

Company Number: 03273892

The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

BRITISH CARRIAGEDRIVING

Incorporated on 5th November 1996

Amended by Special Resolution dated 28 October 2017

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

BRITISH CARRIAGEDRIVING

(Adopted by special resolution dated)

1. INTERPRETATION AND LIMITATION OF LIABILITY

1.1 In the Articles, unless the context requires otherwise:

"Articles" means these articles of association;

"Company" means the above-named company;

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

"chairman of the meeting" has the meaning given in Article 13.4;

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

"Community Amateur Sports Club" or "CASC" has the meaning given in section 658 of the Corporation Tax Act 2010;

"Council" means the Council of the Company appointed in accordance with Article 24;

"Council member" means a member of the Council who shall for the purposes of the Companies Acts be a director of the Company;

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

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

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

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

"participate", in relation to a meeting of the Council, has the meaning given in Article 31.1;

"proxy notice" has the meaning given in Article 21.1;

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

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006; and

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered.

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

- 1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.
- 1.3 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.
- 1.5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa.

2. LIABILITY OF MEMBERS

- 2.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of 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.

3. OBJECTS

- 3.1 The Company's objects are:
 - (a) to promote, administer and regulate participation in the amateur sport of horse driving trials in Great Britain and to provide facilities for participation in the sport;
 - (a) to promote the safety and welfare of persons, horses and ponies engaged in or supporting horse driving trials and such other equestrian activities as the directors shall think fit;
 - (b) to provide coaching and training courses in horse driving;
 - (c) to promote and hold, either alone or jointly with any other Company, club or persons, trials, meetings and competitions for horse driving and other equestrian sports and pastimes, and to offer, give or contribute towards prizes, medals, cups, testimonials and other awards;
 - (d) to arrange British participation and to promote British success in international horse driving events;

- (e) to organise, promote, hold and support dinners, balls, concerts and other entertainments and to affiliate to and be a member of any union or league connected with horse driving or any other equestrian sport;
- (f) to arrange and effect such insurances as the directors think necessary or desirable for the operation of the Company and for the benefit of the members of the Company and such other persons as the directors shall think fit; and
- (g) to purchase, hire, make or provide and maintain and to sell or otherwise dispose of and generally deal in equipment, apparatus, articles, things and effects of all kinds capable of being, or which may be conveniently, used in connection with trials, meetings or competitions promoted or held by the Company or in connection with any premises of the Company by persons frequenting the same.

4. GENERAL AUTHORITY OF THE COUNCIL

- 4.1 The Council has control over the affairs and property of the Company and is responsible for management and direction of the Company's business. The Council has authority to exercise any powers of the Company which are necessary and/or incidental to the promotion of any or all of the objects of the Company set out at Article 3.1.

5. MEMBERS' RESERVE POWER

- 5.1 The members may, by special resolution, direct the Council to take, or refrain from taking, specified action.
- 5.2 No such special resolution invalidates anything which the Council has done before the passing of the resolution.

6. NO DISTRIBUTION TO MEMBERS

- 6.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set out at Article 3.1 and no part of the Company's property or income may be or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.
- 6.2 Nothing in this Article 6 prevents any payment in good faith by the Company:-
 - (a) of reasonable remuneration to any member who is an officer or employee of the Company or who otherwise provides any services to the Company;
 - (b) of interest on money lent by any member of the Company at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Council members;
 - (c) of reasonable rent for premises demised or let by any member of the Company;
 - (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member may also be a member holding not more than 1% of the issued share capital of that company;
 - (e) to any Council member of expenses under Article 25; or

- (f) of any premium in respect of any such insurance as is permitted by Article 51.
 - (g) deferring the expenses incurred by any member in relation to any trials meetings or competitions promoted or held by the Company;
 - (h) paying for (in whole or in part) training and training events for Members of the Company.
- 6.3 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any remaining assets, the same shall not be paid to or distributed among the members of the Company generally but they shall be given or transferred either;
- (a) to another registered CASC;
 - (b) to a registered charity or ;
 - (c) to the sport's governing body for use by them in related community sports.

7. MEMBERSHIP

- 7.1 Membership of the Company shall be open to all persons irrespective of ethnicity, nationality, sexual orientation, religion or beliefs; or of age, sex or disability except as a necessary consequence of the requirements of carriage driving as a particular sport.
- 7.2 The Company may have different classes of membership and subscription on a non-discriminatory and fair basis. The Company will keep subscriptions at levels that will not pose significant obstacles to people participating.
- 7.3 The Council members and any committee may refuse an application for membership only for as good cause such as conduct or character likely to bring the Company or sport into disrepute. Appeal against refusal may be made by notice in writing to the Company made within 10 working days of refusal, setting out the grounds of the appeal. Any appeal shall be heard by the Council members, adopting such procedures as they shall deem fair and appropriate and their decision to grant or refuse the appeal shall be made by a simple majority vote of the Council members and communicated to the appellant in writing.
- 7.4 Each person admitted to membership shall be registered in the register of members by the Secretary and admitted as a member of the Company on payment of his or her subscription.
- 7.5 Membership is not transferable.
- 7.6 The annual subscription shall fall due on 1 January in each year and shall be an amount determined from time to time by ordinary resolution of the members.

8. TERMINATION OF MEMBERSHIP

- 8.1 A member may resign from membership of the Company by giving notice to the Company in writing; and upon receipt by the Company of such notice, that member's membership is terminated immediately but that member shall remain liable for the payment of the annual subscription for the year in which he resigns together with any arrears up to the date of tendering his resignation.
- 8.2 A person's membership terminates when that person dies or ceases to exist.

8.3 The Council shall have a right to remove any member whose subscription is one year in arrears after due notification served upon the member's last known address recorded in the Company's register of members. Any such notice shall provide the said member with 21 days to pay the arrear stated. The final notification of the member's removal shall be sent to the member by recorded delivery.

- 8.4 (a) If the Council, in its absolute discretion, considers that any member has:
- (i) deliberately contravened any provision of these Articles;
 - (ii) deliberately contravened any lawful rule, regulation or by-law made by the Council; or
 - (iii) been guilty of any unsportsmanlike or ungentlemanly behaviour, or conduct prejudicial to the interests of the Company;
- the Council may, by resolution passed at a Council meeting, duly convened in accordance with Article 30, caution, suspend or terminate his membership, as the Council may determine.
- (b) Notice of any Council meeting convened for the purposes of this article, and of the resolutions to be proposed at such meeting, shall be sent by the Secretary of the Company for the time being to the registered address of the member, and such notice shall contain a statement of the complaint against the member.
- (c) The member shall be entitled to attend the Council meeting at which the complaint shall be discussed and the resolution proposed and voted on, and he or she shall be entitled to be heard in their defence and to call oral evidence in support of it, but shall not be entitled to be represented.

9. GENERAL MEETINGS

9.1 The Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not less than 6 nor more than 18 months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held on such date and at such time and place, as the Council may determine.

9.2 The business of the annual general meeting shall be:

- (a) to receive the annual accounts for the preceding financial year (having first been audited by the Company's auditors);
- (b) to appoint or reappoint members of the Council (if applicable);
- (c) to appoint the auditors and to approve their remuneration; and
- (d) to consider any other business of which proper notice has been given to the members.

9.3 The Council may call general meetings and, on the request of members pursuant to section 303 of the Companies Act 2006, shall forthwith proceed to convene a general meeting in compliance with section 304 of that Act. If there are not within the United Kingdom sufficient Council members to call a general meeting, any Council member or any member of the Company may call a general meeting.

10. NOTICE OF GENERAL MEETINGS

- 10.1 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice, and other meetings shall be called by at least 14 clear days' notice.
- 10.2 A general meeting may be called by shorter notice if it is so agreed:
- (a) in respect of an annual general meeting by all members entitled to attend and vote; and
 - (b) for any other meeting by the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights of the members of the Company.
- 10.3 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
- 10.4 Every notice convening a general meeting of the Company must comply with the provisions of:
- (a) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting; and
 - (b) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies.
- 10.5 Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the Council members, the auditor and to the statutory auditors (if any) for the time being of the Company.
- 10.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

11. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 11.1 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.
- 11.2 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.
- 11.3 The Council may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their right to speak or vote at it.
- 11.4 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.

- 11.5 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.

12. QUORUM FOR GENERAL MEETINGS

- 12.1 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. If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved.
- 12.2 A quorum for the transaction of business at a general meeting is seven members of the Company entitled to vote on the business to be transacted who are present at the meeting in person or by proxy or (being a corporation) by corporate representative.
- 12.3 If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened at the request of the members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at that time and place, or to such other day and at such other time and place as the Council may determine.

13. CHAIRING GENERAL MEETINGS

- 13.1 The chairman, if any, of the Council shall chair general meetings if present and willing to do so.
- 13.2 If the chairman is not present or is unwilling to act, the vice-chairman shall act in his place.
- 13.3 If neither the chairman nor vice-chairman is present or willing to act within fifteen minutes of the time at which a meeting was due to start:
- (a) the Council members present, or
 - (b) (if no Council members are present), the meeting,
- must appoint a Council member or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 13.4 The person chairing a meeting in accordance with this Article 13 is referred to as "the chairman of the meeting".
- 13.5 The chairman of the meeting has a discretion to permit other suitable persons to chair individual presentations made to members at a general meeting.

14. MEMBERS' POWER TO PROPOSE RESOLUTIONS

- 14.1 A member of the Company may require the Company to give, to members of the Company and others entitled to receive notice of a general meeting, notice of a resolution which may properly be moved and is intended to be moved at that meeting.
- 14.2 A resolution may properly be moved at a general meeting unless:
- (a) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise),

(b) it is defamatory of any person, or

(c) it is frivolous or vexatious.

14.3 A request:

(a) may be in hard copy form or in electronic form,

(b) must set out the text of the resolution of which notice is to be given,

(c) must be authenticated by the member making it, and

(d) must be received by the Secretary at least 28 days before the meeting to which the request relates.

14.4 The Company must give notice of a resolution duly requested in accordance with the foregoing provisions of this Article 14 to each member of the Company and other persons entitled to receive notice of the meeting:

(a) in the same manner as notice of the meeting, and

(b) at the same time as, or as soon as practicable after, it gives notice of the meeting.

15. ATTENDANCE AND SPEAKING BY NON-MEMBERS

15.1 The chairman of the meeting has a discretion to permit other persons who are not members of the Company to attend and speak at a general meeting. The names of such persons shall be recorded in the minutes of the meeting.

16. ADJOURNMENT

16.1 Notwithstanding Article 13.3 above, 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.

16.2 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

16.3 When adjourning a general meeting, the chairman of the meeting must:

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Council members, and

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

16.4 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.

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

17. VOTING AT GENERAL MEETINGS

17.1 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.

17.2 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs.

17.3 On a vote on a resolution at a general meeting on a show of hands or on a poll, every member present in person, by proxy or (being a corporation) by corporate representative has one vote.

18. ERRORS AND DISPUTES

18.1 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.

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

19. WRITTEN RESOLUTION OF MEMBERS

19.1 (a) Subject to Article 19.1(b), a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company.

(b) The following may not be passed as a written resolution and may only be passed at a general meeting:-

(i) a resolution under section 168 of the Companies Act 2006 for the removal of a Council member before the expiration of his period of office; and

(ii) a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office.

19.2 On a written resolution every member has one vote.

20. POLL VOTES

20.1 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.

20.2 A poll may be demanded by:

(a) the chairman of the meeting;

(b) not less than twelve members present; or

- (c) 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.

20.3 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.

21. CONTENT OF PROXY NOTICES

21.1 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 Council members may determine; and
- (d) is, together with any authentication of it demanded by the Council members, received at an address specified by the Company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote;

and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid.

21.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

21.3 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.

21.4 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.

22. DELIVERY OF PROXY NOTICES

22.1 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.

22.2 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.

22.3 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.

- 22.4 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.

23. AMENDMENTS TO RESOLUTIONS

- 23.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:-

- (a) notice of the proposed amendment is given to the 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.

- 23.2 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.

- 23.3 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.

24. APPOINTMENT OF COUNCIL MEMBERS

- 24.1 The Council shall consist of at least seven but not more than fourteen members of the Company.

- 24.2 (a) Subject to these Articles, any member of the Company who is willing to act as a Council member, and is permitted by law to do so, may be appointed to be a Council member:

- (i) by ordinary resolution, or
- (ii) by a decision of the Council.

- (b) At every annual general meeting any Council member:

- (i) who has been appointed by the Council since the last annual general meeting; or
- (ii) who was not appointed or reappointed at one of the preceding two annual general meetings;

must retire from office but may, subject to paragraphs (c) to (h) following, offer himself for reappointment by the members.

- (c) No member who has already held office for nine consecutive years shall be reappointed as a Council member until at least twelve months have expired from the date that he last ceased to hold such office.
- (d) At the each annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the

number nearest to one-third shall retire from office; but if there is only one director who is subject to retirement by rotation, he shall retire. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- (e) No member, other than a Council member retiring at the meeting and offering himself for reappointment, shall be appointed or reappointed a Council member at any general meeting unless, not less than thirty clear days before the date appointed for the meeting, notice executed by no fewer than five members qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment, and stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.
- (f) The Council, not later than the issue of the notice of the annual general meeting but sooner if so desired, shall cause to be sent to every member of the Company a list of members willing to serve on the Council as elected members thereon, in alphabetical order on a form of voting paper to be approved by the Council and confirmation of the vacancies to be filled.
- (g) The completed voting papers shall be returned by a date to be fixed by the Council to a Scrutineer appointed by the Council to inspect the votes.
- (h)
 - (i) The Scrutineer shall report the result of the vote in writing to the annual general meeting and those candidates (up to the number required to fill the vacancies on the Council) who receive the most votes shall be declared by the chairman of the annual general meeting to be elected as Council members with immediate effect.
 - (ii) Every member of the Company entitled to vote shall be entitled to vote once in respect of each vacancy. No member shall be entitled to vote shall give more than one vote to any single candidate. Any voting paper containing more than the requisite number of votes or more than one vote for any single candidate shall be rejected by the Scrutineer.

24.3 The Council may appoint a member of the Company who is willing to act to be a Council member to fill a vacancy on the Council. A Council member so appointed shall hold office only until the next following annual general meeting of the Company and, if not reappointed by ordinary resolution at such annual general meeting, shall vacate office at the conclusion of that meeting.

25. OFFICERS, SECRETARY, VICE-PRESIDENTS, PATRON AND VICE-PATRONS

25.1 The officers of the Company shall all be members of the Council shall consist of:

- (a) the chairman;
- (b) the vice-chairman; and
- (c) the treasurer.

25.2 Tenure of office and responsibilities of each officer shall be decided from time to time by the Council and recorded in the Company's Handbook for Council Members.

- 25.3 Up to twelve Vice-Presidents may be elected by the Council for such time as may be specified by the Council, and the Council shall have the power at any time to terminate any such office. The Vice-Presidents shall not by virtue of their office be deemed members of the Council. Nevertheless they may attend meetings of the Council for the purpose of giving advice but shall not be entitled to receive notice of meetings.
- 25.4 The Council may invite to become Patrons or Vice-Patrons of the Company any Royal or other distinguished personages who may be pleased to honour the Company by their Patronage. The office of Patron or Vice-Patron shall not of itself constitute the holder a member of the Company unless the holder shall have signified his pleasure to become a member.
- 25.5 Subject to the provisions of the Act, the Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. For the avoidance of doubt, the Secretary need not be a member of the Company.

26. DELEGATION BY THE COUNCIL AND COMMITTEES

- 26.1 The Council may delegate any of the powers which are conferred on its members 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.
- 26.2 If the Council so specifies, any such delegation may authorise further delegation of the Council's powers by any person to whom they are delegated.
- 26.3 The Council may revoke any delegation in whole or part, or alter its terms and conditions.
- 26.4 Committees to which the Council delegates any of its 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 the Council.
- 26.5 The Council 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.

27. TERMINATION OF APPOINTMENT OF COUNCIL MEMBERS

- 27.1 A person ceases to be a Council member as soon as:
- (a) that person ceases to be a Council member by virtue of any provision of the Companies Act 2006 or is prohibited from being a Council member 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) notification is received by the Company from the Council member that the Council member is resigning from office, and such resignation has taken effect in accordance with its terms; or
- (e) that person has for more than six consecutive months been absent without permission of the Council members from meetings of Council members held during that period and the Council members make a decision to vacate that person's office.

28. COUNCIL TO TAKE DECISIONS COLLECTIVELY

- 28.1 Any decision of the Council must be either a majority decision at a meeting or a decision taken in accordance with Article 29.

29. UNANIMOUS DECISIONS

- 29.1 A decision of the Council is taken in accordance with this Article when all eligible Council members indicate to each other by any means that they share a common view on a matter.
- 29.2 Such a decision may take the form of a resolution in writing, where each eligible Council member has signed one or more copies of it or to which each eligible Council member has otherwise indicated agreement in writing.
- 29.3 References in this Article to eligible Council members are to Council members who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Council.
- 29.4 A decision may not be taken in accordance with this Article if the eligible Council members would not have formed a quorum at such a meeting.

30. CALLING A COUNCIL MEETING

- 30.1 The Council shall meet before the annual general meeting in each year and at such other times as may be required.
- 30.2 Save as provided in Article 30.3, any Council member may call a meeting of the Council by giving not less than 15 clear days' notice in writing of the meeting (or such lesser period of notice as the members of the Council may unanimously agree) to every Council member or by authorising the Honorary Secretary to give such notice.
- 30.3 Notice of a meeting of the Council need not be given to Council members who waive their entitlement to notice of that meeting by giving notice to that effect to the Company before the meeting commences.
- 30.4 Every notice of a meeting of the Council shall include an agenda of the business to be discussed at the meeting and no business shall be discussed at the meeting that is not specified in such agenda.

31. PARTICIPATION IN MEETINGS OF THE COUNCIL

- 31.1 Council members participate in a meeting of the Council, or part of a meeting of the Council, when:
 - (a) the meeting has been called and takes place in accordance with these 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.

31.2 In determining whether Council members are participating in a meeting of the Council, it is irrelevant where any Council member is or how they communicate with each other.

31.3 If all the Council members 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.

32. QUORUM FOR COUNCIL MEETINGS

32.1 At a meeting of the Council, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

32.2 The quorum for meetings of the Council shall be four including at least two of the officers for the time being of the Company.

32.3 If the total number of Council members for the time being is less than the quorum required, the Council members must not take any decision at a meeting of the Council other than a decision:

- (a) to appoint further Council members, or
- (b) to call a general meeting so as to enable the members to appoint further Council members.

33. CHAIRING OF COUNCIL MEETINGS

33.1 The chairman shall chair meetings of the Council if present and willing to do so.

33.2 If the chairman is not present or is unwilling to act, the order of seniority for taking the chair shall be:

- (a) the vice-chairman; and
- (b) the treasurer.

33.3 If neither of the officers specified in Article 33.2 is present or willing to act within ten minutes of the time at which a meeting was due to start, the participating Council members must appoint one of themselves to chair it.

34. CASTING VOTE

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

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

35. PROCEEDINGS OF THE COUNCIL

35.1 Subject to Article 35.2, notwithstanding the fact that a proposed decision of the Council concerns or relates to any matter in which a Council member has, or may have, directly or indirectly, any kind of interest whatsoever, that Council member may participate in the decision-making process for both quorum and voting purposes.

- 35.2 If the Council proposes to exercise its power under section 175(4)(b) of the Companies Act 2006 to authorise a Council member's conflict of interest, the Council member facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes.
- 35.3 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the Council the nature and extent of any direct or indirect interest of his, a Council member, notwithstanding his office:
- (a) may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a Council member or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested; and
 - (c) is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest.

36. RECORDS OF DECISIONS TO BE KEPT

- 36.1 The Council must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Council and by the Executive and by any other committee appointed by the Council.

37. COUNCIL'S DISCRETION TO MAKE FURTHER RULES

- 37.1 The Council 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 Council members.

38. REMUNERATION OF COUNCIL MEMBERS

- 38.1 Council members may undertake any services for the Company that the Council decide.
- 38.2 Council members are entitled to such remuneration as the Council determine:
- (a) for their services to the Company as Council members, and
 - (b) for any other service which they undertake for the Company.
- 38.3 A Council member's remuneration may:
- (a) take any form, and
 - (b) 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 Council member.
- 38.4 Unless the Council decide otherwise, the remuneration of Council members accrues from day to day.

39. EXPENSES OF COUNCIL MEMBERS

39.1 The Company may pay any reasonable expenses which the Council members properly incur in connection with their attendance at:

- (a) meetings of the Council or committees of the Council,
- (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 provided such expenses cannot be claimed from other sources.

39.2 The amount of expenses allowed under Article 39.1 shall be determined by the chairman and the treasurer, and whose decision shall be final and binding on all Council members.

40. MEANS OF COMMUNICATION TO BE USED

40.1 (a) 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.

(b) Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.

40.2 (a) Any notice or document to be sent or supplied to a Council member in connection with the taking of decisions by Council members may also be sent or supplied by the means by which that Council member has asked to be sent or supplied with such notices or documents for the time being.

(b) A Council member may agree with the Company that notices or documents sent to that Council member 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.

40.3 A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company.

40.4 (a) If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting.

(b) If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.

(c) If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices

or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.

- (d) For the purposes of this Article 40.4, no account shall be taken of any part of a day that is not a working day.

41. COMMON SEAL

- 41.1 Any common seal may only be used by the authority of the Council members or a committee of the Council members.
- 41.2 The Council members may decide by what means and in what form any common seal is to be used.
- 41.3 Unless otherwise decided by the Council members, if the Company has a common seal and it is affixed to a document, the document must also be signed by:-
- (a) one authorised person in the presence of a witness who attests the signature; or
 - (b) two authorised persons.
- 41.4 For the purposes of this Article, an authorised person is:
- (a) any Council member;
 - (b) the Secretary of the Company for the time being; or
 - (c) any person authorised by the Council for the purpose of signing documents to which the common seal is applied.

42. AUDITORS & FINANCE

- 42.1 Auditors shall be appointed and their duties regulated in accordance with sections 485 to 488 of the Act.
- 42.2 The treasurer shall receive on behalf of the Company all monies due to the Company and out of such monies shall discharge all bills for which the Company is liable and shall keep true and just records of all the Company's financial transactions.
- 42.3 The accounts of the Company shall be subject to a yearly audit by the auditors.
- 42.4 The auditors shall be entitled to inspect any of the Company's accounting or other records or documents and to conduct investigations into the activities and proceedings of the Council and of the Executive in the interests of members of the Company.

43. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

- 43.1 Except as provided by law or authorised by the Council 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.

44. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

- 44.1 The Council 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 Council

member or former Council member or shadow Council member) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

45. INDEMNITY

45.1 Subject to Article 45.2, a relevant Council member of the Company or an associated Company may be indemnified out of the Company's assets against:

- (a) any liability incurred by that Council member 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 Council member 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 Council member as an officer of the Company or an associated company.

45.2 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.

45.3 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 Council member" means any Council member or former Council member of the Company or an associated company.

46. INSURANCE

46.1 The Council may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Council member in respect of any relevant loss.

46.2 In this Article:

- (a) a "relevant Council member" means any Council member or former Council member 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 Council member in connection with that Council member'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.

47. RULES

47.1 The Council may make such rules as they consider necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership. In particular, and without

prejudice to the generality of the foregoing, the Council members may make rules regulating:-

- (a) the admission and classification of members of the Company, and the rights and privileges of such members, the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Company in relation to one another, and to the Company's officers and employees;
 - (c) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Council members and committees of the Company (in so far as such procedure is not governed by these Articles); and
 - (e) any and all other matters as are commonly the subject matter of company rules.
- 47.2 The Council must adopt such means as they consider sufficient to bring to the notice of members of the Company all rules made under this Article.
- 47.3 Any rules made by the Council under this Article will be valid and binding as against all members of the Company for so long as such rules are in force.
- 47.4 The Company in general meeting may alter or repeal any rules made by the Council in accordance with this Article.
- 47.5 Nothing in this Article permits the Council to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any resolution passed by members of the Company or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies.