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**THE COMPANIES ACTS 1985 & 2006**

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**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION  
OF**

**A.P.A.G.B.I LIMITED ("the Company")**

**(Adopted by Written Resolution passed on 16 June 2008)  
(Amended by Special Written Resolution passed on 13<sup>th</sup> November 2008)**

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THURSDAY



**1. Preliminary**

- 1 1 The Regulations contained in Table C of The Companies (Tables A to F) Regulations 1985 shall not apply to this Company, but the following shall be the Regulations of the Company.

**2. Interpretation**

- 2 1 In these Articles unless inconsistent with the context -

“**address**” in relation to electronic communications, includes any number or address used for the purposes of such communications,

“**the Articles**” means the articles of association of the Company for the time being in force

“**Auditors**” means the auditors of the Company from time to time,

**“the CA 1985”** means the Companies Act 1985 to the extent that it is in force from time to time and any statutory amendment thereto;

**“the CA 2006”** means the Companies Act 2006 to the extent that it is in force from time to time and any statutory amendment thereto,

**“the Council”** means the board of Directors of the Company formed in accordance with these Articles,

**“Director”** means a person who shall be a director of the Company from time to time (for the avoidance of doubt this person may be either an Elected Director or a Special Office Holder),

**“Elected Director”** means a person elected in accordance with Article 9 of these Articles,

**“Elected Trainee Representative on Council ”** means the person appointed in accordance with Article 14 of these articles;

**“Full Members”** means the persons defined in Article 3 2;

**“Immediate Past President”** means the person appointed in accordance with Articles 10 and 11 (and who is for the avoidance of doubt a Special Office Holder of the Company);

**“Immediate Past Secretary”** means the person appointed in accordance with Article 12,

**“Immediate Past Treasurer”** means the person appointed in accordance with Article 13,

**“the Office”** means the registered office of the Company from time to time,

**“President”** means the person appointed in accordance with Articles 10 and 11 to be the president of the Company and fulfil the role of chairman (and who is for the avoidance of doubt a Special Office Holder of the Company);

**“President Elect”** means the person appointed in accordance with Articles 10 and 11 (and who is for the avoidance of doubt a Special Office Holder of the Company),

**“Secretary”** the person appointed in accordance with Articles 10 and 12 to be the secretary of the Company (and who is for the avoidance of doubt a Special Office Holder of the Company),

**“Special Office Holder”** means a person appointed in accordance with Article 10 of these Articles, and

**“Treasurer”** means a person appointed in accordance with Articles 10 and 13 of these Articles (and who is for the avoidance of doubt a Special Office Holder of the Company).

2.2 Words importing the singular include the plural and vice versa.

2 3 Words importing the masculine include the feminine

2.4 Save as aforesaid, any words or expressions defined in the CA 1985 and the CA 2006 shall, if not inconsistent with the subject or context, bear the same meanings in the Articles

### 3. **Membership**

3.1 Such persons as are admitted to membership in accordance with the Articles shall be Members of the Company

3 2 Full Members of the Company shall be registered medical practitioners who are consultant anaesthetists, or medical practitioners who have equivalent qualifications and status to consultant anaesthetists:-

3.2 1 in the United Kingdom and EIRE (“Home Members”), and

3.2 2 in countries outwith the United Kingdom and EIRE (“Overseas Members”)

who contribute to the aims of the Company and who are granted membership pursuant to Article 3 8.

- 3 3 The Council may at their discretion refuse an application for membership
- 3.4 The following additional categories of membership shall exist within the Company:-
  - 3.4 1 retired membership, which shall be open to full members who have retired from practice and have ceased to pay a subscription (“Retired Members”),
  - 3.4 2 paediatric anaesthetists or others who have made an outstanding contribution to paediatric anaesthesia (“Honorary Members”);
  - 3 4 3 Locum consultants, staff grade and associate specialist anaesthetists who contribute to the aims of the Company (“Affiliate Members”); and
  - 3 4.4 specialist registrars in anaesthesia in the United Kingdom and EIRE who contribute to the aims of the Company (“Trainee Members”)
- 3 5 The Council shall stipulate the rights and restrictions attached to each category of membership from time to time. In the event that the criteria for more than one category of membership apply to an individual, the Council shall determine the most appropriate category of membership for that individual. Where an individual no longer meets the criteria for their current category of membership but meet the criteria for another category of membership, the Council may reclassify their membership to the category whose criteria they meet.
- 3 6 The Company may by ordinary resolution:-
  - 3.6.1 create additional categories of membership from time to time and shall stipulate the criteria and conditions attached to every such category of membership;
  - 3 6.2 vary these criteria and conditions from time to time; and

### 3 6 3 abolish categories of membership of the Company

- 3.7 Any new person desiring to become a member shall sign and deliver to the Secretary at the Office a written application for admission (“application form”) in such form as the Council may from time to time require. This new person must obtain the signature of a member of the Company on the application form in support of their application
- 3 8 Upon receipt of the application form by the Secretary and having heard any recommendations connected with the application by the Secretary and/ or by the supporting member the Council may at its discretion grant membership to the relevant applicant Grant and refusal of membership shall be notified to applicants in writing.
- 3 9 The Council may at its discretion terminate the membership of any Member but the requirements of natural justice shall be respected and a Member shall be entitled to be heard in his own defence by the Council or a committee of the Council.
- 3.10 A Member of the Company shall forthwith cease to be a Member -
- 3 10.1 if he or she shall die,
- 3.10 2 if he or she shall become bankrupt or insolvent or suspends payment or compounds with his or her creditors,
- 3 10 3 if he or she, in the reasonable opinion of the Council has become of unsound mind;
- 3.10 4 if he or she shall resign by giving four weeks’ notice in writing to the Company of his or her intention to do so; or
- 3.10 5 subject to Article 3 5, if he or she no longer meets the criteria for their category of membership (listed in articles 3 2 and 3.4 or as amended or stated from time to time in accordance with these Articles)

- 3.11 Membership of the Company shall not be transferable to another person

#### **4 Subscriptions and Finance**

- 4.1 The Council shall set the level of subscriptions for each category of membership in the Company from time to time and the level of contributions (if any) payable in respect of meetings of the Company
- 4.2. Every person being or becoming a Member of the Company shall make payment of the amount of annual subscription then current for his or her category of membership as soon as the membership is activated At the Council's discretion membership applications received towards the end of the Company's financial year will be activated in the next following financial year
- 4.3 The Council shall control the finance of the Company and be responsible for nominating the Company's bankers.

#### **5 General Meetings**

- 5.1 The Company shall in each year hold an Annual General Meeting. Not more than 15 months shall elapse between the date of one Annual General Meeting and the next The Annual General Meeting shall be held at such time and place (within the United Kingdom or the EIRE) as the Council shall decide.
- 5.2 The business to be transacted at each Annual General Meeting of the Company shall be to consider all matters deemed of interest by the members or Council and, without limitation, shall also include.-
- 5.2 1 consideration of reports of the Company's activities and financial position and of the income and expenditure account and balance sheet to be presented to the meeting,
- 5 2 2 an announcement of the appointed Council for that year which shall include -

5 2 2.1 the results of any election of Elected Directors pursuant to Article 9, and

5 2.2.2 the Special Office Holders appointed pursuant to Article 10;

the appointment of the Auditors (if required by law)

5.3 All other general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings In addition to the Annual General Meeting envisaged under Article 5 1, the Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisition as provided by sections 303, 304 and 305 of the CA 2006. Normally, 10% of those with voting rights can call such an EGM

5.4 Subject to the provisions of sections 307, 308 and 309 of the CA 2006, fourteen clear days' notice shall be given for all general meetings Notice shall be given to all members who under these Articles are entitled to receive notice of meetings of the Company. Notice of meetings shall also be given to the Council and to the Company's auditors (if appointed). For the purpose of these Articles, "clear days" shall be calculated as being exclusive of the day on which the notice is served or deemed served and the date of the meeting

5 5 A general meeting shall, notwithstanding that it is called by shorter notice than specified in the preceding Article, be deemed to have been duly called if it is so agreed:-

5 5 1 in the case of a meeting called as the Annual General Meeting, by all members having the right to attend and vote thereat, and

5.5 2 in the case of any other meeting, by such proportion of the members as is prescribed in the CA 2006

5.6 Every notice of general meeting shall specify the place, the day and the hour of meeting, and the general nature of the business to be transacted. The notice

convening an Annual General Meeting shall specify the meeting as such, and the notice convening a meeting to pass a special or extraordinary resolution shall specify the intention to propose the resolution as a special or extraordinary resolution, as the case may be. Notice of meetings shall be published on the Company's website and the members notified in writing in accordance with Article 21 below

- 5.7 The accidental omission to give notice of any meeting to, or the non-receipt of the notice by, any person shall not invalidate any resolution passed, or proceedings had, at any meeting

## **6 Proceedings at General Meetings**

- 6.1 No business shall be transacted at a general meeting unless a quorum of 5% of Full Members are present in person or by proxy at the time when the meeting proceeds to business

- 6.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the President may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum

- 6.3 The President or in his absence some other Director shall preside at every general meeting as chairman if he or she be present and willing. If none of them is present and willing to preside at the time fixed for the opening of the meeting, or within fifteen minutes thereafter the Full Members present shall choose one of themselves to be chairman of the meeting

- 6.4 The chairman of a meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at



any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

6.5 At any general meeting a resolution put to the vote shall be decided in accordance with Article 7.1.

6.6 In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

6.7 A resolution in writing executed by or on behalf of all the members of the Company who are entitled to vote shall be valid and effective as if that resolution has been passed at a general meeting of the Company. The written resolution may consist of several documents each executed by or on behalf of one or more members.

6.8 Proper minutes shall be kept of all proceedings of general meetings.

## **7 Votes of Members**

7.1 Votes shall be taken at any general meeting of the Company by a show of hands of members present in person or by proxy provided there has not been a demand for a confidential written ballot. Every Full Member or Honorary member who is present in person or by proxy (unless the proxy is himself a Full Member or Honorary member entitled to vote) shall have one vote provided their individual subscription due to the Company has been paid up to date.

7.2 For the avoidance of doubt, Affiliate Members, Trainee Members, and Retired Members of the Company have the right to receive notice of and attend general meetings, but not the right to vote at those meetings.

7.3 No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

7.4 Any member entitled to vote at any general meeting of the Company, may vote by appointing a proxy provided the Company has received a letter appointing the proxy executed on behalf of that appointing member or, where an address has been specified for the purpose of receiving electronic communications, -

- (a) in the notice convening the meeting;
- (b) in an instrument of proxy sent out by the Company in relation to the meeting; or
- (c) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

an electronic communication appointing the proxy ( a "letter of proxy") within the time (such time being no more than 48 hours before the meeting) specified in such notice, instrument or invitation and in default, the appointment of the proxy shall not be treated as valid. The appointment shall be valid for an adjournment of the meeting. The letter of proxy shall be deemed to confer authority to vote on amendments to resolutions put to the meeting for which the authority is given or at an adjournment, unless in each case the instrument of proxy states otherwise. Where it is desired to afford members an opportunity to instruct the proxy how he shall act, the letter of proxy shall be in any form which enables the appointing member to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used.

7.5 If there is a demand for a confidential written ballot in terms of Article 7.1, it shall be taken in such manner and at such time as the chairman of the meeting

directs, not being more than thirty days after the confidential written ballot is demanded and the result of the confidential written ballot shall be deemed to be the resolution of the meeting at which the confidential written ballot was demanded. A confidential written ballot demanded on any other question shall be taken at such time as the chairman of the meeting directs. The demand for a confidential written ballot may be withdrawn. The demand for a confidential written ballot shall not prevent the continuance of a meeting for the transaction of business other than the question on which the confidential written ballot has been demanded.

## 8. **Council**

- 8.1 Unless otherwise determined by ordinary resolution and subject to Article 10 5, the Council shall comprise up to 13 Directors who are -

6 Elected Directors elected pursuant to Article 9, and

Up to 7 Special Office Holders appointed pursuant to Article 10

For the avoidance of doubt the Company, the Council and the Members (as appropriate) shall take all reasonable steps to ensure that Director vacancies are filled as soon as is practicable

- 8.2 Subject to the provisions of the CA 1985 or the CA 2006, the Memorandum of Association and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Council, which may exercise all the powers of the Company. No alteration of the Memorandum of Association or the Articles and no such direction shall invalidate any prior act of the Council, which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Council by the Articles and a meeting of Council at which a quorum is present may exercise all powers exercisable by the Council.

- 8.3 The Council may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers
- 8.4 The Council may co-opt any person to serve for a period of time to provide particular expertise to the business of the Council and/or the Company. For the avoidance of doubt any person co-opted to the Council in terms of this Article shall not be entitled to vote on the business of the Council
- 8.5 The Council may delegate any of their powers to any committee. These committees may include one or more Directors but may also be made up entirely of non-Directors. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Council so far as they are capable of applying. Any such committee will submit regular reports to the Council to whom they shall be responsible
- 8.6 The office of a director on Council (which for the avoidance of doubt shall include both Elected Directors and Special Office Holders) shall be vacated if he -
- 8.6.1 ceases to be a director by virtue of any provisions of the CA 1985 or the CA 2006 or he becomes prohibited by law from being a director, or
  - 8.6.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 8.6.3 becomes, in the reasonable opinion of the Council, incapable of discharging their duties as a director due to health reasons; or
  - 8.6.4 resigns his office by notice to the Company, or

8 6 5 shall for more than twelve consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolves that his office be vacated, or

8 6 6 ceases to fulfil the requirements of membership for a Full Member of the Company

## **9. Elected Directors**

9.1 An Elected Director is a Director of the Company and shall be elected from among and by the Full Members and Honorary Members in accordance with the Company's procedures for Council elections by formal written postal ballot adopted from time to time.

9.2 Unless otherwise determined by ordinary resolution, the number of Elected Directors on the Council shall be six and shall consist of one Overseas Member, three Full Members ordinarily employed in England or Wales, one Full Member ordinarily employed in Scotland and one Full Member ordinarily employed in Ireland

9.3 In the event that an Elected Director is appointed a Special Office Holder then he shall cease to be an Elected Director but shall remain a Director of the Company.

9.4 Subject to Article 9 3:-

9.4 1 Elected Directors shall be obliged to retire after serving a term of four years on the Council, and

9 4 2 A retiring Elected Director is not eligible for re-election as a Director for a period of one year from the date of the meeting at which he retires, after which he shall be eligible for re-election as a Director

9 5 The Council or a majority of the Full Members and Honorary Members may by resolution appoint a person who is willing to act to be a Elected Director, to fill a casual vacancy. The Council or the Full Members and Honorary Members (as

the case may be) shall attempt first to appoint any person who was unsuccessful in the immediately preceding election procedure for Elected Directors but who had the next highest number of votes to the successful candidates. An Elected Director so appointed shall be eligible to be considered as a potential candidate for election as a Elected Director when the Council arrange a formal written ballot in accordance with the Company's procedures for Council elections adopted from time to time and shall hold office only until the results of any such ballot are announced. If not re-appointed by election by such a ballot he or she shall vacate office once the results are announced. For the avoidance of doubt, the Council shall not be obliged to propose such a Director for re-election

#### **10. Special Office Holders**

10.1 A Special Office holder shall be appointed from among the Full Members by the Council as one of the following categories of office holder:-

10.1.1 President Elect,

10.1.2 President;

10.1.3 Immediate Past President,

10.1.4 Secretary;

10.1.5 Immediate Past Secretary,

10.1.5 Treasurer, and

10.1.6 Immediate Past Treasurer

and any other categories of office holder as stipulated by the Company in accordance with Article 10.5 from time to time. Due to the terms of office of the Special Office Holders, it is possible an individual may concurrently hold two Special Offices (e.g. Immediate-Past Secretary or Immediate-Past Treasurer and President-Elect). Due to the terms of office of the Secretary, Treasurer,

Immediate-Past Secretary and Immediate-Past Treasurer, or due to re-appointment for a second term of office of the Secretary or Treasurer there may be no Immediate-Past Secretary or Immediate-Past Treasurer. In both of these cases the total number of Special Office Holders shall be less than 7.

10.2 Upon appointment as a Special Office Holder that person shall become a Director of the Company, and in the case of the Secretary that person shall also be appointed as Company Secretary

10.3 In the event that an Elected Director is appointed a Special Office Holder, the terms of Article 9.3 shall apply.

10.4 Subject to Articles 10.5.2, 11, 12 and 13 the Council may vary the role, duties, re-appointment provisions and term of office for each Special Office Holder;

10.5 The Company may by ordinary resolution

10.5.1 create additional categories of Special Office Holder from time to time;

10.5.2 vary the role, duties, re-appointment provisions and term of Special Office Holders (such variation may only be subsequently altered by an ordinary resolution of the Members and not by the Council through Article 10.4), and

10.5.3 abolish categories of Special Office Holder.

## **11 President Elect, President and Immediate Past President**

11.1 Every two years:-

a President Elect shall be appointed by consensus of the Council. If the Council fails to make a decision by consensus, the President Elect will be chosen by a majority vote of the Council. In the case of a tied vote the President will have the casting vote,

11.1.1 the pre-existing President Elect chosen two years previously will become President and shall cease to be President Elect,

the pre-existing President will become the Immediate Past President and shall cease to be President, and

11.1.2 the pre-existing Immediate Past President shall cease to be Immediate Past President and therefore shall cease to be a Special Office Holder and shall no longer be a Director of the Company.

11.2 The President shall (a) take the chair at all meetings, (b) be an ex-officio member of all committees, (c) discuss with other persons or bodies matters on which a committee or the Council requires direct negotiations and (d) sign the minutes of the Council Meetings and Annual General Meeting (unless he is not present/willing in which case some other Director shall undertake these duties if he or she is present and willing).

11.3 The Council may resolve that the President Elect undertakes all the duties of the President in his absence and be an ex-officio member of all sub-committees

## **12. Secretary and Immediate Past Secretary**

12.1 The Secretary shall be appointed by consensus of the Council and in accordance with Article 10. If the Council fails to make a decision by consensus, the Secretary will be chosen by a majority vote of the Council. In the case of a tied vote the President will have the casting vote.

12.2 The Secretary shall have a two-year term of office as Secretary following which they shall cease to be Secretary and shall cease to be a Special Office Holder. A retiring Secretary is eligible for immediate re-appointment as Secretary, except where they have served two consecutive two-year terms as Secretary in which case they are not eligible for re-appointment as Secretary.

12.3 The Secretary shall (a) be entitled to be an ex-officio member of all committees (b) shall summon all Council and General meetings in writing, including the



Annual General Meeting, circulate agendas at least one month before meetings and keep minutes of the proceedings, (c) arrange the venue and programme of the annual general meeting and other Council and General meetings in conjunction with other delegated members of the Company and (d) maintain a record of members.

12 4 When the Secretary has ceased to become Secretary and has not been immediately re-appointed as Secretary in accordance with 12 2, they shall become Immediate Past Secretary.

12 5 The Immediate Past Secretary shall continue to be a Director of the Company and may attend Council meetings for a further period of twelve months and will continue to have voting rights on Council After this twelve month period they shall cease to be Immediate Past Secretary

### **13. Treasurer and Immediate Past Treasurer**

13 1 Article 12 shall apply in respect of the Treasurer and Immediate Past Treasurer, except all references to Secretary shall be altered to Treasurer and all references to Immediate Past Secretary shall be altered to Immediate Past Treasurer.

13.2 The Treasurer shall, amongst other duties as stipulated in accordance with Article 10, be responsible for ingathering membership fees and administering the Company's financial affairs on a day to day basis.

### **14 Elected Trainee Representative on Council**

14 1 Subject to the provisions of this Article 14, the Trainee Members shall be entitled to elect a Trainee Member as the Elected Trainee Representative on Council who shall be entitled to receive notice of and to attend and speak, but not vote, at all meetings of the Council For the avoidance of doubt the Elected Trainee Representative on Council shall not be a Director of the Company

14 2 The Elected Trainee Representative on Council shall be elected in accordance with the Company's procedures for Elected Trainee Representative on Council

elections adopted from time to time, upon condition that only Trainee Members shall be entitled to vote in any such election

14.3 The term of office of the Elected Trainee Representative on Council shall be two years

14.4 The Elected Trainee Representative on Council is eligible for re-election for a further term of two years as long as they remain a Trainee Member at the time of re-election.

14 5 Subject to Article 14 6, the office of Elected Trainee Representative on Council shall be vacated if he:-

14 5.1 resigns his office by notice to the Company, or

14.5 2 ceases to be a Trainee Member of the Company

14 6 If during his term of office the Elected Trainee Representative on Council becomes a Full Member:-

14 6.1 he may see out his appointment as Elected Trainee Representative on Council,

14 6.2 he will not be eligible to be appointed as a Director until after his term of appointment as the Elected Trainee Representative on Council is over, and

14 6 3 for the avoidance of doubt, while he remains the Elected Trainee Representative on Council, he will continue to have no voting rights in Council meetings, but he will have voting rights as a Full Member in general meetings.

## 15. **Alternate Directors**

The provisions previously contained within this Article, are no longer applicable.

**16. Directors' remuneration and expenses**

16 1 Subject to the remaining provisions of this Article, the Directors shall not be entitled to receive any remuneration as a consequence of their office.

16 2 Notwithstanding the provisions of Article 16 1, the Directors may be paid all travel, accommodation and subsistence expenses properly incurred by them in direct connection with the function of the Council.

16.3 Expenses shall be paid at the discretion of the treasurer of the Company on production of appropriate vouchers

16 4 Expenses shall also be paid (on the basis set out in Article 16 3) to any person acting on behalf of the Company (including any person co-opted to the Council in terms of Article 8 4)

**17 Proceedings of the Council**

17 1 Subject to the provisions of the Articles, the Council may regulate their proceedings as they think fit A Director may, and the Secretary at the request of a Director shall, call a meeting of the Council Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the President shall have a second or casting vote

17 2 The quorum for the transaction of the business of the Council may be fixed by the Council and unless so fixed at any other number shall be three Directors, one of whom shall be the President. In the event that the President is not present or not willing to form part of the quorum at the meeting, the quorum shall be three Directors present at the meeting and willing to form part of the quorum

17.3 All decisions enacted by a meeting of Council or acts by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as

valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote

17.4 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Council or of a committee shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee duly convened and held and may consist of several documents in the like form each signed by one or more Directors

17.5 A Director may participate in a meeting of the Council or a committee of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting

## **18 Standing orders**

18.1 Subject to Article 18.4, the Council may from time to time, make such reasonable and proper rules and procedures ("Standing orders") as they may deem necessary or expedient for the proper conduct and internal management of the Company

18.2 All Standing orders shall be binding upon the members.

18.3 The Company in General Meeting has the power by resolution to alter, add to or repeal the Standing Orders.

18.4 No Standing Order shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles

18.5 The Directors must adopt such means as they think sufficient to bring the Standing orders to the notice of the members

## **19. Borrowing Powers**

- 19 1 Without prejudice to their general powers, the Directors may exercise all the powers of the Company to borrow money and to mortgage and charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt, liability or other obligation of the Company or of any third party.

## 20. **Accounts**

- 20 1 The Council shall cause to be kept such books of account as are necessary to exhibit and explain the transactions and financial position of the Company and to give a true and fair view of the state of its affairs and in particular (but without limiting the generality of the foregoing provision) proper books of account with respect to -

20 1 1 all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place;  
and

20.1 2 the assets and liabilities of the Company

- 20.2 The books of account shall be kept at the Office or, at such other place or places as the Council think fit, and shall always be open to the inspection of the members of the Company.
- 20.3 The Council shall from time to time in accordance with the CA 1985 and the CA 2006 cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in the CA 1985 and the CA 2006
- 20 4 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditors' report (if appropriate), shall not less than twenty one days before the date of the meeting be published on the Company's website and the Members notified of the availability of (i) the address of the

website (ii) details of the place on the website where the accounts may be accessed, and how they may be accessed

## **21 Notices**

21.1 Any notice may be served by the Company on any member either personally, by sending it through the post in a prepaid letter, addressed to such person at his registered address as appearing in the register of members or by sending it using electronic communication to an address for the time being notified for that purpose to the Company.

21.2 Any notice served by post shall be deemed to have been served two days following the day on which the letter containing the same was put into the post office, and in proving such service it shall be sufficient to show that the letter containing the same was properly addressed and put into the post as a prepaid letter.

21.3 Any notice served by electronic communication shall be deemed to have been served 48 hours after the time it was sent, and in proving such service it shall be sufficient to show that the electronic communication that contained the notice was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators.

## **22. Indemnity**

22.1 Subject to the provisions of the CA 1985 and the CA 2006 every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

- 22 2 Subject to the provisions of the CA 1985 and the CA 2006, the Directors may pay any premium in respect of any indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the charity, provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard of whether it was a breach of trust or breach of duty or not

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**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION**

**of**

**A.P.A.G.B.I LIMITED**

**(Adopted by Written Resolution passed on 16 June 2008)  
(Amended by Special Written Resolution passed on 13<sup>th</sup> November 2008)**

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**2008**

**Wright, Johnston & Mackenzie  
Solicitors  
302 St. Vincent Street  
Glasgow  
G2 5RZ**

**DX GW 129      FAS 8856**

**(Ref: A.2795.1/ARA/ESH/SZC)**

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