

Company number: 10238122

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
ASSOCIATION OF PROBATE RESEARCHERS**



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THURSDAY



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COMPANIES HOUSE

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**The Companies Act 2006
Company Limited by Guarantee**

ARTICLES OF ASSOCIATION

of

ASSOCIATION OF PROBATE RESEARCHERS

PART 1, INTERPRETATION AND LIMITATION OF LIABILITY

1. DEFINED TERMS AND INTERPRETATION

1.1 In the articles, unless the context requires otherwise:

address: has the meaning given in section 1148 of the Companies Act 2006;

articles: means the Company'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;

business day: means a day other than a Saturday, Sunday or public bank holiday;

clear days: in relation to a period of a notice means the period excluding the day when the notices given are deemed to be given and the day on which it is given or on which it is to take effect;

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

Corporate Director: means an individual appointed as a director in accordance with article 33.3;

Corporate Member: means any incorporated or unincorporated organisation including but not limited to a private company, partnership, limited liability partnership or sole trader appointed as a member in accordance with article 6;

director: means a director of the Company, and includes any person occupying the position of director, by whatever name called;

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

electronic form: has the meaning given in section 1168 of the Companies Act 2006;

hard copy form: has the meaning given in section 1168 of the Companies Act 2006;

Individual Director: means an individual appointed as a director in accordance with article 33.4;

Individual Member: means an individual who has been appointed as a member in accordance with article 6;

instrument: means a document in hard copy form;

member: has the meaning given in section 112 of the Companies Act 2006;

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

participate: in relation to a directors' meeting, has the meaning given in article 29.1;

proxy notice: has the meaning given in article 19;

Qualifying Individuals: a person who is (a) a solicitor or barrister who holds a current practising certificate from their recognised authorising body or (b) an affiliate, associate or graduate member or a fellow of the Chartered Institute of Legal Executives ('**CILEx**') or

(c) a tier 2, 3,4 or higher, member of the Professional Paralegal Register and (d) meets the membership criteria as defined by the relevant Byelaws;

relevant officer: means any person who is or was at any time a director, secretary or other officer (except an auditor) of the Company or any undertaking in the same group as the Company;

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

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

- 1.2 The relevant model articles (within the meaning of section 20 of the Companies Act 2006) are excluded.
- 1.3 Unless the context otherwise requires, other words or expressions contained in the articles bear the same meaning as in the Companies Act 2006 as in force on the date when the articles become binding on the Company.
- 1.4 Except where the contrary is stated or the context otherwise requires, any reference in the articles to a statute or statutory provision includes any order, regulation, instrument or other subordinate legislation made under it for the time being in force, and any reference to a statute, statutory provision, order, regulation, instrument or other subordinate legislation includes any amendment, extension, consolidation, re-enactment or replacement of it for the time being in force.
- 1.5 Words importing the singular number only include the plural and vice versa. Words importing the masculine gender include the feminine and neuter gender. Words importing persons include corporations.

2. OBJECTS

- 2.1 The Company is a self-regulatory organisation dedicated to quality in the area of probate and estate researchers. The objects of the Company are:
 - 2.1.1 to promote the Company and probate, probate research and ancillary services to its members;
 - 2.1.2 the advancement in education and ethical standards of probate and estate researchers;
 - 2.1.3 to ensure that probate services provided by members of the Company are delivered professionally, ethically, and competently in compliance with relevant statutory provisions;
 - 2.1.4 to protect beneficiaries from rogue operators within the industry;
 - 2.1.5 to issue, verify and implement professional rules within the area of probate and estate researchers as well as rules of conduct; and
 - 2.1.6 such other purposes as may from time to time be determined by the directors.

3. POWERS

The Company may do anything within the law which promotes or helps to promote the objects.

4. NON-PROFIT MAKING

- 4.1 The Company is non-profit making and any surplus or gains are to be reinvested in the Company.
- 4.2 Subject to article 36, no surplus income or assets will be distributed to members or third parties.

5. LIABILITY OF MEMBERS

- 5.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of it being wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, payment of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 5.2 If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid or distributed among the members of the Company, but shall be given or transferred to some other body having similar objects to the Company or to a body with charitable objects.

PART 2, MEMBERS

BECOMING AND CEASING TO BE A MEMBER

6. ADMISSION OF MEMBERS

- 6.1 The subscribers to the memorandum are the first members of the Company.
- 6.2 Membership is open to other individuals or organisations who:
- 6.2.1 are interested in furthering the Company's objects;
 - 6.2.2 satisfy the membership requirements as set out within the Company's by-laws from time to time; and
 - 6.2.3 are appointed by the directors in accordance with article 7;

provided that at any time, the minimum number of members shall not be less than 3. A member may be an individual, or a corporate body (both incorporated and unincorporated).

7. ADMISSION PROCEDURE

- 7.1 The Company directors:
- 7.1.1 may require applications for membership to be made in a reasonable way that they decide;
 - 7.1.2 shall, if they approve an application for membership, notify the applicant of their decision within twenty one (21) days;
 - 7.1.3 may refuse an application for membership if they believe that it is in the best interests of the company for them to do so;
 - 7.1.4 shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within twenty one (21) days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
 - 7.1.5 shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.
- 7.2 The Company shall maintain a register of members including details of members admitted and removed from membership.

8. INFORMAL OR ASSOCIATE (NON-VOTING) MEMBERSHIP

The directors may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members. Other references in these articles to 'members' and 'membership' do not apply to non-voting members.

9. MEMBERSHIP FEES

9.1 Each member will pay:

- 9.1.1 an annual membership fee
as determined by the directors from time to time.

10. TERMINATION OF MEMBERSHIP

10.1 Membership of the Company comes to an end if:

- 10.1.1 a member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
 - 10.1.2 a member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering his or her own affairs;
 - 10.1.3 a member becomes insolvent or makes any arrangement or composition with that member's creditors generally;
 - 10.1.4 a member is more than six (6) months in arrears in paying membership fees, if any (but in such case the member may be reinstated on payment of the amount due);
 - 10.1.5 a Qualifying Individual ceases to be employed or engaged by a Corporate Member;
 - 10.1.6 an Individual Member (including Qualifying Members) ceases to meet the membership requirements set out in the Company's bye laws;
 - 10.1.7 a Corporate Member ceases to meet the membership requirements set out in the Company's bye laws;
 - 10.1.8 the member sends a notice of resignation to the directors (provided that after such resignation the number of members is not less than 3);
 - 10.1.9 the directors decide that it is in the best interests of the Company that the member in question should be removed from membership, and pass a resolution to that effect;
- 10.2 Before the directors take any decision to remove someone from membership of the Company they must:
- 10.2.1 inform the member of the reasons why it is proposed to remove him, her or it from membership;
 - 10.2.2 give the member at least twenty one (21) days' notice in which to make representations to the directors why he, she or it should not be removed from membership; and
 - 10.2.3 at a meeting of the directors, consider whether or not the member should be removed from membership.
- 10.3 Membership is not transferrable.

ORGANISATION OF GENERAL MEETINGS

11. GENERAL MEETINGS

11.1 The Company shall hold an annual general meeting every year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. No more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or the following year. The annual general meeting shall be

held at such time and place as the directors shall appoint. All meetings other than the annual general meetings shall be called general meetings.

11.1.1 At annual general meetings the members may:

11.1.1.1 receive the accounts of the Company for the previous financial year;

11.1.1.2 appoint directors;

11.1.1.3 appoint auditors;

11.1.1.4 subject to article 17.1 appoint legal representatives;

11.1.1.5 discuss and determine any issues of policy; or

11.1.1.6 deal with any other business put before them by the directors.

11.2 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Companies Acts, shall proceed to convene a general meeting in accordance with that Companies Acts. If there are not sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

12. NOTICE OF GENERAL MEETINGS

12.1 General meetings shall be called by at least fourteen (14) clear days' notice but may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting.

12.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall also state that the Member is entitled to appoint a proxy. The notice shall be given to all the members and the directors.

12.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

13. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

13.1 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.

13.2 A person is able to exercise the right to vote at a general meeting when:

13.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

13.2.2 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.

13.3 Members are entitled to attend meetings either personally, by proxy or by suitable means agreed by the directors in which all participants may communicate with all the other participants. 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.

13.4 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.

13.5 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.

- 13.6 Directors may attend and speak at general meetings, whether or not they are members and the chairman of the meeting may permit other persons who are not members or otherwise entitled to exercise rights of members in relation to general meetings to attend and speak at general meetings.

14. QUORUM AND PROCEEDINGS AT GENERAL MEETINGS

- 14.1 No business shall be transacted at any meeting unless a quorum is present. A member counts towards the quorum by being present either in person or by proxy. Three (3) persons each being a member or if greater one third of the members entitled to vote upon the business to be transacted, each being a member or a proxy of a member or a duly authorised representative of a member organisation shall constitute a quorum.
- 14.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.

15. CHAIRMAN

- 15.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 15.2 If the members have not appointed a chairman, or if the chairman is unwilling to chair the meetings or is not present within ten (10) minutes of the time which a meeting was due to start, The directors present; or (if no directors are present) the members at the meeting must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 15.3 The chairman may, with the consent of a majority of the members at a 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 which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

16. VOTING AT GENERAL MEETINGS

- 16.1 Except where otherwise provided by these articles or the Companies Acts, every issue is decided by ordinary resolution cast and every member present in person or by proxy has one vote on each issue. A resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is demanded:
- 16.1.1 by the chairman;
 - 16.1.2 the directors; or
 - 16.1.3 by at least two (2) members having the right to vote at the meeting.
- 16.2 Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 16.3 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 16.4 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 16.5. A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 16.6 No notice need be given of a poll not taken immediately if the time, date and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven (7) clear days' notice shall be given specifying the time, date and place at which the poll is to be taken.

17. WEIGHTED VOTING

- 17.1 Resolutions required for the following business:

- 17.1.1 appointment of legal representatives;
- 17.1.2 appointment of Corporate Directors; and
- 17.1.3 removal of Corporate Directors.

("Material Business") shall only be made by an ordinary resolution of the Corporate Members.

- 17.2 Each Corporate Member will have the following voting rights when deciding upon issues concerning Material Business:

- 17.2.1 one vote for each Qualifying Individual employed or engaged by the Corporate Member;

subject to a maximum of 15 votes for each Corporate Member.

18. ERRORS AND DISPUTES

- 18.1 No objection shall be raised to the qualification of any person to vote 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 shall be valid.
- 18.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

19. PROXY VOTING

- 19.1 Any member of the Company may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting. An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and shall be in the following form (or in a form as near as circumstances allow or in any other form which the directors may approve):

"I/We,, of, being a member/members of the above named Company, hereby appoint of, or in his absence, of as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company to be held on20[], and at any adjournment thereof.

Signed on 20[]"

- 19.2 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

"I/We,, of, being a member/members of the above named Company, hereby

appoint of, or in his absence, of, as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company, to be held on 20[], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for * against

Resolution No. 2 *for * against.

- Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on 20[]”

- 19.3 On a vote on a resolution on a show of hands at a meeting, every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote.
- 19.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 19.4.1 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
 - 19.4.2 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.
- 19.5 The proxy notice must be delivered to the Company no less than forty eight (48) hours before the time appointed for holding the general meeting in relation to which the proxy is appointed and in accordance with any instructions contained in the notice of the general meeting to which they relate. Notwithstanding this, an appointment of a proxy may be accepted by the directors at any time prior to the meeting at which the person named in the appointment proposes to vote (or, where a poll is demanded, at the meeting at which the poll was demanded, at any time prior to the taking of the poll).
- 19.6 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. 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.
- 19.7 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.

20. AMENDMENTS TO RESOLUTIONS

- 20.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 20.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than forty eight (48) hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - 20.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 20.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 20.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

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

21. RESOLUTIONS IN WRITING

A resolution in writing agreed by such number of members as required if it had been proposed at a general meeting shall be as effectual as if it had been passed at a general meeting duly convened and held provided that a copy of the proposed resolution has been sent to every member. The resolution may consist of several instruments in the like form each agreed by one or more members.

22. REPRESENTATION OF CORPORATE MEMBERS

An organisation or corporate body that is a member of the Company may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the Company. The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an Individual Member of the Company.

PART 3, DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

23. DIRECTORS' GENERAL AUTHORITY

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

24. MEMBERS' RESERVE POWER

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

25. DIRECTORS MAY DELEGATE

- 25.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
- 25.1.1 to such person or committee;
 - 25.1.2 by such means (including by power of attorney);
 - 25.1.3 to such an extent;
 - 25.1.4 in relation to such matters or territories; and
 - 25.1.5 on such terms and conditions as they think fit.
- 25.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 25.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

26. COMMITTEES

- 26.1 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.

- 26.2 A member of a committee need not be a director.
- 26.3 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

27. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 27.1 The general rule about decision-making by directors is that any decision of the directors must be a majority decision at a meeting or by written resolution.
- 27.2 A written resolution signed by a majority of the directors is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature required to reach the majority.

28. CALLING A DIRECTORS' MEETING

- 28.1 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.
- 28.2 Notice of any directors' meeting must indicate:
- 28.2.1 its proposed date and time;
 - 28.2.2 where it is to take place; and
 - 28.2.3 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.
- 28.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 28.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than seven (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.

29. PARTICIPATION IN DIRECTORS' MEETINGS

- 29.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 29.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 29.3 If all the directors participating in a meeting are not in the same place, then the meeting shall be treated as taking place wherever the chairman of that meeting is located, or otherwise as the directors may agree.

30. QUORUM FOR DIRECTORS' MEETINGS

- 30.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 30.2 The quorum for directors' meetings is three (3) or, if greater, one third of the directors.
- 30.3 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:
- 30.3.1 to appoint further directors; or
 - 30.3.2 to call a general meeting so as to enable the members to appoint further directors.

31. CHAIRING OF DIRECTORS' MEETINGS

- 31.1 The directors may appoint a director to chair their meetings.
- 31.2 The person so appointed for the time being is known as the chairman.
- 31.3 The directors may terminate the chairman's appointment at any time.
- 31.4 If no director has been appointed chairman, or the chairman is unwilling to chair the meeting or is not participating in a directors' meeting within ten (10) minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

32. CASTING VOTE

If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

APPOINTMENT AND REMOVAL OF DIRECTORS

33. APPOINTMENT OF DIRECTORS

- 33.1 The first directors shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Acts.
- 33.2 Any person who is willing to act as a director, is permitted by law to do so and has the requisite skills required by the Company and who have been proposed by the directors, may be appointed to be a director by ordinary resolution in accordance with articles 33.3 and 33.4. If the Company has no directors and, by virtue of death or bankruptcy, no member is capable of acting, the personal representative of the last member to have died has the right, by notice in writing, to appoint a person to be a director.
- 33.3 The Corporate Directors shall be appointed by ordinary resolution of the Corporate Members in accordance with the weighted voting structure in article 17.
- 33.4 The Individual Directors shall be appointed by ordinary resolution of the Individual Members (excluding those members who constitute Qualifying Individuals). A minimum of fifteen (15) votes in favour of the appointment will be required for the appointment of an Individual Director.
- 33.5 The board of directors when complete shall consist of at least three (3) individuals and subject to a maximum of eight (8).

34. TERMINATION OF DIRECTOR'S APPOINTMENT

- 34.1 A person ceases to be a director as soon as:
 - 34.1.1 that person ceases to be a director by virtue of any provision of the Companies Acts or is prohibited from being a director by law;
 - 34.1.2 a bankruptcy order is made against that person;
 - 34.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 34.1.4 he becomes, in the opinion of all his co-directors, physically or mentally incapable of discharging his duties as a director;
 - 34.1.5 for a Corporate Director, he is removed by resolution of the Corporate Members present and voting at a general meeting held after views of the director concerned have been invited and any such views, if any, have been considered by the members;
 - 34.1.6 for an Individual Director, he is removed by resolution of the Individual Members (excluding those members who constitute Qualifying Individuals) present and voting at a general meeting held after views of the director

concerned have been invited and any such views, if any, have been considered by the members

- 34.1.7 he is absent from four consecutive meetings of the directors, and is asked by the majority of the other directors to resign;
 - 34.1.8 one third (or the number nearest one third) of the directors must retire at each annual general meeting, those longest in office retiring first and the choice between any of equal service being made by drawing lots. A retiring director who remains qualified may be reappointed but may not serve more than nine years aggregate in any ten year period beginning from 2019.
 - 34.1.9 notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms; or
 - 34.1.10 he is otherwise duly removed from office.
- 34.2 A technical defect in the appointment of a director of which the directors are unaware at the time does not invalidate decisions taken at the meeting.
- 34.3 Where the Individual Members wish to appoint an Individual Director to the board but are unable to do so as the positions are occupied by eight (8) Corporate Directors, the Corporate Members shall remove one (1) of the Corporate Directors to enable the appointment to take place. The Corporate Members decision to remove a Corporate Director shall be made in accordance with any requirements stipulated in the Company's bye laws or otherwise by ordinary resolution in accordance with article 17.

35. CONFLICTS OF INTEREST

- 35.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 35.2 But if article 35.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 35.3 This article 35.3 applies when:
- 35.3.1 the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - 35.3.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 35.3.3 the director's conflict of interest arises from a permitted cause.
- 35.4 For the purposes of this article 35, the following are permitted causes:
- 35.4.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
 - 35.4.2 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- 35.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 35.6 Subject to article 35.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be

referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

- 35.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

PART 4, BENEFITS TO MEMBERS AND DIRECTORS

36. BENEFITS

- 36.1 The property and funds of the Company must be used only for promoting the objects of the Company and do not belong to the members or directors, but members and directors:

36.1.1 may be employed by or enter into contracts with the Company and receive reasonable payment for goods or services supplied, if:

36.1.1.1 the goods or services are actually required by the Company; and

36.1.1.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and (in the case of a director) is set at a meeting of the directors in accordance with the procedure in article 35.

36.1.2 may be paid interest at a reasonable rate on money lent to the Company;

36.1.3 may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Company;

36.1.4 may benefit from an indemnity referred to in article 43 in respect of any liabilities properly incurred in running the Company; and

36.1.5 may be paid any reasonable expenses which they properly incur in connection with the exercise of their powers, the discharge of their responsibilities and furtherance of the Company's objects in relation to the Company and (in the case of directors) their attendance at meetings.

- 36.2 Unless the directors decide otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company or its subsidiaries or of any other body corporate in which the Company is interested.

PART 5, ADMINISTRATIVE ARRANGEMENTS

37. MEANS OF COMMUNICATION TO BE USED

- 37.1 Subject to Article 37.2, any notice, document or other information shall be deemed served on, or delivered to, the intended recipient:

37.1.1 if delivered by hand, on signature of a delivery receipt or at the time the notice, document or other information is left at the address; or

37.1.2 if sent by fax, at the time of transmission; or

37.1.3 if sent by pre-paid United Kingdom first class post, recorded delivery or special delivery to an address in the United Kingdom, at 9.00 am on the second business day after posting; or

37.1.4 if sent or supplied by e-mail, one hour after the notice, document or information was sent or supplied; or

37.1.5 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website; and

37.1.6 if deemed receipt under the previous paragraphs of this Article 37.1 would occur outside business hours (meaning 9.00 am to 5.30 pm Monday to Friday on a day that is not a public holiday in the place of deemed receipt), at 9.00 am on the day when business next starts in the place of deemed receipt. For the purposes of this article, all references to time are to local time in the place of deemed receipt.

37.2 To prove service, it is sufficient to prove that:

37.2.1 if delivered by hand or by reputable international overnight courier, the notice was delivered to the correct address; or

37.2.2 if sent by fax, a transmission report was received confirming that the notice was successfully transmitted to the correct fax number; or

37.2.3 if sent by post or by airmail, the envelope containing the notice was properly addressed, paid for and posted; or

37.2.4 if sent by e-mail, the notice was properly addressed and sent to the e-mail address of the recipient.

38. SECRETARY

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as the directors may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

39. RECORDS AND ACCOUNTS

The directors must comply with the requirements of the Companies Acts as to keeping financial records, the audit of accounts the preparation and transmission of annual accounts and confirmation statements to the Registrar of Companies.

40. MINUTES

40.1 The Company must keep minutes of all proceedings at general meetings, meetings of the directors and committees of directors including:

40.1.1 the names of persons present at the meeting;

40.1.2 the decisions made at the meeting; and

40.1.3 where appropriate the reasons for the decisions.

A record of decisions taken by the members and directors otherwise than in meetings must also be kept along with records of professional advice taken.

41. RULES

41.1 The directors may from time to time make such rules or bye laws as they may deem necessary, expedient or convenient for the proper conduct and management of the Company and which may regulate:

41.1.1 the amount and due date for membership fees, or other payments to be made by members;

41.1.2 the admission and classification of members of the company (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership;

41.1.3 the conduct of members of the Company including the power of the directors to suspend membership of any member of the Company;

- 41.1.4 the procedure at general meetings and meetings of the directors and committees of the directors in so far as such procedure is not regulated by the articles; and
 - 41.1.5 generally, all such matters as are commonly the subject matter of Company rules.
- 41.2 The directors shall adopt such means as they think sufficient to bring to the notice of members all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the articles.

42. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

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

43. INDEMNITY

- 43.1 A relevant officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the capacity of defending any proceedings, whether civil or criminal, in which judgement is given in 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, breach of duty or breach of trust in relation to the affairs of the company or any undertaking in the same group of the Company.
- 43.2 This article does not authorise any indemnity that would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

44. INSURANCE

- 44.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.
- 44.2 In this article, a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that officer's duties or powers in relation to the Company, any undertaking in the same group as the company or any pension fund or employees' share scheme of the Company or any undertaking in the same group as the Company.