

SCHEDULE 1
THE COMPANIES ACTS 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM of ASSOCIATION
Of
The British Association of Sport and Exercise Sciences
Company Number: 05385834

1. The Company's name (hereinafter referred to as the "Association") is The British Association of Sport and Exercise Sciences.
2. The Association's registered office is to be situated in England.
3. The Association's objects are:
 - a) the promotion of research in sport and exercise sciences
 - b) the encouragement of evidence-based practice in sport and exercise sciences
 - c) the distribution of knowledge in sport and exercise sciences
 - d) the development and maintenance of high professional standards for those involved in sport and exercise sciences
 - e) the representation of the interests of sport and exercise sciences nationally and internationally.
4. In pursuance of those aims (but not otherwise), the Association shall have the following powers:
 - a) To carry on any other activities which further any of the above objects.
 - b) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the Association, acquire and hold shares in such companies and carry out, in relation to any such Association which is a subsidiary of the Association, all such functions as may be associated with a holding Association.
 - c) To acquire and take over the whole or any part of the undertaking and liabilities of anybody holding property or rights which are suitable for the Association's activities.
 - d) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Association's activities.

- e) To improve, manage, develop, or otherwise deal with, all or any part of the property 2 and rights of the Association.
- f) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Association.
- g) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- h) To borrow money, and to give security in support of any such borrowings by the Association, in support of any obligations undertaken by the Association or in support of any guarantee issued by the Association.
- i) To employ such staff as are considered appropriate for the proper conduct of the Association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependents.
- j) To engage such consultants and advisers as are considered appropriate from time to time.
- k) To effect insurance of all kinds (which may include officers' liability insurance).
- l) To invest any funds which are not immediately required for the Association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- m) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Association's objects.
- n) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Association's objects.
- o) To take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities.
- p) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- q) To oppose, or object to, any application or proceedings which may prejudice the Association's interests.
- r) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Association, and to enter into any arrangement for co-operation or mutual assistance with any charitable body.
- s) To do anything which may be incidental or conducive to the furtherance of any of the Association's objects.

5. The income and property of the Association shall be applied solely towards promoting the Association's objects (as set out in clause 3).
 - a) No part of the income or property of the Association shall be paid or transferred (directly or indirectly) to the members of the Association, whether by way of dividend, bonus or otherwise.

6. If on the winding-up of the Association any property remains after satisfaction of all the Association's debts and liabilities, such property shall not be paid to or distributed among the members of the Association; that property shall instead be transferred to some other body or bodies (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the Association.
 - a) The body or bodies to which property is transferred under paragraph (a) shall be determined by the members of the Association at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time.
 - b) To the extent that effect cannot be given to the provisions of paragraphs (a) and (b) of this clause 7, the relevant property shall be applied to some other charitable object or objects.

7. Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Association; such accounting records shall be open to inspection at all times by any director of the Association.
 - a) The Association's auditors shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account and all group accounts, copies of which are to be laid before the Association in general meeting. This clause may be omitted from the memorandum if the Association will qualify for exemption from audit under the audit exemption regulations.

We, the subscribers to this, Memorandum of Association, wish to be formed into an Association pursuant to this Memorandum

Names, Addresses and Descriptions of Subscribers

DATED the

Witness to the above Signatures:

ARTICLES FOR PRIVATE COMPANIES LIMITED BY GUARANTEE

of The British Association of Sport and Exercise Sciences

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise
 - “**address**” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a text message number in each case registered with the Organisation.
 - “**articles**” means the company’s articles of association.
 - “**The Association**” means the above-named company, The British Association of Sport and Exercise Sciences.
 - “**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
 - “**The Board of Directors**” or “**The Board**” means all those persons for the time being appointed to perform the duties of directors of the Company.
 - “**chairman**” has the meaning given in article 12.
 - “**chairman of the meeting**” has the meaning given in article 25.
 - “**Code of conduct (the code)**” means a collection of rules and regulations, which includes what is and is not acceptable or expected behavior.
 - “**Act**” or “**Companies Act**” means the Companies Act (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company.
 - “**director**” means a director of the company, and includes any person occupying the position of director, by whatever name called.
 - “**document**” includes, unless otherwise specified, any document sent or supplied in electronic form.
 - “**electronic form**” has the meaning given in section 1168 of the Companies Act 2006.
 - “**employee**” means anyone holding a contract of employment with the Company.
 - “**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 director’s meeting, has the meaning given in article 10.
 - “**proxy notice**” has the meaning given in article 31.
 - “**the rules**” means regulations, not covered in the articles, governing the Association’s internal affairs. The Board has the power to make or alter the

Rules, provided such new regulations or alterations are approved retrospectively at the next available quorate general meeting by a simple majority.

"**secretary**" means any person appointed to perform the duties of the Secretary of the Company.

"**special resolution**" has the meaning given in section 283 of the Companies Act 2006.

"**subscription**" means an amount of money that is paid regularly in order to belong to the Association.

"**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 Act as in force on the date when these articles become binding on the company.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears.

Words importing persons shall include bodies corporate and associations if not inconsistent with the context.

Liability of members

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of 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 company'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.

PART 2
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

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

Directors' specific responsibilities and powers

4. Specific responsibilities and powers
1. Operation of bank accounts
 - a. All cheques over an amount agreed by the directors must be signed by not less than two authorised signatories in relation to all operations on the bank accounts held by the Association.
 2. Register of members
 - a. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership.
 3. Accounting records and annual accounts
 - a. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
 - b. The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
 4. Winding-up
 - a. If the directors by a simple majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote, for which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a simple majority of those present and voting at such meeting, the liquidator shall give effect to the provisions of clause 8 of the memorandum of association

Members' reserve power

5. (1) The members may, by special resolution (which required a majority of at least 75% of the total member votes (at least half of the membership entitled to vote are involved in the voting), direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.
- (3) No account shall be taken of abstentions or members absent from the meeting.
- (4) In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Association, by special resolution,
- (i) to alter its name

- (ii) to alter its memorandum of association with respect to the Association's objects
- (iii) to alter any provision of these articles or adopt new articles of association.

Directors may delegate

- 6.** (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 think 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.

Committees

- 7.** (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.
- (2) The directors may make rules of procedure for all or any committees, but these rules must align to the Articles. Should inconsistencies be identified, the rules should be amended accordingly.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

- 8.** The general rule about decision-making by directors is that any decision of the directors must be either a simple majority decision at a meeting or a decision taken in accordance with article 8.

Unanimous decisions

- 9.** (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.

Calling a directors' meeting

- 10.** (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.

- (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.
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held.
- (5) The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.

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.

Participation in directors' meetings

- 11.(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when
 - (a) 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.

Quorum for directors' meetings

- 12.(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.

Chairing of directors' meetings

- 13.(1) The directors may appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the chairman.
- (3) The directors may terminate the chairman's appointment at any time.
- (4) If the chairman is 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.

Casting vote

- 14.**(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

- 15.**(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when
- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- (4) 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 company or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the company 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 company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- (8) A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Association; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- (9) For the purposes of article 15(8), a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of

his/hers or any firm of which he/she is a partner or any limited Association of which he/she is a substantial shareholder or director, has a personal interest in that matter.

Records of decisions to be kept

- 16.** The directors must ensure that the company keeps a record, in writing, of any decision for at least 10 years from the date of the decision recorded,

Register of directors

- 17.** The directors shall maintain a register of directors, setting out full details of each director, the date on which each such person became a director, and the date on which any person ceased to hold office as a director.

Directors' discretion to make further rules

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

APPOINTMENT OF DIRECTORS

Methods of appointing directors

- 19.** (1) 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.
- (2) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.
- (3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

Honorary Officers

- 20.** (1) Prior to the annual general meeting of the Association, where vacancies exist, the Association shall elect a Chair (the "Chair"), a Chair Elect (the "Chair Elect") and such other officers as the Association shall from time to time agree to appoint (together known as the "Honorary Officers").
- (2) The Honorary Officers shall normally hold office for a three-year period until the conclusion of the AGM three years after their appointment and will be eligible for re-appointment. The Chair shall normally hold office for a three-year period until the conclusion of the AGM three years after their election and will be eligible for re-election.
- (3) Any person appointed to any office shall cease to hold that office if he/she ceases to be a member, or if he/she resigns from that office by written notice to that effect.
- (4) The procedure for the appointment of positions shall be as follows:
- (a) Applications from the membership will be invited and a closing date will be given for all applications.
 - (b) All applications must be in writing. A person shall not be eligible for appointment unless he/she is a member of the Association.

(c) Competency-based selection processes will be used. Members will be asked to demonstrate competencies on an application form. The Board will then appoint members.

(d) In the event that no applications are received for an Honorary Officer position, the Board will appoint an individual for a one-year period until the conclusion of the AGM one year after his/her appointment.

Termination of director's appointment

- 21.** 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 company 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 company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

Directors' remuneration

- 22.** (1) Directors may undertake any services for the company that the directors decide, so long as consistent with these Articles and the Rules of Association
- (2) Directors are entitled to such remuneration as the directors determine
- (a) for their services to the company as directors, and
 - (b) for any other service which they undertake for the Association
- (3) Subject to the articles, an employed director's remuneration
- (a) will take the form of a salary, and
 - (b) may 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.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

Directors' expenses

- 23.** The company 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 company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3
MEMBERS
BECOMING AND CEASING TO BE A MEMBER

Applications for membership

- 24.** (1) No person shall become a member of the Association unless
- (a) that person has completed an application for membership in a form approved by the directors.
 - (b) Approval will be subject to the standard Association process
 - (c) Directors have the right to veto any application
- (2) Membership of the Association shall be open to any person interested in furthering the objects of the Association, who fulfils the criteria set out in the Rules and who has paid the annual subscription.
- (3) Professional membership is the minimum grade of membership to become a voting member of the Association on all AGM matters. Student members are eligible to vote on all AGM matters with the exception of voting matters concerning the position of the Chair Elect
- (4) All members, whether Professional or otherwise, shall agree to abide by the Association's Code of Conduct (the "Code") and such rules.

Membership subscription

- 25.** (1) Members shall subscribe to the Association such annual sums as shall be agreed by the directors.
- (2) Membership is on a rolling membership year. If a member shall fail to pay his or her annual subscription within one month of the same falling due and if that member shall be sent notice to that effect from the BASES Operational Team, his or her membership shall be deemed to have expired if the annual subscription is not paid within one calendar month after such notice is despatched. Members whose membership has been deemed to expire under this clause may apply for re-election on payment of a fee in addition to the current subscription. This penalty may be waived at the discretion of the directors

Termination of membership

- 26.** (1) A member may withdraw from membership of the company by giving seven days' notice to the company in writing.
- (2) Membership is not transferable.
 - (3) A person's membership terminates when that person dies or ceases to exist.

Expulsion from membership

- 27.** (1) Failure to comply with the Association's Code of Conduct may result in expulsion from membership.
- (2) Any person may be expelled from membership by resolution, providing at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion, and the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

(3) The directors shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before any final decision is made.

ORGANISATION OF GENERAL MEETINGS

Notice, Timings and Business of General Meetings (meeting of members)

- 28.** (1) The directors shall convene an annual general meeting in each year; the first annual general meeting shall be held not later than 18 months after the date of incorporation of the Association.
- (2) Not more than 15 months shall elapse between one annual general meeting and the next.
- (3) At least 21 clear days' notice must be given of an annual general meeting or an extraordinary general meeting.
- (4) A notice calling a meeting shall specify the time and place of the meeting; it shall
- (a) indicate the general nature of the business to be dealt with at the meeting and
 - (b) if a resolution is to be proposed, also state that fact, giving the exact terms of the resolution.
- (5) A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
- (6) Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the Association of an address to be used for the purpose of electronic communications, by way of an electronic communication) to all the members and directors
- (7) The business of each annual general meeting shall include:
- (a) a report on the activities of the Association
 - (b) consideration of the annual accounts of the Association
 - (c) notification of the election/re-election of Elected Officers.
- (8) The directors may convene an extraordinary general meeting at any time. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A of the Act). The directors shall within 21 days of receiving a written request to do so, signed by not less than 20 voting members whether individual or representative and giving reasons for the request, call an extraordinary general meeting of the Association.

Attendance and speaking at general meetings

- 29.** (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.
- (2) A person is able to exercise the right to vote at a general meeting when
- (a) that person 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.
- (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.

- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other can 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.

Quorum for general meetings

- 30.** (1) 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.
- (2) If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence, or if, during a meeting, a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the Chair of the meeting.
- (3) The quorum for a general meeting shall be at least two of the Elected Officers of the Association and 20 voting members present in person or such other number as the Association may in general meeting from time to time determine.

Chairing general meetings

- 31.** (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is 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 must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

Attendance and speaking by directors and non-members

- 32.** (1) Directors may attend and speak at general meetings, whether or not they are members.
- (2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

Adjournment

- 33.** (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.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if
- (a) the meeting consents to 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) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) 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.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company 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 company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

34. (1) 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.
- (2) Every member entitled to vote shall have one vote.

Errors and disputes

35. (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.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

36. (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 persons 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.

Content of proxy notices

- 37.** (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 and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company 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.

Delivery of proxy notices

- 38.** (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 company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (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.

Amendments to resolutions

- 39.** (1) An ordinary resolution to be proposed (1) at a general meeting may be amended by ordinary resolution if
- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 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.

(4) For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the Chair casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 28.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

40. (1) Subject to the articles, anything sent or supplied by or to the company 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 company.

(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 company 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.

Company seals

41. (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 company 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 company;

(b) the company secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

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

Provision for employees on cessation of business

43. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or deputy director) in connection with the cessation or

transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

- 44.** (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company'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 company or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the company or an associated company 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 company or an associated company.
- (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 company or an associated company.

Insurance

- 45.** (1) The directors may decide to purchase and maintain insurance, at the expense of the company, 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 company or an associated company,
 - (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 company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.