Director any individual approved by the Nominations Committee in accordance with Article 20.3.

20.5 Each Founder Member shall at all times, while she is a Member of BM, be entitled (but shall not be bound) to appoint one person (who may be herself) as a Director of BM (each a **Founder Director**). Each Founder Member shall be entitled at any time to remove any Founder Director so appointed by her and to appoint any other in their place. Any appointment or removal from office under this Article 20.5 shall be effected by a notice in writing to BM signed by the relevant Founder Member.

20.6 Always with the exception of the Founder Director(s) appointed in accordance with Article 20.5, at each AGM starting with the second AGM, the longest serving Director (and, in the case of BM's second AGM, the Directors being drawn by lot) shall retire from office but shall then be eligible for re-appointment. For the avoidance of doubt, if two or more Directors have served the same period of time and they are together the longest serving Directors, a lot shall be drawn to determine who of the longest serving Directors shall retire at the relevant AGM.

20.7 A Director retiring at an AGM will be deemed to have been re-appointed unless:-

20.7.1 he advises the Board prior to the conclusion of the AGM that he does not wish to be re-appointed as a Director;

20.7.2 an appointment process was held at the AGM and he was not among those appointed through that process; or

20.7.3 a resolution for the re-appointment of the Director was put to the AGM and was not passed.

20.8 The Board shall have power from time to time to appoint any person to be a Director to fill a casual vacancy among the Board or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

- 20.9 Any Director appointed in terms of Article 20.8 shall hold office only until the following AGM and shall then retire but be eligible for re-election.

21 Termination of office

A Director will automatically cease to hold office if:-

- 21.1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
- 21.2 a registered medical practitioner who is treating that person gives a written opinion to BM stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 21.3 a sequestration order is made against that person;
- 21.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 21.5 that person was appointed as a Director by a Founder Member and the appointing Founder Member ceases to be a Member;
- 21.6 notification is received by BM from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

22 Directors' remuneration

Directors and Members may undertake any services for BM that the Directors decide (including, without limitation, any services provided under an employment contract or a consultancy agreement) and any such Director or Member shall be entitled to such remuneration as the Board may determine for those services.

23 Directors' general authority

- 23.1 Subject to the Articles, the Board is responsible for the management of BM's business, for which purpose they may exercise all the powers of BM.
- 23.2 The Board has the right from time to time to create byelaws to deal with certain BM matters, as the Board thinks fit.

24 Members' reserve power

- 24.1 The Members may, by special resolution, direct the Board to take, or refrain from taking, specified action.
- 24.2 No such special resolution invalidates anything which the Board has done before the passing of the resolution.

DECISION-MAKING BY DIRECTORS

25 Notice of Board meetings

- 25.1 Any Director may call a Board meeting or ask BM secretary (if any) to call a meeting of the Board.
- 25.2 At least seven days' notice must be given of each Board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

26 Procedure at Board meeting

- 26.1 No valid decisions can be taken at a Board meeting unless a quorum is present. The quorum for Board meetings is two Directors, present in person.
- 26.2 If at any time the number of Directors falls below the number stated as the quorum in Article 26.1, the remaining Directors will have power to fill the vacancies or call a general meeting but will not be able to take any other valid decisions.
- 26.3 At the beginning of each Board meeting, the Directors shall appoint one of them to act as the Chairperson of the Board meeting.
- 26.4 The Chairperson shall have a casting vote.
- 26.5 Every Director has one vote, which must be given personally.
- 26.6 All decisions of the Board will be made by majority vote.
- 26.7 Directors participate in a Board meeting, or part of a Board meeting, when:-
 - 26.7.1 the meeting has been called and takes place in accordance with the Articles, and
 - 26.7.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting, and

in determining whether Directors are participating in a Board meeting, it is irrelevant where any Director is or how they communicate with each other.
- 26.8 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 26.9 The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding that he is not a Director but on the basis that he must not participate in decision-making.
- 26.10 A Director must not vote at a Board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he has a personal interest or duty which conflicts (or may conflict) with the interests of BM and he must withdraw from the meeting while an item of that nature is being dealt with.

27 Minutes

- 27.1 The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of the Advisory Board.
- 27.2 The minutes to be kept under Article 27.1 must include the names of those present and (so far as possible) should be signed by the Chairperson of the meeting.

ADMINISTRATION

28 Delegation to Advisory Board

- 28.1 The Board may delegate any of its powers to the Advisory Board. The Advisory Board must include at least two Directors and at least one member who is nominated by the Branch Members but other members of the Advisory Board need not be Directors or Branch Members' representatives.

- 28.2 The Board may also delegate to the Chairperson (or the holder of any other post) such of the Board's powers as it may consider appropriate.
- 28.3 When delegating powers under Articles 28.1 or 28.2, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
- 28.4 Any delegation of powers under Articles 28.1 or 28.2 may be revoked or altered by the Board at any time.
- 28.5 The rules of procedure for the Advisory Board, and the provisions relating to membership of the Advisory Board (including the provisions relating to removal of members of the Advisory Board), shall be set by the Board.

29 Operation of accounts

- 29.1 Subject to Article 29.2, the signatures of two out of three signatories appointed by the Board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by BM and at least one out of the two signatures must be the signature of a Director.
- 29.2 Where BM uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in Article 29.1.

ADMINISTRATIVE ARRANGEMENTS

30 Means of communication to be used

- 30.1 Subject to the Articles, anything sent or supplied by or to BM under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to BM.
- 30.2 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.
- 30.3 A Director may agree with BM 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.

INDEMNITY AND INSURANCE

31 Indemnity

- 31.1 Subject to Article 31.2, a relevant director of BM or an associated company to BM may be indemnified out of BM's assets against:-
 - 31.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to BM or an associated company to BM;
 - 31.1.2 any liability incurred by that director in connection with the activities of BM or an associated company to BM in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); and

- 31.1.3 any other liability incurred by that director as an officer of BM or an associated company to BM.
- 31.2 This Article 31 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.
- 31.3 In this Article 31:-
 - 31.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - 31.3.2 a **relevant director** means any director or former director of BM or an associated company to BM.

32 Insurance

- 32.1 The Directors may decide to purchase and maintain insurance, at the expense of BM, for the benefit of any relevant director in respect of any relevant loss.
- 32.2 In this Article 32:-
 - 32.2.1 a **relevant director** means any director or former director of BM or an associated company to BM;
 - 32.2.2 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 BM, any associated company or any pension fund or employees' share scheme of BM or associated company of BM; and
 - 32.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

WINDING UP

33 Winding-up

Any surplus assets available to BM immediately preceding its winding up or dissolution must be used for the purposes which are the same as, or which closely resemble, the purposes of BM as set out in these Articles.