

British Association of Private Dentistry

Articles of Association

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PART 1 - INTERPRETATION, LIMITATION OF LIABILITY AND OBJECTS

1.1 Defined terms

In the Articles, unless the context requires otherwise—

“association” means the Association that is the subject of these Articles; “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;

“chairman” has the meaning given in Article 24;

“chairman of the meeting” has the meaning given in Article 52;

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

“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 Companies Act 2006; “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 22; “proxy notice” has the meaning given in Article 58;

“special resolution” has the meaning given in section 283 of the Companies Act 2006; “subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“writing” means the representation or reproduction of 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 Companies Act 2006 as in force on the date when these Articles become binding on the Association.

1.2 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 being wound up while he is a Member or within one year after he ceases to be a Member, for—

- (a) payment of the Association's debts and liabilities contracted before he ceases to be a Member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

1.3 Objects

The Objects for which the Association is established are:

- (a) to support and represent all those operating in the private dental sector across the UK (being any person or organisation involved in the delivery of dental care in the UK that is not funded by public means);
- (b) to act as a conduit between Members, the legislature, public bodies and others, and to provide such with facilities of conferring with and ascertaining the views of persons engaged in the private dental sector as regards matters directly or indirectly affecting that sector;
- (c) to ensure that the private dental sector is a key contributor to policy and decision-making in the provision of dentistry in the UK;
- (d) to work towards unifying the dental profession by developing robust strategic relationships with other professional groups within the UK dental sector;
- (e) to advance and empower dental professionals to deliver choice and high-quality dental care to their patients;
- (f) to educate the public and the profession in the UK, about the private dental sector;

(g) to provide a range of advisory, educational and support services for Members;

(h) to promote, hold and encourage the promotion and holding of meetings of Members of the Association;

(i) to diffuse amongst Members information on all matters affecting the private dental sector, and to print, publish, issue and circulate such papers, periodicals, books, circulars and other literary undertakings as may seem conducive to any of these objects;

(j) to establish, subsidise, promote, cooperate with, receive into union, become a Member of, act as or appoint trustees, agents or delegates for, control, superintend, lend monetary assistance to or otherwise assist any associations or institutions incorporated or not incorporated, with objects altogether or in part similar to those of the Association and the application of whose income and property is restricted in the same manner as is the application of the income and property of the Association under the provisions of this Memorandum of Association;

(k) to establish and support or aid in the establishment and support of association funds, trusts and schemes calculated to benefit employees or ex-employees of the Association, or any association received into union with the Association, or the dependents or connections of any such employee or ex-employee and to pay pensions, annuities or gratuities to any such person;

(l) to admit any persons (whether eligible or not for Membership) to be affiliate or honorary Members of the Association on such terms and to confer on them such rights and privileges as may seem expedient;

(m) to undertake and execute any trusts which may seem to the Association conducive to any of its objects;

(n) to purchase, take, lease, exchange, hire or otherwise acquire any real or personal property or any rights or privileges necessary or convenient for the purposes of the Association, and to construct, alter and maintain any buildings required for the purposes of the Association;

(o) to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Association;

(p) to borrow any moneys required for the purposes of the Association upon such terms and on such scrutinies as may be determined;

(q) to invest the moneys of the Association not immediately required upon such securities or otherwise in such manner as may from time to time be determined;

(r) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

(s) The income and property of the Association, from whatever source derived, shall be applied solely towards the promotion of the objects of the Association, as set forth in these Articles of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend and bonus, or otherwise by way of profit to the Members of the Association, provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Association, or to any Member of the Association, or other person, in return for any services actually rendered to the Association.

(t) If any Member of the Association pays or receives any dividend, bonus, or other profit, in contravention of the terms of the fourth paragraph of this Memorandum, his liability shall be unlimited.

(u) Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payments of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required, not exceeding the sum of one pound (£1), or in case of his liability being unlimited, such other amount as may be required, in pursuance of Article 5.

(v) 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 some other institution or institutions having objects similar to the objects of the Association, to be determined by the Members of the Association at or before the time of the dissolution, or in default thereof such property shall be given to some charitable object.

PART 2 - DIRECTORS AND COMMITTEE MEMBERS

COMPOSITION, ELECTION AND TERM

OFFICERS, ELIGIBILITY,

2.1 Composition

The Directors shall comprise a Board of Directors, that shall be constituted as follows:

- the President (ex-officio Member of the Board);
- the Vice-President (ex-officio Member of the Board);
- the Treasurer (ex-officio Member of the Board);
- the Secretary (ex-officio Member of the Board);
- the Registrar (ex-officio Member of the Board);
- Advisory Committee of Committees Chair (ACC) (ex-officio Member of the Board, appointed at the recommendation of the Board) where established per Article 18;
- a number of other elected Members determined by the Directors, which can be zero if so determined;
- any Member or other person appointed or co-opted by the Board for a period determined by the Board

2.2 Election and term of Board of Directors

(1) The subscribers shall be appointed as Directors at incorporation. They shall be entitled automatically to stand for election as a Director at the first general meeting.

Thereafter at the Annual General Meeting (AGM):

(2) Directors, aside from ex-officio Members, shall be subject to election by a resolution of the Members, at a general meeting by simple majority.

(3) Directors, once elected, shall serve for a term of two years, or until their successors have been elected and assume office.

(4) One half, or the nearest possible fraction, of Directors who are not ex-officio shall be subject to election each year.

2.3 Offices

The Directors shall establish Offices, being

- President
- Vice-President
- Secretary
- Treasurer
- Chair of the Advisory Committee
- Registrar

These Offices will make up the Executive Committee

The Officers of the Association shall be the listed shareholders of the company listed at Companies House and they shall be responsible for the day to running of the matters of the Association at the direction of the Board of Directors.

Save for the inaugural holders, these Offices shall be elected by the Board of Directors for a term of office as follows:

- Vice-President and President will be self-limiting roles of 1 year each by virtue of progression, or as deemed appropriate by those of the Board present and voting;
- Treasurer, Secretary, Chair of Advisory Committee, Registrar, for a minimum period of 1 year or as deemed appropriate by those of the Board present and voting

The Executive Committee shall be made vacant immediately following the general meeting, save for the inaugural holders and thereafter save for the roles of President and Vice President. Other than the Vice President who will be elected by the Membership during the Annual General Meeting, Officers will then be elected by the new Board of Directors from among eligible members of the Board of Directors.

Eligibility for Office: Save for the inaugural office bearers, candidates must have been a Director in an elected or ex-officio capacity for at least one year prior to their election to office.

The ACC will, in consultation with the Board of Directors, nominate each year the candidate/s for Vice President and in the case of more than one candidate, there will be an election at the AGM.

2.4 Eligibility (Board of Directors, Committees and Officers of the Association)

Board of Directors - The ACC will nominate the slate for elections to Board. The ACC will consider all nominations and seconders from the membership subject to eligibility criteria outlined below.

Eligibility for Election to the Board of Directors:

Save for the elections of Directors at the first general meeting, where any Member shall be eligible for election as a Director, a Member shall only be eligible for election as a Director, where they have served on a committee of the Association for a minimum of one year prior to the date of the vote and are a Full Member of the Association, in good standing, with no outstanding liabilities to the Association and with the approval of the Advisory Committee of Committees (ACC)

Committee Membership - The ACC will consider and if appropriate approve all volunteers and appointees put forward for Committee positions.

Eligibility for Committees

All members in good standing are eligible to serve on Association Committees. Committee members will be volunteers. Members may be invited or recommended by other members or Board members

Officers

Eligibility for Office:

Save for the inaugural office bearers, candidates must have been a Director in an elected or ex-officio capacity for at least one year prior to their election to office.

2.5 Duties

The President - shall be the senior Officer of the Association and shall preside at all Directors' and general meetings as Chairman save for the provisions of Articles 24 and 52. The President shall be an ex-officio Member of all committees or similar groupings convened by the Directors. The President shall vote only when necessary to break a tie, except as a Member of the Executive Committee or as a Member on matters presented to the Membership for vote by ballot.

Vice President - In the absence or inability or willful refusal to act by the President, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or the Directors. Upon completion of the term of office as Vice-President, the Vice-President shall automatically assume the role of President.

Secretary - The Secretary shall be responsible for supervising provision of notice for all meetings, maintaining corporate minutes and fulfilling those duties required by law. In such, they shall be appointed as the Association Secretary of the Association.

Treasurer - The Treasurer shall oversee the financial affairs of the Association and perform such other duties as assigned by the Directors.

2.6 Directors' authority, members' power, directors' delegation, Committees

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.

Members' reserve power

The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.

No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

Directors may delegate

1) Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles—

(a) to such person or committee;

(b) by such means (including by power of attorney);

(c) to such an extent;

(d) in relation to such matters or territories; and

(e) on such terms and conditions;

as they see fit.

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.

- 3) The Directors may revoke any delegation in whole or part or alter its terms and conditions at any time.

Committees

1) The Board of Directors guided by Exco may set up Committees as they see fit in order to facilitate the achievement of the objects and objectives of the association and may delegate powers to such committees.

2) 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.

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

2.7 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 20.

2.8 Unanimous decisions

(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.

(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.

(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.

(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.

2.9 Calling a Directors' meeting

(1) Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Secretary or Registrar to give such notice not less than five and not more than fifty calendar days before the date of the meeting.

(2) Notice of any Directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) 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.

(3) Notice of a Directors' meeting must be given to each Director but need not be in writing.

2.10 Participation in Directors' meetings

Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when—

(1) the meeting has been called and takes place in accordance with the Articles, and (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(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.

(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.

2.11 Quorum for Directors' meetings

(1) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(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 two, and unless otherwise fixed it is two.

(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 -

(a) to appoint further Directors, or

(b) to call a general meeting so as to enable the Members to appoint further Directors.

2.12 Failure to attend meetings

Any Director who has been absent from three consecutive meetings of all Directors during a single, rolling twelve-month period shall automatically vacate the seat, except where the Directors expressly affirm their continued appointment by majority vote.

2.13 Chairing of Directors' meetings

(1) The chairman of Directors' meetings shall be the President.

(2) If the President is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the Vice-President shall be the chairman of the meeting.

(3) If the President and Vice-President are not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

2.14 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.

But this does not apply if, in accordance with the Articles, the chairman or other Director is to be counted as participating in the decision-making process for quorum or voting purposes.

2.15 Conflicts of interest

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 has a vested interest, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes and should excuse themselves from the meeting for that vote or decision making process.

2) This clause does not apply if the Director's conflict of interest arises from a permitted cause. For the purposes of this Article, the following are permitted causes—

(a) 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;

(b) 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

(c) 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.

3) For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

4) Subject to paragraph (5), 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.

(5) 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.

2.16 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.

2.17 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.

2.18 Appointment of Directors

Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director—

- (a) by ordinary resolution, or
- (b) by a decision of the Directors,

subject to the provisions of articles regarding election. Directors appointed by the Directors shall be appointed for a specified term not beyond the next AGM at which time they will be subject to election

2.19 Termination of Director's appointment

A person ceases to be a Director as soon as—

(a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;

(b) a bankruptcy order is made against that person;

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

(d) 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;

(e) 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.

2.20 Directors' remuneration

Directors may undertake any services for the Association that the Directors decide. Directors are not entitled to remuneration, including but not limited to remuneration for their services to the Association as Directors, and for any other service which they undertake for the Association.

Subject to the Articles, a Director's remuneration referred to above may take any form, and includes monetary payments or any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director.

2.21 Directors' expenses

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

- (a) meetings of Directors or committees of Directors,
- (b) general meetings, or
- (c) 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.

PART 3 - MEMBERS

3.1 Number of Members

The number of Members of the Association is unlimited.

3.2 Classes of Membership

There shall be a two classes of Membership

- 1) Full Membership (see 3.5 below for eligibility criteria)
- 2) Associate Membership (see 3.5 below for eligibility criteria)

Full Members of the Association shall be: entitled to the rights and privileges and be subject to the restrictions set forth in these Articles.

Each Full member shall be entitled to one vote, on a one-vote per one-member policy.
Associate Membership - Associate members are not entitled to a vote

3) Other - The Directors may from time to time determine other methods or packages by which interested parties can support the Association. However, such methods or packages shall not be considered Membership of the Association.

3.3 Applications for Membership

No person shall become a Member of the Association unless that person has completed an application for Membership in a form approved by the Directors, and the Directors have approved the application.

The Directors may refuse an applicant membership of the Association.

3.4 Requirements for Membership

The requirements of Membership shall be from time to time determined by and at the sole discretion of the Directors.

3.5 Eligibility for Membership

The eligibility for Membership of any category shall be established by the Directors and may be amended from time to time by the Directors.

3.6 Subscriptions

(1) The subscription payable by Members of the Association shall be such a sum or sums as shall from time to time be determined by the Directors for the relevant classes, categories and/or tiers of Membership, and/or benefits or concessions.

(2) The Association may fix different rates of subscriptions for tiers of Membership, or otherwise differentiate between Members as to the subscriptions payable by them and concessions or additional benefits available to them as may be seen fit.

(3) Tiers and categories of Membership will be regularly reviewed and the Directors may approve amendments thereto and the same may be implemented with six months notice.

3.7 Termination of Membership

(1) A Member may withdraw from Membership of the Association by giving 7 days' notice to the Association in writing, where they have settled all due subscriptions and other financial obligations.

(2) Membership is not transferable.

(3) A person's Membership terminates when that person dies or ceases to exist.

(4) A person's Membership terminates when that person has failed to settle any due subscriptions or other financial obligations for a period of six months.

3.8 Censure, suspension or expulsion, appeal

(1) Any Member of the Association may be censured, suspended or expelled for misconduct in respect of his profession, or in relation to the Association, or for any just and reasonable cause as determined by the Directors subject to a vote of a three-quarter majority vote of the Directors. The conclusion of such votes shall be communicated to the Member in writing within five working days.

(2) A Member may appeal censure, suspension or expulsion by way of Article 3.8 (1) in writing to the Directors within four weeks of such a vote, to the Members. An appealed decision of the Directors to censure, suspend or expel a Member shall be affirmed by a three-quarter majority vote of the Members at the next general meeting.

(3) A Member censured, suspended or expelled who has appealed the decision shall remain censured, suspended or expelled, pending a vote of the Membership per Article 3.8 (2)

(4) A Member censured, suspended or expelled per Article 3.8 (1) may be reinstated upon invitation of the Directors, in accordance with any terms established by the Directors, subject to a three-quarter majority vote of the Directors and subject to affirmation by a three-quarter majority vote of the Members at the next general meeting.

3.9 Announcement of Membership

The Directors shall from time to time determine regulations for announcement of Membership. This shall include but not be limited to the use of the Association's name and logo in printed material and electronic communications.

MEETINGS

3.10 Attendance, speaking and voting at general meetings

- (1) Any member in good standing has the right to attend a general members' meeting
- (2) A member is able to exercise the right to speak at a general meeting when that member is in a position to communicate to all those attending the meeting any information or opinions which that person has on the business of the meeting.
- (3) A person is able to exercise the right to vote at a general meeting when—
 - (a) that person is a Full Member, is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) 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.
- (4) 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.
- (5) 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.
- (6) 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.

3.11 Quorum for general meetings

(1) The quorum for general meetings shall be fixed at ten per cent of the Members entitled to vote

(2) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

3.12 Chairing general meetings

(1) The President shall chair general meetings if present and willing to do so.

(2) If the President is unable or unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the Vice-President shall chair the meeting.

(3) If the President and Vice-President are unwilling or unable to chair the meeting or are not present within ten minutes of the time at which a meeting was due to start,

(a) the Directors present, or

(b) if no Directors are present, the meeting

shall appoint a Full Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

3.13 Attendance and speaking by non-Members

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

3.14 Adjournment

(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 exist, the chairman of the meeting must adjourn the meeting.

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

(a) the meeting consents to or requests an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- (3) When adjourning a general meeting, the chairman of the meeting must
- (a) 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
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (4) 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) -
- (a) to the same persons to whom notice of the Association's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (5) 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

3.15 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.

3.16 Errors and disputes

Any objection or dispute must be referred to the chairman of the meeting whose decision is final.

3.17 Poll votes

- (1) A poll on a resolution may be demanded
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) 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.
- (2) A poll may be demanded by
- (a) the chairman of the meeting;
 - (b) the Directors;
 - (c) two or more members having the right to vote on the resolution; or
 - (d) 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.

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal.

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

3.18 Content of proxy notices

(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which

- (a) states the name and address of the Member appointing the proxy;
- (b) identifies the person appointed to be that Member’s proxy
- (c) identifies the general meeting in relation to which that person is appointed
- (d) is signed by the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
- (e) 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

(2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(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.

(4) Unless a proxy notice indicates otherwise, it must be treated as

- (a) 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
- (b) 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.

3.19 Delivery of proxy notices

(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.

(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.

(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.

(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.

3.20 Amendments to resolutions

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

(a) 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 chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4 - ADMINISTRATIVE ARRANGEMENTS

4.1 Means of communication to be used

(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 Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.

(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.

(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.

4.2 Association seals

(1) Any common seal may only be used by the authority of the Directors.

(2) The Directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the Directors, if the Association has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this Article, an authorised person is—

- (a) any Director of the Association;
- (b) the Association secretary (if any); or
- (c) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

4.3 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.

4.4 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

4.5 Indemnity

(1) Subject to paragraph (2), a relevant Director of the Association or an associated Association may be indemnified out of the Association's assets against—

- (a) 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 Association,
- (b) any liability incurred by that Director in connection with the activities of the Association or an associated Association in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that Director as an officer of the Association or an associated Association.

(2) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this Article

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant Director" means any Director or former Director of the Association or an associated Association.

4.6 Insurance

(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.

(2) In this Article—

(a) a “relevant Director” means any Director or former Director of the Association or an associated Association,

(b) 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 Association or any pension fund or employees’ share scheme of the Association or associated Association, and

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