

ARTICLES OF ASSOCIATION
of
THE ASSOCIATION OF RESEARCH
MANAGERS AND
ADMINISTRATORS (UK)

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LAWYERS

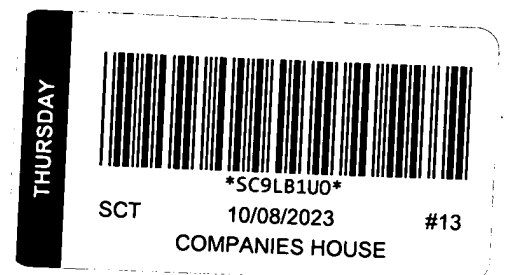


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THE ACT
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
THE ASSOCIATION OF RESEARCH MANAGERS AND ADMINISTRATORS (UK)
(THE "ASSOCIATION")

INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms

1.1 In the Articles, unless the context requires otherwise:

"**Act**" means the Companies Act 2006;

"**Articles**" means the Association's Articles of Association;

"**bankruptcy**" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"**chairperson**" has the meaning given in article 14;

"**chairperson of the meeting**" has the meaning given in article 32;

"**director**" means a director of the Association, and includes any person occupying the position of director, by whatever name called;

"**document**" includes, unless otherwise specified, any document sent or supplied in electronic form;

"**electronic form**" has the meaning given in section 1168 of the Act;

"**member**" has the meaning given in section 112 of the Act;

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

"**participate**", in relation to a directors' meeting, has the meaning given in article 12;

"**proxy notice**" has the meaning given in article 38;

"**Research Organisations**" means universities in the United Kingdom or overseas, other publicly funded or not-for-profit bodies and commercial entities concerned with undertaking or funding research;

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

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

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

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

2 Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Association in the event of its:

- 2.1 payment of the Association's debts and liabilities contracted before they cease to be a member;
- 2.2 payment of the costs, charges and expenses of winding up; and
- 2.3 adjustment of the rights of the contributories among themselves.

OBJECTS

3 Objects

- 3.1 The Association's objects are to promote the profession of research management and administration, to provide a forum for the discussion and furtherance of that profession and to facilitate excellence in research by identifying, establishing and promoting best practice in research management and administration.
- 3.2 The Association shall have the following powers (without limitation) to pursue the Association's objects:
 - 3.2.1 to provide training courses, seminars, research facilities and other learning resources for members and non-members;
 - 3.2.2 to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections;
 - 3.2.3 to sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Association;
 - 3.2.4 to purchase or otherwise acquire plant and machinery including, without limitation, computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
 - 3.2.5 to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law;
 - 3.2.6 to take and accept any gift of money, property or other assets whether subject to any special trust or not;
 - 3.2.7 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations, subscriptions or otherwise;
 - 3.2.8 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;

- 3.2.9 to invest moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 3.2.10 to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions;
- 3.2.11 to form links with organisations in a similar field to the Association and to make financial contributions both in the UK and overseas to such organisations;
- 3.2.12 to grant bursaries to members of the Association by way of contribution to professional activities or development;
- 3.2.13 to undertake and execute charitable trusts;
- 3.2.14 to engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Association and, subject to the provisions of article 4 hereof, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants;
- 3.2.15 to amalgamate with any companies, institutions, societies or associations which shall have objects altogether or mainly similar to those of the Association and prohibit payment of any dividend or profit to and the distribution of any of their assets among their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Association by these Articles;
- 3.2.16 to pay out of funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association;
- 3.2.17 to do all such other lawful things as shall further the attainment of the objects of the Association or any of them.

4 No distribution to members

- 4.1 The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in article 3 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 of the Association. Other than the role of chief executive officer (which may be remunerated in accordance with article 4.2.1), no director of the Association shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association.
- 4.2 Nothing in this article 4 prevents any payment in good faith by the Association:
 - 4.2.1 of reasonable and proper remuneration to any member, officer or employee of the Association (not being a director other than the chief executive officer) for any services rendered to the Association and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or employee of the Association;

- 4.2.2 of reasonable and proper remuneration to any director of the Association for any services rendered to the Association other than in performance of their duties as a director and of travelling expenses incurred in providing such services;
 - 4.2.3 of interest on money lent by a member or director of the Association at a rate per annum not exceeding two percentage points less than the base lending rate for the time being of the Association's clearing bankers or 3% whichever is the greater;
 - 4.2.4 to any director of reasonable out-of-pocket expenses incurred in carrying out their duties as director;
 - 4.2.5 of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Association or a director may be a member holding not more than 1% of the issued share capital of such company;
 - 4.2.6 of reasonable and proper rent for premises demised or let by any member of the Association or any director; or
 - 4.2.7 of any premium in respect of any such insurance as is permitted by article 46.
- 4.3 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to:
- 4.3.1 some other company, association or body having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of article 4 hereof; or
 - 4.3.2 if effect cannot be given to such provision, then to a charitable body,
- in each case, such body or bodies to be determined by the members of the Association at or before the time of dissolution.

DIRECTORS' POWERS AND RESPONSIBILITIES

5 Directors' general authority

Subject to the Articles, the directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

6 Members' reserve power

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

7 Directors may delegate

- 7.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:
- 7.1.1 to such person or committee;
 - 7.1.2 by such means (including by power of attorney);
 - 7.1.3 to such an extent;
 - 7.1.4 in relation to such matters or territories; and
 - 7.1.5 on such terms and conditions,
- as they think fit.
- 7.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 7.3 The directors may revoke any delegation in whole or part or alter its terms and conditions.

8 Committees

- 8.1 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.
- 8.2 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.
- 8.3 The board of directors (the "**board**") shall have the authority to constitute committees in order to promote the development of the Association and contribute to the delivery of the Association's activities (the "**strategic committees**").
- 8.4 Each strategic committee shall be chaired by a director and shall be required to report to the board.
- 8.5 Each strategic committee shall operate in accordance with terms of reference which shall be agreed among strategic committee members and approved by the board. The terms of reference shall set out:-
- 8.5.1 the purpose and scope of the strategic committee;
 - 8.5.2 the process for appointment of members to the strategic committee;
 - 8.5.3 the authority of the strategic committee to transact business;
 - 8.5.4 the method for admitting members to the strategic committee;
 - 8.5.5 requirements in relation to holding meetings;
 - 8.5.6 requirements for reporting to the board; and
 - 8.5.7 arrangements for periodic review of the effectiveness of the strategic committee.

- 8.6 The board shall also have the authority to constitute any other group which is required to carry out the key activities which are essential to meeting the Association's strategic objectives, including without limitation working groups, advocacy groups, special interest groups and member forums (the "**special committees**"). Any such special committee shall be constituted for a specific, time-limited purpose, and the board shall determine the applicable terms of reference (including the terms for determining membership of such special committees) for each special committee at the time of constituting such special committee.

DECISION-MAKING BY DIRECTORS

9 Directors to take decisions collectively

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 10.

10 Unanimous decisions

- 10.1 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.
- 10.2 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.
- 10.3 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.
- 10.4 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.

11 Calling a directors' meeting

- 11.1 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.
- 11.2 Notice of any directors' meeting must indicate:
- 11.2.1 its proposed date and time;
 - 11.2.2 where it is to take place; and
 - 11.2.3 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.
- 11.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 11.4 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 Association not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

12 Participation in directors' meetings

- 12.1 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- 12.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 12.3 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.

13 Quorum for directors' meetings

- 13.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 13.2 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 one third of the current number of directors or four directors, whichever is greater.
- 13.3 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:
- 13.3.1 to appoint further directors; or
 - 13.3.2 to call a general meeting so as to enable the members to appoint further directors.

14 Chairing of directors' meetings

- 14.1 The chairperson shall be the chairperson of the board and shall preside at every meeting of directors at which they are present.
- 14.2 If the chairperson is not participating in a directors' meeting within ten minutes of the time at which it was to start, the deputy chairperson shall be chairperson, or failing that, the participating directors must appoint one of themselves to chair it.

15 Casting vote

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

16 Conflicts of interest

- 16.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Association in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

- 16.2 If article 16.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.
- 16.3 This article 16.3 applies when:
- 16.3.1 the Association by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - 16.3.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 16.3.3 the director's conflict of interest arises from a permitted cause.
- 16.4 For the purposes of this article 16, the following are permitted causes:
- 16.4.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries;
 - 16.4.2 subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 16.4.3 *arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Association or any of its subsidiaries which do not provide special benefits for directors or former directors.*
- 16.5 For the purposes of this article 16, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 16.6 Subject to article 16.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairperson whose ruling in relation to any director other than the chairperson is to be final and conclusive.
- 16.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairperson, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

17 Records of decisions to be kept

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

18 Directors' discretion to make further rules

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

APPOINTMENT OF DIRECTORS

19 Number of Directors

- 19.1 Unless otherwise determined by ordinary resolution, the number of directors shall be not less than five and not more than 10, including the chief executive officer (as an *ex officio* member of the board and company secretary).
- 19.2 The following shall be designated as "**office bearers**" of the board and shall be appointed by the members in accordance with articles 20 and 21:
- 19.2.1 chairperson;
 - 19.2.2 deputy chairperson;
 - 19.2.3 chief executive officer (ex officio member and company secretary); and
 - 19.2.4 treasurer.
- 19.3 In addition to the office bearers, up to a further six directors shall be appointed by the members in accordance with articles 20 and 21.
- 19.4 If a post should fall vacant for an office bearer between general meetings, the directors may appoint any one of the other directors or any member to hold the relevant office until the next general meeting, at which time the position shall be filled, following an appointment in accordance with articles 20 and 21 below.
- 19.5 If a post should fall vacant for any director (other than an officer bearer) between general meetings, the directors may appoint any member to hold the relevant office until the next general meeting, at which time the position shall be filled, following an appointment in accordance with articles 20 and 21 below.
- 19.6 The roles of the office bearers and the other directors shall be determined by the board as and when it considers appropriate.

20 Nomination of directors

- 20.1 All directors, other than the chief executive officer or directors nominated under article 20.6 below, must be members of the Association. The chief executive officer may, but does not have to be, a member.
- 20.2 Any member can put themselves forward for appointment as a director by written notice to the board following an open call to the members for expressions of interest.
- 20.3 All nominations shall be considered by the board against appointment criteria which is based upon a skills matrix in relation to the expertise and knowledge which is required for the role being applied for.
- 20.4 No person will be proposed for appointment as a director unless they meet the requirements laid down in the skills matrix.
- 20.5 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the general meeting of those persons who have been successfully nominated for appointment or re-appointment as a director to be approved by the members at such general meeting. The notice shall give such particulars of those persons as the directors see fit.

- 20.6 The board of directors can propose that a person who is not a member of the Association be appointed as a director. Directors nominated under this clause 20.6 will be designated as "**External Directors**" and shall not be required to be members of the Association. An External Director does not have to be a member but may become a member of the Association.

21 **Methods of appointing directors**

- 21.1 Any appointment of a director shall be approved by the members at a general meeting following nomination in accordance with article 20.
- 21.2 No person shall be appointed or reappointed as a director at a general meeting unless:-
- 21.2.1 they have been nominated in accordance with article 20; and
 - 21.2.2 they are willing and able to act as a director.
- 21.3 All directors shall be appointed with effect from 1 August in the same year as the general meeting at which their appointments are approved, unless an alternative effective date is stated in the resolution appointing such director.
- 21.4 Where a director is appointed to the role of chairperson, such appointment shall be for a period of three years (the "**Chairperson Appointment Period**"). Before commencing the Chairperson Appointment Period, the appointee shall be designated as Chairperson Elect for a period of 12 months. At the conclusion of the Chairperson Appointment Period, the appointee shall be designated Immediate Past Chairperson for a period of 12 months. During their periods as Chairperson Elect and Immediate Past Chairperson, they shall be entitled to attend meetings of the board with observer status, but shall not be permitted to hold an appointment as a director of the Association. No person may be appointed to the role of chairperson for more than one Chairperson Appointment Period.
- 21.5 Where a director is appointed to a role as office bearer other than as chairperson, such appointment shall be for a period of three years (the "**Appointment Period**"). A director shall not be entitled to hold the same role as office bearer for more than two full consecutive Appointment Periods, save always that any director appointed by the board to fill a vacancy in accordance with article 19.4 shall be entitled to serve in that vacant position until 31 July of that calendar year and may be reappointed to the same office for a further two full consecutive Appointment Periods. For the avoidance of doubt, as specified in article 21.4, no person may be appointed to the role of chairperson for more than one Chairperson Appointment Period.
- 21.6 At any general meeting after a director has served for a continuous period of six years or more, such director shall not be eligible for reappointment as a director without a break from serving as a director for at least 12 months.
- 21.7 In any case where, as a result of death, the Association has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.
- 21.8 For the purposes of article 21.3, where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

22 **Termination of director's appointment**

A person ceases to be a director as soon as:

- 22.1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
- 22.2 a bankruptcy order is made against that person;
- 22.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 22.4 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 22.5 notification is received by the Association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- 22.6 they shall for twelve or more consecutive months have been absent without permission of the directors from board meetings held during that period and the other directors resolve that their office be vacated; or
- 22.7 the other directors (acting unanimously for this purpose) determine that such director shall be removed from office.

23 **Alternate directors**

- 23.1 Any director (the "**appointor**") may appoint as an alternate any other director, or any other person approved by a decision of the directors, to:
 - 23.1.1 exercise that director's powers; and
 - 23.1.2 carry out that director's responsibilities,in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- 23.2 Any appointment or removal of an alternate must be effected by notice in writing to the Association signed by the appointor, or in any other manner approved by the directors. The notice must:
 - 23.2.1 identify the proposed alternate, and
 - 23.2.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that they are willing to act as the alternate of his appointor.
- 23.3 An alternate director has the same rights to participate in any directors' meetings or decision of the directors reached in accordance with these Articles, as the alternate's appointor.
- 23.4 Except as these Articles specify otherwise, alternate directors:
 - 23.4.1 are deemed for all purposes to be directors;
 - 23.4.2 are liable for their own acts or omissions;
 - 23.4.3 are subject to the same restrictions as their appointors; and
 - 23.4.4 are not deemed to be agents of or for their appointors.

- 23.5 A person who is an alternate director but not a director:
- 23.5.1 may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and
 - 23.5.2 may sign or otherwise signify their agreement in writing to a written resolution in accordance with article 10 (but only if that person's appointor has not signed or otherwise signified their agreement to such written resolution).

No alternate may be counted as more than one director for such purposes.

- 23.6 An alternate director is not entitled to receive any remuneration from the Association for serving as an alternate director.
- 23.7 Any reference in article 25 to "directors" shall be deemed to include a reference to "alternate directors".
- 23.8 An alternate director's appointment as an alternate terminates:
- 23.8.1 when the alternate's appointor revokes the appointment by notice to the Association in writing specifying when it is to terminate;
 - 23.8.2 on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's office as director;
 - 23.8.3 on the death of the alternate's appointor; or
 - 23.8.4 when the alternate's appointor's appointment as director terminates.

24 Directors' remuneration

Directors, other than the director occupying the office of chief executive officer, shall not be entitled to remuneration for their services to the Association as directors.

25 Directors' expenses

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

- 25.1 meetings of directors or committees of directors;
- 25.2 general meetings; or
- 25.3 separate meetings of the holders of debentures of the Association,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

BECOMING AND CEASING TO BE A MEMBER

26 Qualifications for membership

Membership of the Association is open to:

- 26.1 employees of Research Organisations who have a predominantly administrative or managerial involvement in any discipline of research;
- 26.2 employees of organisations concerned with the supply of services in respect of research activities of Research Organisations;
- 26.3 individuals who have a predominantly administrative or managerial involvement in any discipline of research, or, who are otherwise concerned with the supply of services in respect of research activities of Research Organisations; and
- 26.4 such other natural persons as may be approved from time to time by the Board, subject to ratification by the Members at the next AGM following the appointment of such person.

27 Applications for membership

- 27.1 Any person who wishes to become a member must complete an application for membership in a form approved by the directors.
- 27.2 No member shall be admitted as a member of the Association unless they are approved by the directors and have paid the appropriate subscription fees.

28 Termination of membership

- 28.1 A member may withdraw from membership of the Association by giving 7 days' notice to the Association in writing.
- 28.2 Membership is not transferable.
- 28.3 A person's membership terminates automatically when that person dies.
- 28.4 The directors may terminate a person's membership by notice in writing to that person for any of the following reasons:
 - 28.4.1 the member no longer meets the membership criteria set out in article 26 above; or
 - 28.4.2 the member fails to comply with any provisions of these Articles.

ORGANISATION OF GENERAL MEETINGS

29 General meetings

- 29.1 The directors must arrange at least one general meeting (an "AGM") in each calendar year in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it.
- 29.2 The gap between the date of one AGM and the next must not be more than 15 months.

- 29.3 The AGM in each year shall be held at such time and place as the directors shall appoint.

30 Attendance and speaking at general meetings

- 30.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 30.2 A person is able to exercise the right to vote at a general meeting when:
- 30.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 30.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 30.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 30.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 30.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

31 Quorum for general meetings

- 31.1 No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the members attending it do not constitute a quorum.
- 31.2 The greater of:
- 31.2.1 35 persons; or
- 31.2.2 1% of the total number of persons,
- in each case entitled to vote upon the business to be transacted at the time of the meeting (each person being a member or a proxy for a member) shall be a quorum.
- 31.3 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall stand to be adjourned to the same day in the next week at the same time and place or to such other time as the directors may determine.

32 Chairing general meetings

- 32.1 The chairperson shall chair general meetings if present and willing to do so.
- 32.2 If the chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- 32.2.1 the deputy chairperson; or

32.2.2 the directors present; or

32.2.3 (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairperson of the meeting must be the first business of the meeting.

32.3 The person chairing a meeting in accordance with this article 32 is referred to as "**chairperson of the meeting**".

33 Attendance and speaking by non-members

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

34 Adjournment

34.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairperson of the meeting must adjourn it.

34.2 The chairperson of the meeting may adjourn a general meeting at which a quorum is present if:

34.2.1 the meeting consents to an adjournment; or

34.2.2 it appears to the chairperson 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.

34.3 The chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.

34.4 When adjourning a general meeting, the chairperson of the meeting must:

34.4.1 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

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

34.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

34.5.1 to the same persons to whom notice of the Association's general meetings is required to be given; and

34.5.2 containing the same information which such notice is required to contain.

34.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

35 **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.

36 **Errors and disputes**

36.1 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.

36.2 Any such objection must be referred to the chairperson of the meeting whose decision is final.

37 **Poll votes**

37.1 A poll on a resolution may be demanded:

37.1.1 in advance of the general meeting where it is to be put to the vote; or

37.1.2 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.

37.2 A poll may be demanded by:

37.2.1 the chairperson of the meeting;

37.2.2 the directors;

37.2.3 two or more persons having the right to vote on the resolution; or

37.2.4 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.

37.3 A demand for a poll may be withdrawn if:

37.3.1 the poll has not yet been taken; and

37.3.2 the chairperson of the meeting consents to the withdrawal.

37.4 Polls must be taken immediately and in such manner as the chairperson of the meeting directs.

38 **Content of proxy notices**

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

38.1.1 states the name and address of the member appointing the proxy;

38.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

- 38.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- 38.1.4 is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 38.2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 38.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 38.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 38.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 38.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

39 Delivery of proxy notices

- 39.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 39.2 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 39.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 39.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

40 Amendments to resolutions

- 40.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 40.1.1 notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairperson of the meeting may determine); and
 - 40.1.2 the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- 40.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - 40.2.1 the chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

- 40.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 40.3 If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

ADMINISTRATIVE ARRANGEMENTS

41 Means of communication to be used

- 41.1 Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the 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 the Association.
- 41.2 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.
- 41.3 A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

42 Company seals

The Association shall not have a seal.

43 No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a member.

44 Provision for employees on cessation of business

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

DIRECTORS' INDEMNITY AND INSURANCE

45 Indemnity

- 45.1 Subject to article 45.2, a relevant director of the Association or an associated Association may be indemnified out of the Association's assets against:
- 45.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company;
- 45.1.2 any liability incurred by that director in connection with the activities of the Association or an associated company in its capacity as a trustee of

an occupational pension scheme (as defined in section 235(6) of the Act); and

45.1.3 any other liability incurred by that director as an officer of the Association or an associated company.

45.2 This article 45 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.

45.3 In this article 45:

45.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

45.3.2 a "**relevant director**" means any director or former director of the Association or an associated company.

46 Insurance

46.1 The directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.

46.2 In this article 46:

46.2.1 a "**relevant director**" means any director or former director of the Association or an associated company;

46.2.2 a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Association, any associated company or any pension fund or employees' share scheme of the Association or associated company; and

46.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.