

Company No. 446916

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

ARTICLES OF ASSOCIATION

(Adopted by special resolution passed on 11 September 2021)

of

THE ASSOCIATION OF UKRAINIANS IN GREAT BRITAIN LIMITED

Stevens & Bolton LLP
Wey House
Farnham Road
GUILDFORD
GU1 4YD

Ref: AS.0480.0320

CONTENTS

Page No

1	DEFINITIONS AND INTERPRETATION.....	1
2	OBJECTS	4
3	POWERS	4
4	LIABILITY OF MEMBERS	5
5	INCOME AND WINDING UP.....	5
	MEMBERSHIP.....	6
6	BECOMING MEMBERS	6
7	TRANSFERABILITY OF MEMBERSHIP.....	8
8	TERMINATION AND SUSPENSION OF MEMBERSHIP.....	8
9	SUBSCRIPTION FEES	8
10	EXPULSION OR SUSPENSION OF MEMBERS.....	9
	ORGANISATION OF GENERAL MEETINGS.....	9
11	ANNUAL GENERAL MEETING	9
12	NOTICE OF GENERAL MEETINGS, AGENDA AND PROCEDURE	9
13	ATTENDANCE AND SPEAKING AT GENERAL MEETINGS.....	10
14	QUORUM FOR GENERAL MEETINGS.....	10
15	ADJOURNMENT.....	10
16	CHAIRING GENERAL MEETINGS	11
17	ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS.....	11
18	VOTING - GENERAL	11
19	ERRORS AND DISPUTES	12
20	CONTENT OF PROXY NOTICES.....	12
	DELIVERY OF PROXY NOTICES.....	13
21	AMENDMENTS TO RESOLUTIONS	13
	COMMITTEES APPOINTED BY THE MEMBERS.....	14
22	COMMITTEES	14
	BRANCHES AND SECTIONS	14
23	BRANCHES	14
24	SECTIONS	14
	DIRECTORS.....	15
25	THE BOARD	15
26	ELECTION OF THE BOARD.....	15
27	TERM OF OFFICE.....	15
28	DIRECTORS' GENERAL AUTHORITY	15
29	MEMBERS' RESERVE POWER	16
30	DIRECTORS MAY DELEGATE.....	16
31	COMMITTEES	16
32	DIRECTORS TO TAKE DECISIONS COLLECTIVELY	16
33	UNANIMOUS DECISIONS	16
34	CALLING A DIRECTORS' MEETING	17
35	PARTICIPATION IN DIRECTORS' MEETINGS.....	17
36	QUORUM FOR DIRECTORS' MEETINGS.....	17
37	CHAIRING OF DIRECTORS' MEETINGS	18

38	CASTING VOTE.....	18
39	CONFLICTS OF INTEREST	18
40	INTERESTS IN PROPOSED OR EXISTING TRANSACTIONS OR ARRANGEMENTS.....	19
41	RECORDS OF DECISIONS TO BE KEPT	20
42	DIRECTORS' DISCRETION TO MAKE FURTHER RULES.....	20
43	TERMINATION OF A DIRECTOR'S APPOINTMENT	20
44	DIRECTORS' REMUNERATION	21
45	DIRECTORS' EXPENSES.....	21
46	SECRETARY.....	21
	ADMINISTRATIVE ARRANGEMENTS	22
47	MEANS OF COMMUNICATION TO BE USED.....	22
48	COMPANY SEALS.....	22
49	NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS.....	22
50	ANNUAL ACCOUNTS.....	22
51	AUDIT	23
52	INDEMNITY AND INSURANCE	23

1 DEFINITIONS AND INTERPRETATION

1.1 In these articles, unless expressly stated to the contrary, the following expressions shall have the following meanings:

articles	these articles of association;
Associate Member	means those Members who become eligible for membership pursuant to article 6.2;
Association 2006 Act	the Association of Ukrainians in Great Britain Limited; the Companies Act 2006, to the extent in force from time to time, including any statutory modification or re-enactment thereof for the time being in force;
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;
Branch	a Branch of the Association, being any organised body designated by the directors as a Branch of the Association in accordance with article 23;
Branch Committee	a committee of a Branch, which is elected in accordance with the Branch Regulations;
Branch Delegate	a Full Member elected by a Branch as a delegate in accordance with the Branch Regulations provided that there shall be no more than ten delegates appointed by a particular Branch;
Branch Regulations	the regulations governing the establishment and operations of a Branch as approved by the directors from time to time;
Chairman	means the person appointed to that office in accordance with article 26.1;
Companies Acts	as defined in section 2 of the 2006 Act, including any statutory modification or re-enactment thereof for the time being in force;
Corporate Representative(s)	has the meaning given in article 6.3.1;
Deputy Chairman	means the person appointed to that office in accordance with article 26.2;
director	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 2006 Act;

eligible director	a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter);
Full Member	means those Members who become eligible for membership pursuant to article 6.1;
hard copy form	has the meaning given in section 1168 of the 2006 Act;
Insolvency Event	means in the case of a Member that meets the criteria of paragraph (b) of the definition of Qualifying Entity, any of the following: <ul style="list-style-type: none"> a) the existence of circumstances by which it may be deemed to be, or otherwise declare itself to be, insolvent or unable to pay its debts as they fall due; b) the cessation or suspension of the payment of all, or a particular class of, its creditors or a threat to do so; c) the taking of any formal or informal steps with a view to the deferral, rescheduling or other readjustment of all, or a particular class of, its creditors, or the taking of any formal steps to make a general assignment or arrangement or composition with or for the benefit of the relevant creditors; d) any form of winding up, liquidation, receivership, administrative receivership, administration, arrangement or scheme with creditors, moratorium, stay or limitation of creditors' rights, interim or provisional supervision by the court or by persons appointed by the court (or any equivalent or similar procedure under the laws of any jurisdiction in which the relevant person is incorporated, registered, domiciled or resident or carries on business or has assets) being commenced or otherwise in place or under way in relation to it, whether in or out of court; or e) any distress, execution or other process being levied against any of its assets which has not been satisfied in full;
instrument	a document in hard copy form;
Journal	“the Ukrainian Thought” newspaper or such other publication as may from time to time be provided by the Association for its Members;
Mediation Committee	the Mediation Committee established in accordance with article 22;

Member	has the meaning given in section 112 of the 2006 Act and, to avoid doubt, includes each Full Member and Associate Member;
Qualifying Entity	<p>means:</p> <p>(a) an individual who:</p> <p>(i) is at least eighteen years of age;</p> <p>(ii) has the right to reside in the United Kingdom for a period of over 6 months; and</p> <p>(iii) wishes to promote the objects of the Association as set out in article 2; and</p> <p>(iv) is a:</p> <p>(aa) Ukrainian national (and such term includes, without limitation, any person of Ukrainian ethnic origin regardless as to whether or not that person or that person's ancestors were born within the borders of the state of Ukraine), or</p> <p>(ab) child or remoter issue of a Ukrainian national, or</p> <p>(ac) spouse or civil partner of:</p> <ul style="list-style-type: none"> • a Ukrainian national; or • a child or remoter issue of a Ukrainian national; or <p>(b) a partnership, body corporate or unincorporated association in the United Kingdom which exists for purposes similar to those for which the Association exists, and</p> <p>the directors shall from time to time be entitled to issue guidance to clarify the meaning of any term set out above;</p>
Section	has the meaning in article 24;
Section Delegate	a Full Member elected by a Section as a delegate in accordance with the relevant Section's constitution provided that there shall be no more than one delegate appointed by a particular Section;
Subscription Fee	means the membership or subscription monies payable by the Members and determined in accordance with article 9;
writing	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;
Year	means a calendar year.

- 1.2 Words importing the singular number shall include the plural and vice versa, words importing the masculine shall include the feminine and neuter and vice versa and words importing persons shall include bodies corporate unincorporated associations and partnerships.
- 1.3 Unless the context otherwise requires:
- 1.3.1 other words or expressions contained in these articles bear the same meaning as in the 2006 Act as in force on the date when these articles become binding on the Association;
- 1.3.2 references to “the directors” or “the board” are references to the board of directors of the Association or a duly authorised committee thereof or the directors present at a meeting of the board of directors of the Association or a duly authorised committee thereof, in each case at which a quorum is present; and
- 1.3.3 any words following the terms including, include, in particular, for example or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.

2 OBJECTS

The objects for which the Association is established are to:

- 2.1 develop, promote and support the interests of the Ukrainian community and those of Ukrainian descent in the United Kingdom;
- 2.2 foster and advance Ukrainian knowledge, culture, arts, heritage and traditions;
- 2.3 provide advice, welfare and other assistance to relieve suffering and hardship to Ukrainians in need, including those in Ukraine;
- 2.4 provide and develop facilities for social, cultural and educational interaction; and
- 2.5 promote and foster inter-cultural understanding and harmony between the Ukrainian and British or other ethnic communities in Great Britain;
- 2.6 support and promote the development of freedom and democracy, human and civic rights in Ukraine and support Ukraine’s territorial integrity and continued existence as an independent state.

3 POWERS

In pursuance of the objects set out in article 2, the Association has the power to:

- 3.1 buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Association;
- 3.2 borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Association’s property and assets;

- 3.3 invest and deal with the funds of the Association not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- 3.4 subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- 3.5 lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Association may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;
- 3.6 lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;
- 3.7 pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Association and to contract with any person, firm or company to pay the same;
- 3.8 enter into contracts to provide services to or on behalf of other bodies;
- 3.9 provide and assist in the provision of money, materials or other help;
- 3.10 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.11 incorporate subsidiary companies to carry on any trade; and
- 3.12 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in article 2.

4 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:

- 4.1 payment of the Association's debts and liabilities contracted before he ceases to be a Member;
- 4.2 payment of the costs, charges and expenses of the winding up; and
- 4.3 adjustment of the rights of the contributories among themselves.

5 INCOME AND WINDING UP

- 5.1 The income and property of the Association shall be applied solely in promoting the objects of the Association as set out in article 2.

- 5.2 No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these articles shall prevent any payment in good faith by the Association of:
- 5.2.1 reasonable and proper remuneration to any Member, officer or servant of the Association for any services rendered to the Association;
 - 5.2.2 any interest on money lent by any Member or any director at a reasonable and proper rate;
 - 5.2.3 reasonable and proper rent for premises demised or let by any Member or director; or
 - 5.2.4 reasonable out-of-pocket expenses properly incurred by any director.
- 5.3 On the winding-up or dissolution of the Association, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Association. Such body to be determined by the Members at the time of winding up or dissolution.

MEMBERSHIP

6 BECOMING MEMBERS

6.1 Becoming a Full Member

- 6.1.1 A Qualifying Entity shall be eligible for membership of the Association as a Full Member.
- 6.1.2 No person shall become a Full Member unless he has completed an application for membership in a form approved by the directors from time to time. A letter shall be sent to each successful applicant confirming their membership of the Association and the details of each successful applicant shall be entered into the Register of Members by the Company Secretary.
- 6.1.3 The directors may decline to accept any application for membership and need not give reasons for doing so.
- 6.1.4 A Full Member is entitled to receive notice of and attend any general meeting of the Association but only Branch Delegates, Section Delegates and Corporate Representatives shall be entitled to vote at any general meeting of the Association, provided that there shall be no more than ten Branch Delegates elected by each Branch and no more than one Section Delegate elected by each Section.

6.2 Becoming an Associate Member

- 6.2.1 Every Branch may appoint Associate Members to the Association in accordance with the Branch Regulations and this article.
- 6.2.2 Any person in the opinion of the Branch Committee who has benefitted or will benefit the Association by their services or support shall be eligible for membership of the Association as an Associate Member. To avoid doubt, an Associate Member does not need to meet the criteria of a Qualifying Entity but

he must be a natural person and not a body corporate, partnership or unincorporated association.

- 6.2.3 No person shall become an Associate Member unless:
- (a) he has completed an application for membership of the Association in a form approved by the relevant Branch from time to time; and
 - (b) the application must be proposed and seconded in each case by a Full Member in a duly constituted meeting of the relevant Branch Committee.
- 6.2.4 A letter shall be sent to each successful applicant confirming their membership of the Association and the details of each successful applicant shall be entered into the Register of Members by the Company Secretary.
- 6.2.5 An Associate Member shall not be entitled to the same rights and privileges or have the same obligations as a Full Member and shall only be entitled to those rights and privileges and have such obligations as are expressly conferred on them under these articles.
- 6.2.6 An Associate Member shall be a Member of the Association but shall not:
- (a) be entitled to receive notice of, attend or vote at any general meeting of the Association;
 - (b) be entitled to hold any office in the Association, except as may be permitted by the Branch Regulations;
 - (c) be entitled to receive any benefit on the winding up or dissolution of the Association;
 - (d) have any claim on the assets of the Association.

6.3 **Corporate Representative(s)**

- 6.3.1 Any Member that meets the criteria of paragraph (b) of the definition of Qualifying Entity may by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any general meeting of the Association (“**Corporate Representative**”), and the person so authorised shall be entitled to exercise the same powers on behalf of the entity which he represents as that entity could exercise as it were an individual Member of the Association personally present.
- 6.3.2 In the absence of a formal appointment in accordance with article 6.3.1, such Member may be represented by a director, partner, senior executive or principal officer of the Member that he represents and that director, partner, senior executive or principal officer shall be entitled to exercise the same powers on behalf of the entity which he represents as that entity association could exercise as it were an individual Member of the Association personally present.
- 6.3.3 Each Member to which this article 6.3 applies shall only be entitled to appoint one Corporate Representative from time to time.

7 TRANSFERABILITY OF MEMBERSHIP

Membership is not transferable or transmissible by any means and all rights conferred on a Member under these Articles are personal to him.

8 TERMINATION AND SUSPENSION OF MEMBERSHIP

- 8.1 A Full Member shall immediately cease to be a Member of the Association if:
- 8.1.1 under the provisions of article 10, the Full Member is expelled or suspended by the board;
 - 8.1.2 payment of the Subscription Fee is in arrears for a period of twelve months
 - 8.1.3 he gives 14 days' notice in writing to the board of his wish to terminate membership;
 - 8.1.4 he no longer has the right to reside in the United Kingdom in accordance with the definition of Qualifying Entity in article 1.1;
 - 8.1.5 he is not able to provide satisfactory evidence to the Association that he has the right to reside in the United Kingdom in accordance with the definition of Qualifying Entity in article 1.1;
 - 8.1.6 he dies;
 - 8.1.7 an Insolvency Event occurs.
- 8.2 An Associate Member shall immediately cease to be a Member of the Association if:
- 8.2.1 under the provisions of article 10, the Associate Member is expelled or suspended by the board, or the relevant Branch Committee in accordance with the Branch Regulations;
 - 8.2.2 payment of the Subscription Fee is in arrears for a period of twelve months;
 - 8.2.3 he gives 14 days' notice in writing to the board, or the relevant Branch Committee in accordance with the Branch Regulations of his wish to terminate membership;
 - 8.2.4 he dies.

9 SUBSCRIPTION FEES

- 9.1 Each Member shall pay to the Association a Subscription Fee in respect of each Year during all or part of which they are a Member.
- 9.2 The Subscription Fee payable by the Members for each Year shall be determined at the annual general meeting of the Association held on or before the start of that Year by a simple majority vote of the Members entitled to vote.
- 9.3 Such Subscription Fee shall become due and payable by each Member after the first day in each Year.
- 9.4 No part of the Subscription Fee paid by a Member shall be refundable in any circumstances.
- 9.5 A Member whose membership has been terminated shall remain liable for any Subscription Fee or other contribution that has become due and payable by him to the Association at the date on which he ceases to be a Member.

10 EXPULSION OR SUSPENSION OF MEMBERS

- 10.1 The board may, in its absolute discretion resolve to:
- 10.1.1 expel a Member from the Association; or
 - 10.1.2 suspend a Member's rights under these articles for a specified period of time, and subject to article 10.2 any such resolution shall be final and binding upon that Member.
- 10.2 Following the passing of any resolution under article 10.1 in respect of a Full Member:
- 10.2.1 the board shall give the relevant Full Member notice in writing of its decision and such notice shall offer the relevant Full Member a right of appeal;
 - 10.2.2 the Full Member shall have 14 days from receipt of the board's written notice to exercise his right to appeal;
 - 10.2.3 if the relevant Full Member exercises his right to appeal, such appeal shall be heard at a meeting of the Mediation Committee;
 - 10.2.4 the findings and recommendations of the Mediation Committee shall be reported to the board and the relevant Full Member;
 - 10.2.5 notwithstanding article 10.2.4 the decision of the board shall be final and binding upon the relevant Full Member and the Association.
- 10.3 If a Full Member gives notice of his right to appeal in accordance with article 10.2 and such appeal has not yet been determined in accordance with article 10.2, he shall be entitled to attend any general meetings held in this period but, if he is a Branch Delegate, a Section Delegate or a Corporate Representative he shall not be entitled to vote at any general meeting or on any written resolution.

ORGANISATION OF GENERAL MEETINGS

11 ANNUAL GENERAL MEETING

An annual general meeting shall be held once in every Year, at such time and place as may be prescribed by the directors. The business of the annual general meeting shall include (but shall not be limited to):

- 11.1 the consideration and adoption of any reports tabled by any committee established in accordance with article 22;
- 11.2 the consideration and approval of the annual accounts and associated reports of the Association in accordance with article 50;
- 11.3 the election of the directors in accordance with article 26;
- 11.4 the determination of the Subscription Fee in accordance with article 9;
- 11.5 the appointment of the auditors of the Association in accordance with article 51;
- 11.6 the appointment of any Full Members to any committee in accordance with article 22.

12 NOTICE OF GENERAL MEETINGS, AGENDA AND PROCEDURE

- 12.1 A general meeting (including an annual general meeting) shall be called on not less than fourteen clear days' notice.

- 12.2 Notices shall be given to the relevant Members in accordance with the 2006 Act. The Association shall also publish any notice in the Journal (if available).
- 12.3 A general meeting (including an annual general meeting) shall, notwithstanding that it is called by shorter notice than that specified in article 12.1, be deemed to have been duly called, if it is so agreed by the number of Members as prescribed by the 2006 Act.
- 12.4 The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice, shall not invalidate the proceedings at any general meeting.
- 12.5 An agenda for any general meeting (including an annual general meeting) shall be published in the Journal (if available) and on the Association's website at least seven clear days prior to the relevant meeting.
- 12.6 The directors may from time to time establish any rules of procedure for any general meeting that they think fit (subject always to the provisions of the articles), which the Members shall observe.

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 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 persons 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.

14 QUORUM FOR GENERAL MEETINGS

- 14.1 No business other than the appointments referred to in article 15 is to be transacted at a general meeting if the persons attending it do not constitute a quorum at the time when the meeting proceeds to business.
- 14.2 One tenth of all Members entitled to vote constitute a quorum.

15 ADJOURNMENT

- 15.1 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 chairman of the meeting must adjourn it.

- 15.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - 15.2.1 the meeting consents to an adjournment; or
 - 15.2.2 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.
- 15.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 15.4 When adjourning a general meeting, the chairman of the meeting must:
 - 15.4.1 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
 - 15.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 15.5 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):
 - 15.5.1 to the same persons to whom notice of the Association's general meetings is required to be given; and
 - 15.5.2 containing the same information which such notice is required to contain.
- 15.6 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.

16 CHAIRING GENERAL MEETINGS

The Branch Delegates, Section Delegates and Corporate Representatives present at a general meeting must appoint:

- 16.1 a Branch Delegate to be a chairman and vice-chairman to chair the general meeting if willing to do so; and
- 16.2 at least two Members present to minute the meetings.

17 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

- 17.1 Directors may attend and speak at general meetings.
- 17.2 The chairman of the meeting may permit other persons who are not:
 - 17.2.1 Members; or
 - 17.2.2 otherwise entitled to exercise the rights of Members in relation to general meetings,
 to attend and speak at a general meeting.

18 VOTING - GENERAL

- 18.1 A resolution put to the vote of a general meeting must be decided on a poll.
- 18.2 Subject to the 2006 Act, at any general meeting every Branch Delegate, Section Delegate and Corporate Representative who is present in person (or by proxy) shall have one vote on a poll (which, to avoid doubt, is one vote for each Branch Delegate

Section Delegate and Corporate Representative (including himself) for who he has been appointed as proxy).

- 18.3 In the case of an equality of votes, the chairman of the general meeting shall have the casting vote.
- 18.4 In the case of any dispute, doubt or difficulty respecting or arising out of matters of procedure or order, the decision of the chairman of the general meeting shall be final and conclusive.
- 18.5 A Branch Delegate may only appoint another Branch Delegate to be his proxy in accordance with these articles.
- 18.6 A Section Delegate may only appoint another Branch Delegate or Section Delegate to be his proxy in accordance with these articles.
- 18.7 A Corporate Representative may only appoint another Branch Delegate or Section Delegate to be his proxy in accordance with these articles.

19 **ERRORS AND DISPUTES**

- 19.1 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.
- 19.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

20 **CONTENT OF PROXY NOTICES**

- 20.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
 - 20.1.1 states the name and address of the Branch Delegate, the Section Delegate or the Corporate Representative appointing the proxy;
 - 20.1.2 identifies the person appointed to be that Branch Delegate’s, Section Delegate’s or Corporate Representative’s proxy and the general meeting in relation to which that person is appointed;
 - 20.1.3 is signed by or on behalf of the Branch Delegate, the Section Delegate or the Corporate Representative appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 20.1.4 is delivered to the Association in accordance with the articles and in accordance with any instructions contained in the notice of the general meeting to which they relateand a proxy notice which is not delivered in such manner shall be invalid unless the directors, in their discretion, accept the notice at any time before the meeting.
- 20.2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 20.3 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.
- 20.4 Unless a proxy notice indicates otherwise, it must be treated as:

- 20.4.1 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
 - 20.4.2 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.
- 20.5 No Branch Delegate or Section Delegate shall act as a proxy for more than two other Branch Delegates, Section Delegates or Corporate Representatives when voting on any resolution or matter. Furthermore, any person acting as a proxy cannot himself appoint a proxy to act on his behalf in respect of the earlier proxies granted to himself.

DELIVERY OF PROXY NOTICES

- 20.6 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.
- 20.7 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.
- 20.8 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.
- 20.9 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 appointer's behalf.

21 AMENDMENTS TO RESOLUTIONS

- 21.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 21.1.1 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 chairman of the meeting may determine); and
 - 21.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 21.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 21.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 21.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 21.3 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.

COMMITTEES APPOINTED BY THE MEMBERS

22 COMMITTEES

- 22.1 The Association will establish the following committees:
- 22.1.1 an internal audit committee consisting of three Full Members (including one chairman of the committee) and up to two Full Members to be deputies of such committee to report at the Association's annual general meeting on the activities of the Association, the administration of property and funds of the Association and any other matter which the Members so determine; and
 - 22.1.2 a mediation committee consisting of three Full Members (including one chairman of the committee) and up to two Full Members to be deputies of such committee to report at the Association's annual general meeting on any matters of dispute or disagreement between any combination of a Full Member, Branch Committee and/or the board.
- 22.2 The members of such committees (including the chairman) shall be appointed in the annual general meeting of the Association by a majority vote of the Members entitled to vote.
- 22.3 Committees established in accordance with this Article 22 must follow the rules of procedure as determined from time to time in any general meeting of the Association.
- 22.4 Any Full Member appointed to a committee established in accordance with this Article 22 shall hold office until the next annual general meeting of the Association following his appointment but such Full Member shall be eligible for re-election at the annual general meeting.

BRANCHES AND SECTIONS

23 BRANCHES

- 23.1 The board shall have the power to designate any organised body consisting of not less than twelve Full Members as a branch of the Association ("Branch").
- 23.2 The board shall not designate any organisation as a Branch until it has been constituted in the form set out in the Branch Regulations.
- 23.3 In the event that a Branch is dissolved or wound up its assets shall be distributed to the Association in accordance with the Branch Regulations.

24 SECTIONS

- 24.1 The board shall have the power to designate any organised body of which:
- 24.1.1 a majority of the members of such body are Full Members; and
 - 24.1.2 the remaining members of such body would meet the criteria of paragraph (a) of the definition of Qualifying Entity;
- as a section of the Association ("Section").
- 24.2 The board shall not designate any organisation as a Section until the constitution of the relevant Section has been approved by the directors.

DIRECTORS

25 THE BOARD

- 25.1 The board shall be the duly elected governing body of the Association and shall consist of:
- 25.1.1 the Chairman;
 - 25.1.2 the Deputy Chairman;
 - 25.1.3 the Honorary Chairman, if so elected in accordance with article 26.2; and
 - 25.1.4 up to but no more than nineteen individuals who are Full Members provided that there shall be no less than twelve directors on the board and no more than twenty one directors on the board and provided that a person may not be appointed as a director unless the person is a natural person and not a body corporate, partnership or unincorporated association.
- 25.2 The directors shall hold a meeting at least four times per year.

26 ELECTION OF THE BOARD

- 26.1 Subject to article 26.4, the directors, including the office of Chairman shall be appointed by the Members in the annual general meeting of the Association by a majority vote of the Members entitled to vote.
- 26.2 The directors shall appoint any one of them to be the Deputy Chairman.
- 26.3 The directors may (with approval by the majority of those Members present at any general meeting of the Association and entitled to vote) at any time appoint a director to be an Honorary Chairman who shall be entitled to attend meetings of the directors but shall not be entitled to vote at such meetings.
- 26.4 A person shall only be entitled to be a director if they have been a Full Member for a consecutive period of at least four years. This criteria shall not apply to any director appointed as the Honorary Chairman.

27 TERM OF OFFICE

Subject to article 43, each director (including the Honorary Chairman) shall hold office until the next annual general meeting of the Association following his appointment but such director shall be eligible for re-election at the annual general meeting.

28 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.

29 MEMBERS' RESERVE POWER

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

30 DIRECTORS MAY DELEGATE

- 30.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
 - 30.1.1 to such person or committee;
 - 30.1.2 by such means (including by power of attorney);
 - 30.1.3 to such an extent;
 - 30.1.4 in relation to such matters or territories; and
 - 30.1.5 on such terms and conditions as they think fit.
- 30.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 30.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

31 COMMITTEES

- 31.1 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.
- 31.2 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.

32 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 33.

33 UNANIMOUS DECISIONS

- 33.1 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.
- 33.2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing.

- 33.3 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.

34 CALLING A DIRECTORS' MEETING

- 34.1 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.
- 34.2 Notice of any directors' meeting must indicate:
- 34.2.1 its proposed date and time;
 - 34.2.2 where it is to take place; and
 - 34.2.3 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.
- 34.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 34.4 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 at any time before or 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.

35 PARTICIPATION IN DIRECTORS' MEETINGS

- 35.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- 35.1.1 the meeting has been called and takes place in accordance with the articles; and
 - 35.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 35.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 35.3 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.
- 35.4 Subject to article 39 and without prejudice to the obligation of any director to disclose his interest in accordance with the Companies Acts, a director may vote at any meeting of the directors or of any committee of the board of directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any resolution his vote shall be counted. In relation to any such meeting as aforesaid such director shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

36 QUORUM FOR DIRECTORS' MEETINGS

- 36.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 36.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors and, unless otherwise fixed, it is at least half of the directors appointed from time to time.
- 36.3 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 to call a general meeting so as to enable the Members to appoint further directors.

37 CHAIRING OF DIRECTORS' MEETINGS

- 37.1 The Chairman shall chair the directors' meetings.
- 37.2 If the Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the meeting will be chaired by the Deputy Chairman, or if the Deputy Chairman is not participating within a further ten minutes, the participating directors must appoint one of themselves to chair it.

38 CASTING VOTE

- 38.1 Subject to article 38.2, if the numbers of votes for and against a proposal are equal, the Chairman or other director chairing the meeting has a casting vote.
- 38.2 Article 38.1 does not apply if, in accordance with the articles or the 2006 Act, the Chairman or other director chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

39 CONFLICTS OF INTEREST

- 39.1 The directors may, subject to and in accordance with this article 39, authorise any matter or situation which would otherwise result in a director breaching his duty under section 175 of the 2006 Act to avoid conflicts of interest.
- 39.2 Any authorisation under article 39.1 shall be effective only if any requirement as to the quorum for consideration of the relevant matter or situation is met without counting the interested director and any other interested director, and it is agreed to without their voting or would have been agreed to if their vote(s) had not been counted.
- 39.3 Any authorisation under article 39.1 may be given subject to such terms and conditions, if any, as the directors may think fit to impose from time to time, whether at the time of authorisation or subsequently. In particular the directors may:
- 39.3.1 extend such authorisation to any actual or potential conflict of interest which may reasonably be expected to arise out of the conflict so authorised;
 - 39.3.2 require that the interested director is excluded from the receipt of documentation and information, the participation in discussions and/or the making of decisions (whether at meetings of the board or otherwise) related to such matter or situation;
 - 39.3.3 provide that the interested director shall or shall not be an eligible director in respect of any future decision of the directors in relation to the matter or situation of conflict;

- 39.3.4 provide that, where the interested director obtains or has obtained (through his involvement with the matter or situation of conflict and otherwise than through his position as a director of the Association) information that is confidential to a third party, he shall not be obliged to disclose that confidential information to the Association, or to use it in relation to the Association's affairs where to do so would amount to a breach of that confidence;
 - 39.3.5 allow the interested director to absent himself from the discussion of matters relating to the conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent that they relate to such matter or situation of conflict; and
 - 39.3.6 allow the interested director to make such arrangements as he thinks fit for board and committee papers to be received and read by a professional adviser on behalf of that director.
- 39.4 The directors may vary or revoke such authorisation at any time, but this will not affect anything done by the interested director in accordance with the terms of such authorisation prior to such revocation or variation.
- 39.5 A director, notwithstanding his office, may be a director or other officer of, employed by, or otherwise interested (including by the holding of shares) in, any subsidiary or holding company of the Association or any other body corporate in which the Association is otherwise directly or indirectly interested and no further authorisation under article 39.1 shall be necessary in respect of any such interest.
- 39.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director) to account to the Association for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a conflict which has been authorised by the directors in accordance with these articles, by the Association or by these articles (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

40 INTERESTS IN PROPOSED OR EXISTING TRANSACTIONS OR ARRANGEMENTS

- 40.1 Provided he has declared the nature and extent of his interest in accordance with the requirements of section 177 and/or section 182 (but subject to sections 177(5), 177(6), 182(5) and 182(6) of the 2006 Act), a director who is in any way, whether directly or indirectly interested in a proposed or existing transaction or arrangement with the Association:
- 40.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise directly or indirectly interested;
 - 40.1.2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;

- 40.1.3 shall be entitled to vote at a meeting of directors (or of a committee of directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
- 40.1.4 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any holding Association or subsidiary of the Association or any other body corporate in which the Association is otherwise directly or indirectly interested; and
- 40.1.5 shall not, save as he may otherwise agree, be accountable to the Association for any remuneration, profit or other benefit which he (or a person connected with him) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such holding company, subsidiary or other body corporate and no such transaction or arrangement shall be liable to be avoided on such grounds, nor shall the receipt of any such remuneration, profit or other benefit constitute a breach of his duty under section 176 of the 2006 Act.
- 40.2 The provisions of articles 40.1.1 to 40.1.5 are subject, where applicable, to any terms and conditions imposed by the directors in accordance with article 39.3.

41 RECORDS OF DECISIONS TO BE KEPT

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

42 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.

43 TERMINATION OF A DIRECTOR'S APPOINTMENT

A person ceases to be a director as soon as:

- 43.1 that person ceases to be a director by virtue of any provision of the 2006 Act or is prohibited from being a director by law;
- 43.2 a bankruptcy order is made against that person;
- 43.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 43.4 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;
- 43.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

- 43.6 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;
- 43.7 he is not re-appointed at any general meeting of the Association.

44 **DIRECTORS' REMUNERATION**

- 44.1 Directors may undertake any services for the Association that the directors decide.
- 44.2 Directors are entitled to such remuneration as the directors determine:
 - 44.2.1 for their services to the Association as directors; and
 - 44.2.2 for any other service which they undertake for the Association.
- 44.3 Subject to the articles, a director's remuneration may:
 - 44.3.1 take any form; and
 - 44.3.2 include 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.
- 44.4 Unless the directors decide otherwise, directors are not accountable to the Association for any remuneration which they receive as directors or other officers or employees of the Association's subsidiaries or of any other body corporate in which the Association is interested.

45 **DIRECTORS' EXPENSES**

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

- 45.1 meetings of directors or committees of directors;
- 45.2 general meetings; or
- 45.3 separate meetings of the holders of any class of shares or 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.

46 **SECRETARY**

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

ADMINISTRATIVE ARRANGEMENTS

47 MEANS OF COMMUNICATION TO BE USED

- 47.1 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 2006 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.
- 47.2 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.
- 47.3 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.

48 COMPANY SEALS

- 48.1 Any common seal may only be used by the authority of the directors.
- 48.2 The directors may decide by what means and in what form any common seal is to be used.
- 48.3 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 two authorised persons.
- 48.4 For the purposes of this article, an authorised person is:
 - 48.4.1 any director of the Association;
 - 48.4.2 the company secretary (if any); or
 - 48.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

49 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.

50 ANNUAL ACCOUNTS

In respect of each Year, a copy of the Association's annual accounts, the Directors' report and the auditor's report on those accounts shall be laid before the Members in the Association's annual general meeting and approved by the Members in such meeting by a simple majority of the Members entitled to vote. A copy of the documents to be approved by the Members in the annual general meeting pursuant to this article 50 shall also be published in the Journal (to the extent the Journal is available) when the relevant annual general meeting agenda is published in accordance with article 12.2.

51 **AUDIT**

Once at least in every Year the accounts of the Association shall be examined and the correctness of them be ascertained by a qualified auditor, such auditor to be appointed at the annual general meeting of the Association by a simple majority of the Members entitled to vote.

52 **INDEMNITY AND INSURANCE**

- 52.1 Subject to the provisions of the Companies Acts but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer of the Association (other than any person, whether an officer or not, engaged by the Association as auditor) shall be indemnified and kept indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.
- 52.2 Without prejudice to any indemnity to which a director may otherwise be entitled (including, for the avoidance of doubt, any indemnity under or pursuant to these articles), the directors shall, to the extent permitted by the Companies Acts, have the power to grant, on such terms as they see fit, to any director or other officer of the Association, an indemnity or indemnities out of the assets of the Association in respect of any liability incurred by him as such, and to amend, vary or extend the terms of such indemnity so granted, again on such terms as the directors see fit.
- 52.3 The directors shall have the power to purchase and maintain indemnity insurance for any director, as contemplated by section 233 of the 2006 Act.
- 52.4 Subject to the Companies Acts, the directors shall have the power to make a loan to any director or otherwise do anything to enable a director to avoid incurring expenditure in defending himself in an investigation by a regulatory authority, or against action proposed to be taken by a regulatory authority, or in any criminal or civil proceedings or in connection with any application under sections 661(3) or 1157 of the 2006 Act.
- 52.5 This article shall not be deemed to provide for, or entitle any such person to, indemnification to the extent that it would cause this article, or any element of it, to be treated as void under the Companies Acts.