

BRITISH INTERNATIONAL CLAY TARGET SHOOTING FEDERATION
LIMITED

ARTICLES OF ASSOCIATION

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OPERATIVE PROVISIONS

1 Interpretation

1.1 In the Articles, unless the context requires otherwise:

'Annual General Meeting'	means a meeting of the Members of the Company which shall be held not later than 28th February each year.
'Articles'	means the Company's articles of association.
'Bankruptcy'	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.
'Chairman'	has the meaning given in Article 11.
'Chairman of the Meeting'	has the meaning given in Article 32.
'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.
'Company'	means the British International Clay Target Shooting Federation Limited.
'Director(s)'	means a director of the Company, and includes any person occupying the position of director, by whatever name called.
'Directors' Meeting'	means a meeting of the Directors, which shall include a Special Directors' Meeting and Urgent Directors' Meeting
'Disciplinary Panel'	means a disciplinary hearing panel or appeal board or such other body as shall from time to time administer the Company's disciplinary rules.
'Discipline(s)'	means one or more of those organisations listed in Article 19.3.1 and including any successors
'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(s)'	has the meaning given in section 112 of the Companies Act 2006 and shall mean a member of the Company.
'National Association(s)'	means one or more of those organisations listed in Article 19.3.2 and including any successors
'Ordinary Resolution'	has the meaning given in section 282 of the Companies Act 2006.
'Participate'	in relation to a Directors' meeting, has the meaning given in Article 13.
'Proxy Notice'	has the meaning given in Article 38.
'Special Directors' Meeting'	has the meaning given in Article 12.5.
'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.
'United Kingdom'	means united kingdom of Great Britain and Northern Ireland which may at the Directors' discretion include the Channel Islands and Isle of Man
'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.

2 Objects of the Company

2.1 Promote and encourage in the United Kingdom those forms of clay target shooting which are subject to the jurisdiction of the International Shooting Sport Federation ('**ISSF**') and Federation Internationale de Tir Aux Sportives de Chasse ('**FITASC**') or any successor organisations ('**Clay Target Shooting**'). Take such steps as the Directors shall consider necessary or desirable to secure worthy representation for the United Kingdom at international competitions, for individuals and teams, at Clay

Target Shooting events in the United Kingdom and overseas and in particular arrange representation in the world and European championships and such other international grand prix and events as the Directors shall from time to time consider it necessary or desirable.

- 2.2 For the purpose of carrying out the objects set out in Article 2.1 the Directors may:
- 2.2.1 select teams and/or individual shooters (such shooters to be members of the Clay Pigeon Shooting Association Limited, The Welsh Target Shooting Federation Limited, Scottish Clay Target Association Limited, Ulster Clay Pigeon Shooting Association Limited or such other body as the Directors shall deem appropriate from time to time) through a just and proper method to represent GBR which may, at the Directors' discretion, include the Channel Islands and Isle of Man (**'GBR'**) in international Clay Target Shooting competitions and submit the names of such representatives to the appropriate governing bodies (ISSF, FITASC or other controlling organizations) as and when necessary;
 - 2.2.2 appoint, as and when required, a team captain and/or team manager and/or such other officials as it shall consider necessary for the supervision of the arrangements for and the protection of the interests of participants representing GBR in international Clay Target Shooting events, both in the United Kingdom and overseas;
 - 2.2.3 nominate people to represent the Company on various organisations to which it is affiliated;
 - 2.2.4 allocate such invitations as are received for teams or individuals to take part in international or national Clay Target Shooting events;
 - 2.2.5 issue invitations to other countries, for teams or individuals to take part in international or national Clay Target Shooting events organized in the United Kingdom;
 - 2.2.6 arrange or allocate invitations to such events, as they shall consider desirable;
 - 2.2.7 support and subscribe to any charitable or public body and any institution, society or club that may be for the benefit of the Company or may be connected with shooting, provide pensions, gratuity, Christmas boxes or charitable aid to any person who may have served the Company or to the wife, widow, children or other relatives of such person;
 - 2.2.8 invest and deal with the money of the Company not immediately required in such a manner as they may from time to time determine;
 - 2.2.9 borrow or raise or give security for money by the issue of or upon bonds, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Company;

- 2.2.10 do such things as the Directors shall consider to be in the best interests of the Company; and
- 2.2.11 do all such other things which are incidental or conducive to Articles 2.1 and 2.2 and in particular those which are necessary or desirable for the promotion and encouragement of Clay Target Shooting.

3 Liability of Members

- 3.1 The liability of each Member is limited to £1.00, 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 or she is a Member or within one year after he or she ceases to be a Member, for:
 - 3.1.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a Member;
 - 3.1.2 payment of the costs, charges and expenses of winding up; and
 - 3.1.3 adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS

Directors' Powers and Responsibilities

4 Directors' general authority

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

5 Members' reserve power

- 5.1 The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action.
- 5.2 No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution.

6 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:
 - 6.1.1 to such person or committee;

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

6.1.3 to such an extent;

6.1.4 in relation to such matters or territories; and

6.1.5 on such terms and conditions;

as they think fit.

6.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

6.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

7 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.

7.2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

DECISION MAKING BY DIRECTORS

8 Directors to take decisions collectively

The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a Directors' Meeting or a decision taken in accordance with Article 9.

9 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.

9.2 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.

9.3 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.

9.4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at a Directors' Meeting.

10 Voting at Directors' Meetings

10.1 Voting at Directors' Meetings and any sub-committees thereof shall first take place by a show of hands, but the Chairman may direct, at his discretion, that a ballot shall be taken and shall so direct if it is so requested by at least 33% of the Directors present.

10.2 In the event of a tied vote if more than half of the Directors who voted on the tied proposed resolution shall so request, the Chairman may direct that the tied proposed resolution be voted upon a second time at the same Directors' Meeting. If the voting is again tied on that proposed resolution, the proposed resolution (unless amended) shall not be voted upon again at that Directors' Meeting.

11 Officers

11.1 The Directors shall, at the Directors' Meeting next following the Annual General Meeting appoint the following officers: a chairman (**'a Chairman'**), vice-chairman and treasurer.

11.2 The Chairman shall chair Directors' Meetings.

11.3 The Directors may co-opt up to 5 people on to the Company's board, each by not less than a 66% majority of the Directors present, except where a Director representing a Discipline has ceased to hold office early and a replacement Director is being co-opted onto the Company's board to represent that Discipline until the Company's next Annual General Meeting, in which case the level of support required shall be 50% of the Directors present.

11.4 Any person co-opted on to the Company's board shall be legally entitled to be a Director of the Company and shall not be in breach of Article 20 or 21.

11.5 Any person co-opted on to the Company's board must be a Member of the Company.

11.6 Any person co-opted on to the Company's board shall be entitled to speak and vote at Directors' Meetings and shall hold office until the next Annual General Meeting when they shall retire but may be co-opted onto the Company's board again in accordance with Article 11.3.

11.7 The Directors may appoint a secretary to sit in an ex-officio capacity unless the secretary has voting rights as a Member of the Company's board in another capacity.

11.8 The Directors may by a 75% majority of those present terminate an officer's appointment at any Directors' Meeting; this termination shall not affect the officer's role as a Director.

12 Directors' Meeting

- 12.1 There shall be a minimum of four Directors' Meetings per annum and such other Directors' Meetings as from time to time at least 5 Directors may determine to be necessary.
- 12.2 Subject to Article 12.3, Article 12.5 and Article 14.4 a minimum of 5 Directors may call a Directors' Meeting by giving at least 14 days notice of the meeting to the Directors.
- 12.3 5 Directors may call a Directors' Meeting with not less than 10 minutes notice during, or within 30 minutes of the conclusion of, an Annual General Meeting.
- 12.4 Notice of any Directors' Meeting must indicate:
- 12.4.1 its proposed date and time;
 - 12.4.2 where it is to take place; and
 - 12.4.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 12.5 If the Chairman shall decide, at his discretion, that an emergency situation has arisen in respect of the Company he may call a special directors' meeting at shorter notice than 14 days but not less than 3 days (**'Special Directors' Meeting'**).
- 12.6 Where not less than 33% of the Directors request that the Chairman call a Special Directors' Meeting the Chairman must do so.
- 12.7 Notice of a Directors' Meeting must be given to each Director, but need not be in Writing.
- 12.8 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 Directors' Meeting was held. Where such notice is given after the Director's Meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 12.9 If neither the Chairman nor the vice-chairman are Participating in a Directors' Meeting within 15 minutes of the time at which it was to start, the Participating Directors must appoint one of themselves to chair the meeting.
- 12.10 The Directors shall by majority vote have the power to invite anyone to attend a Directors' Meeting and speak but not to vote.

13 Participation in Directors' meetings

- 13.1 Subject to the Articles, Directors Participate in a Directors' Meeting, or part of a Directors' Meeting, when:

- 13.1.1 the meeting has been called and takes place in accordance with the Articles; and
- 13.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2 In determining whether Directors are Participating in a Directors' Meeting, it is irrelevant where any Director is or how they communicate with each other.
- 13.3 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.

14 Quorum for Directors' Meetings

- 14.1 At a Directors' Meeting, unless a quorum is Participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 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 5 unless Article 14.4 shall apply.
- 14.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to call a general meeting so as to enable the Members to appoint further Directors.
- 14.4 Where the Chairman or vice-chairman shall at their discretion decide that a decision of the Directors is required which is so urgent that it can not wait for a Special Directors' Meeting, then they shall send an email to any current email address provided by each other Director, setting out, in reasonable detail, the circumstances which have arisen, the decision they propose to take and calling an urgent director's meeting (**'Urgent Email'**) which shall have a quorum of 2 and require a minimum of 24 hours notice (**'Urgent Directors' Meeting'**). If within 24 hours of the sending of the Urgent Email any Director communicates to the Chairman or vice-chairman their objection to the contents of the Urgent Email the Chairman or vice-chairman shall take no further action in respect of the proposed decision and the Urgent Directors' Meeting shall not proceed. In the event that no objection is received to the Urgent Email within the time limit specified in this Article then the Directors may proceed with the Urgent Directors' Meeting.
- 14.5 Any decision taken at an Urgent Directors' Meeting shall be presented to the Directors at the next Directors' Meeting for ratification. In the event that ratification does not occur then the Directors shall use all reasonable endeavours to reverse the effects of the decision taken at the Urgent Directors' Meeting.
- 14.6 An Urgent Directors' Meeting is only available where called by an Urgent Email in accordance with Article 14.4.

15 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.

- 15.2 But if Article 15.3 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.
- 15.3 This paragraph applies when:
 - 15.3.1 the Company by Ordinary Resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as Participating in the decision-making process;
 - 15.3.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 15.3.3 the Director's conflict of interest arises from a permitted cause.
- 15.4 For the purposes of this Article a permitted clause is:
 - 15.4.1 a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
 - 15.4.2 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
 - 15.4.3 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 of the Company.
- 15.5 For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' Meeting or part of a Directors' Meeting.
- 15.6 Subject to Article 15.7, if a question arises at a Directors' Meeting 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.
- 15.7 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.

16 Proxy voting at Directors' Meetings

- 16.1 Subject to Article 16.3 any Director shall have the right to send a proxy to a Directors' Meeting in his or her place, who may speak and vote.
- 16.2 Subject to Article 16.3 a National Association may send a proxy to any Directors' Meeting at which one of their Director representatives can not attend.
- 16.3 In respect of Articles 16.1 and 16.2, the proxy or as the case may be the National Association shall provide notification as set out in Article 38, 7 days prior to the Directors' Meeting or alternatively the proxy shall bring the notification with them to the Directors' Meeting.

17 Records of decisions to be kept

The Directors 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 Directors.

18 Directors' discretion to make further rules

Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

APPOINTMENT OF DIRECTORS

19 Directors

- 19.1 There shall at all times be a maximum of 25 Directors, 5 of whom may be co-opted on to the Company's board in accordance with Article 11.3, the remaining Directors shall be appointed in accordance with this Article and Article 20.
- 19.2 Prior to the first Annual General Meeting of the Company the Directors shall appoint as Directors of the Company all willing people who were trustees of British International Clay Target Shooting Federation immediately before the transfer of its assets and liabilities to the Company and Articles 20 and 22 shall not apply to these appointments, but shall apply to any re-election of those former trustees.
- 19.3 The Company's board shall consist of (excluding any co-opted Members):
- 19.3.1 2 Members representing each of the following Disciplines:
- (i) Olympic Trap;
 - (ii) Olympic Skeet;
 - (iii) Double trap;

- (iv) Universal Trench;
- (v) FITASC Sporting; and
- (vi) Helice.

19.3.2 and 2 Members representing each of the following National Associations:

- (i) Clay Pigeon Shooting Association Limited of Edmonton House, National Shooting Centre, Brookwood, Woking, Surrey GU24 0NP;
- (ii) The Welsh Target Shooting Federation Limited of PO Box 749, Cardiff, CF4 6YY;
- (iii) Scottish Clay Target Association Limited of PO Box 1393, Longniddry, EH32 0WT; and
- (iv) Ulster Clay Pigeon Shooting Association Limited of 60 Shankbridge Road, Ballymena, Co Antrim, BT42 3DL.

19.4 Those Directors who are representing:

19.4.1 the Disciplines shall serve a term of 2 Annual General Meetings, after which they may be re-elected subject to the Articles; and

19.4.2 the National Associations shall serve a term from one annual general meeting of the National Association they represent to the next annual general meeting of the National Association they represent, after which they may be re-elected subject to the Articles.

19.5 Subject to Article 19.2 one Member shall be elected to the Company's board each year at the Annual General Meeting to represent each Discipline, and thus the 2 Directors representing each Discipline will each retire at alternate Annual General Meetings.

19.6 At the first Annual General Meeting of the Company the Director representing each Discipline who, had the British International Clay Target Shooting Federation have continued, would have retired at the next annual general meeting of the British International Clay Target Shooting Federation, shall retire, but may be re-elected subject to the Articles.

19.7 Following the selection of a representative at an annual general meeting of a National Association, the National Association shall notify the secretary (or where there is no secretary, the Chairman) of the identity of their representative prior to their representative's participation in a Directors' Meeting. Directors representing a National Association shall retire at the termination of the annual general meeting of the National Association they represent, next following their election or re-election (as the case may be). For the avoidance of doubt the Directors representing the National Associations shall be eligible for re-election subject to the Articles.

- 19.8 In the event that a Director representing a National Association on the Company's board ceases to hold office prior to the expiry of his term of office then the relevant National Association may advise the secretary (or where no secretary is appointed, the Chairman) of a replacement Director who shall be empowered to attend Directors' Meetings, speak and vote.
- 19.9 In the event that a Director representing a Discipline on the Company's board ceases to hold office prior to the expiry of his term of office then a replacement Director shall be elected at the next Annual General Meeting of the Company.
- 19.10 In the event that 2 Directors are elected to represent the same Discipline at the same Annual General Meeting as a result of the effect of Article 19.9, then the Director representing that Discipline who receives the lowest number of Members' votes, or in the event of a tie or an election in accordance with Article 41.7, the Director with the surname which is first alphabetically, shall retire at the next Annual General Meeting of the Company, but shall be eligible for re-election subject to the Articles.

20 Eligibility to be elected a Director at an Annual General Meeting

- 20.1 A Director representing a Discipline must have knowledge or experience in competition or the control of competition in such Discipline.
- 20.2 A Director representing a National Association on the Company's board must be a member of that National Association.
- 20.3 Those wishing to represent a Discipline on the Company's board shall give notice to the secretary (or where no secretary is appointed, the Chairman) not less than 12 weeks prior to the Annual General Meeting at which the election is to take place and complete any Documentation that the Directors shall reasonably require.
- 20.4 The Directors shall place the names of those individuals who have given notice in accordance with Article 20.3 in such publication(s) as the Directors shall consider suitable, not less than 3 weeks prior to the Annual General Meeting of the Company.
- 20.5 Those persons named in the publication(s) referred to in Article 20.4 must be present at the Annual General Meeting at which they are seeking to be elected unless prior permission has been obtained from the Directors for absence due to unavoidable circumstances, such permission shall be at the complete discretion of the Directors.

21 Termination of a Director's appointment

- 21.1 A person ceases to be a Director as soon as:
- 21.1.1 by virtue of any provision of the Companies Act 2006 or any other law they are prohibited from being a director;
- 21.1.2 a Bankruptcy order is made against that person;

- 21.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 21.1.4 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 3 months;
- 21.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- 21.1.6 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;
- 21.1.7 the National Association which the Director represents resolves that they should cease to be a Director or the Director ceases to be a member of that National Association; or
- 21.1.8 a Director shall not attend 3 consecutive Directors' Meetings (excluding Special Directors' Meetings and Urgent Directors' Meetings) unless a 75% majority of those Directors in attendance shall decide that this provision shall not apply on this occasion.

22 Eligibility to vote for a candidate for representative of a Discipline on the Company's board

- 22.1 In order to vote for a Member to be elected as a Director representing a particular Discipline the voter must be a Member and have averages in the current official averages record of a National Association for the Discipline for which they are seeking to elect a representative to the Company's board.
- 22.2 A Member meeting the criteria set out in Article 22.1 casts their vote by sending a postal vote to be received by the secretary (or where no secretary is appointed, the Chairman) at least 21 days before the Annual General Meeting or alternatively they may communicate their vote to the Directors at the Annual General Meeting.
- 22.3 A Member voting in accordance with this Article must provide such information to the Directors as the Directors shall reasonably require.

23 Honorarium payments

- 23.1 The Company may pay a reasonable annual honorarium to any secretary, treasurer or competition secretary of the Company as the Directors may decide in accordance with this Article.
- 23.2 Those Directors to whom it is proposed that an honorarium be paid must withdraw from any meeting at which their honorarium is being discussed or voted upon and they shall not be counted as part of the quorum for that part of the meeting.

PART 3

MEMBERS

Becoming and Ceasing to be a Member

24 Applications for membership

- 24.1 Prior to the first Annual General Meeting of the Company the Directors shall approve as Members of the Company all willing people who were trustees of British International Clay Target Shooting Federation immediately before the transfer of its assets and liabilities to the Company.
- 24.2 No person shall become a Member of the Company unless:
- 24.2.1 that person has completed an application for membership in a form approved by the Directors; and
- 24.2.2 the Directors have approved the application.
- 24.3 The Directors shall not unreasonably refuse an application for membership.
- 24.4 In the event that membership is refused for a candidate for the Company's board submitted by a National Association then the National Association shall be allowed to submit such further candidates until the Directors grant membership to a National Association candidate.

25 Required membership

Directors must be Members of the Company.

26 Subscriptions

- 26.1 Any annual subscription and/or entrance fee payable by the Members are to be such as the Directors may from time to time prescribe.
- 26.2 The Directors may at their discretion allow Members or any individual Member to pay any annual subscription and/or entrance fee by instalments.
- 26.3 Every application for membership must be accompanied by any remittance required to cover any entrance fee and/or appropriate subscription from the date of the application until such time as the next subscription fee shall become due and owing.
- 26.4 In the event that the Directors do not approve the candidate's application for membership then the remittance shall be returned to the candidate.
- 26.5 Any Member whose annual subscription is unpaid on the date at which it becomes due and owing ceases to be a Member and forfeits all rights in and claim upon the

Company and its property unless the Directors suspend the operation of this provision, which they may do in respect of any particular Member at their discretion.

- 26.6 Where the Directors have resolved that in accordance with Article 26.2 a Member may pay his or her annual subscription and/or entrance fee by instalments, then Article 26.5 shall apply to non-payment of any instalment.

27 Termination of membership

- 27.1 A Member may withdraw from membership of the Company by giving 7 days' notice to the Company in Writing.
- 27.2 A person's membership of the Company shall terminate when they die or cease to exist.
- 27.3 If any Member is convicted on indictment of any criminal offence or is adjudged bankrupt, or makes any composition or arrangement with their creditors or, being engaged in any profession is prohibited by the disciplinary body of that profession from continuing to practice that Member's membership shall be automatically terminated, but the Directors may reinstate the Member at the Directors' discretion.
- 27.4 If the conduct of any Member is in the opinion of the Directors injurious to the character of the Company or objectionable in any respect, that Member may have their membership terminated by the Directors and in which case all sums which have been paid to the Company by the Member are forfeited.
- 27.5 Where a Member's conduct is subject to, or it is proposed that it be subject to a Disciplinary Panel, the Directors shall not exercise their powers under Article 27.4 in respect of the same issue until such time as they have received the report of the Disciplinary Panel and there is no further Disciplinary Panel to which the Member can appeal or the time limit for doing so has expired.
- 27.6 Where the Directors are to make a decision in accordance with Article 27.4 the Member in question shall be given a two week period in which to submit Written evidence to the Directors.
- 27.7 Where a Member's membership is terminated in accordance with Article 27.4 the Member may appeal by giving Written notice of appeal to the secretary (or to the Chairman where no secretary has been appointed) within 10 days of receipt of notice of the termination. Receipt of notice is deemed to be 2 days after the date of the letter giving notice.
- 27.8 Upon receiving notice of appeal a Directors' Meeting must be convened within 14 days and if that meeting resolves to rescinding the expulsion, then the former member of the Company must be reinstated from the date of that resolution and any sums forfeited in accordance with Article 27.4 shall be credited to that Member.
- 27.9 Where as part of their report to the Directors the Disciplinary Panel recommend that a Member's membership of the Company be terminated and the Directors accept

this recommendation in accordance with their powers under Article 27.4 and terminate the Member's membership then there shall be no right of appeal under Article 27.7.

27.10 Membership is not transferable.

ORGANISATION OF GENERAL MEETINGS AND THE ANNUAL GENERAL MEETING

28 General meetings and Annual General Meetings

28.1 A general meeting may be called at any time by a resolution of the Directors or by Members holding 5% or more of the total voting rights of all the Members having a right to vote at general meetings.

28.2 Where Members shall request a general meeting in accordance with Article 28.1, the written notice shall state the general nature of the business and may include a text of the resolution which is proposed to be moved at the meeting.

28.3 A general meeting called under Article 28.1 shall be held not less than 45 days after the Directors' resolution or the secretary (or the Chairman where no secretary is appointed) receives notification in accordance with Article 28.1 from at least 5% of the total voting rights of the Members.

28.4 The Directors must call an Annual General Meeting every year.

28.5 An Annual General Meeting must:

28.5.1 receive and adopt the Chairman's review and statement of accounts of the Company; and

28.5.2 elect the new Directors to represent the Disciplines in accordance with the Articles.

29 Agenda

If a Member wants to have an issue put on the agenda at a general meeting or an Annual General Meeting they must give detailed notice to the secretary (or the Chairman where no secretary is appointed) 14 days prior to the general meeting or Annual General Meeting.

30 Attendance, speaking and voting at general meetings and Annual General Meetings

30.1 A person is able to exercise the right to speak at a general meeting or Annual 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.

30.2 A person is able to exercise the right to vote at a general meeting or Annual General Meeting when:

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

30.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

30.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting or Annual General Meeting to exercise their rights to speak or vote at it.

30.4 In determining attendance at a general meeting or Annual General Meeting, it is immaterial whether any 2 or more Members attending it are in the same place as each other.

30.5 2 or more persons who are not in the same place as each other attend a general meeting or Annual 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.

30.6 Each Member shall have one vote at a general meeting or Annual General Meeting.

31 Quorum for general meetings and Annual General Meetings

31.1 The quorum for a general meeting or an Annual General Meeting shall be 15.

31.2 No business other than the appointment of the Chairman of the Meeting is to be transacted at a general meeting or Annual General Meeting if the persons attending it do not constitute a quorum.

32 Chairing general meetings and Annual General Meetings

32.1 The Chairman shall chair general meetings and Annual General Meetings if present and willing to do so.

32.2 If the Chairman is unable or unwilling to chair the meeting or is not present within 15 minutes of the time at which a meeting was due to start the vice-chairman shall chair the meeting, if he or she is unable or unwilling to do so or not present then:

32.2.1 the Directors present; or

32.2.2 (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.

32.3 The person chairing a meeting in accordance with this Article is referred to as **‘the Chairman of the Meeting’**.

33 Attendance and speaking by non-members

The Chairman of the Meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting or Annual General Meeting.

34 Adjournment

34.1 If the persons attending a general meeting or Annual 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.

34.2 The Chairman of the Meeting may adjourn a general meeting or Annual General Meeting at which a quorum is present if:

34.2.1 the meeting consents to an adjournment;

34.2.2 it appears to the Chairman of the Meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner; or

34.2.3 the Directors are to hold a Directors' Meeting to consider the Members' votes at an Annual General Meeting, as set out in Article 41.

34.3 The Chairman of the Meeting must adjourn a general meeting or Annual General Meeting if directed to do so by the meeting.

34.4 When adjourning a general meeting or an Annual General Meeting, the Chairman of the Meeting must:

34.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and

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

34.5 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):

34.5.1 to the same persons to whom notice of the Company's general meetings and Annual General Meetings is required to be given, and

34.5.2 containing the same information which such notice is required to contain

VOTING AT GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS

35 **Voting: general**

A resolution put to the vote of a general meeting or Annual General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

36 **Errors and disputes**

36.1 No objection may be raised to the qualification of any person voting at a general meeting or Annual 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.

36.2 Any such objection must be referred to the Chairman of the Meeting whose decision is final.

37 **Poll votes**

37.1 A poll on a resolution may be demanded:

37.1.1 in advance of the general meeting or Annual General Meeting where it is to be put to the vote, or

37.1.2 at a general meeting or Annual 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.

37.2 A poll may be demanded by:

37.2.1 the Chairman of the Meeting;

37.2.2 the Directors;

37.2.3 2 or more persons having the right to vote on the resolution; or

37.2.4 a person or persons representing not less than 10% of the total voting rights of all the Members having the right to vote on the resolution.

37.3 A demand for a poll may be withdrawn if:

37.3.1 the poll has not yet been taken, and

37.3.2 the Chairman of the Meeting consents to the withdrawal.

37.4 Polls must be taken immediately and in such manner as the Chairman of the Meeting directs.

38 **Content of Proxy Notices**

- 38.1 Proxies may only validly be appointed by a notice in Writing (a 'Proxy Notice') which:
- 38.1.1 states the name and address of the Member appointing the proxy;
 - 38.1.2 identifies the person appointed to be that Member's proxy and the general meeting or Annual General Meeting in relation to which that person is appointed;
 - 38.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 38.1.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting or Annual General Meeting to which they relate.
- 38.2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 38.3 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.
- 38.4 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 38.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 38.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting or Annual General Meeting to which it relates as well as the meeting itself.

39 **Delivery of Proxy Notices**

- 39.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting or Annual 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.
- 39.2 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.
- 39.3 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.
- 39.4 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.

40 Amendments to resolutions

- 40.1 An Ordinary Resolution to be proposed at a general meeting or Annual General Meeting may be amended by Ordinary Resolution if:
- 40.1.1 notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the Meeting may determine); and
 - 40.1.2 the proposed amendment does not, in the reasonable opinion of the Chairman of the Meeting, materially alter the scope of the resolution.
- 40.2 A Special Resolution to be proposed at a general meeting or Annual General Meeting may be amended by Ordinary Resolution, if:
- 40.2.1 the Chairman of the Meeting proposes the amendment at the general meeting or Annual General Meeting at which the resolution is to be proposed; and
 - 40.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 40.3 If the Chairman of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman of the Meeting's error does not invalidate the vote on that resolution.

PART 4

VOTING FOR DIRECTORS TO REPRESENT DISCIPLINES

41 Voting: electing Directors to represent Disciplines

- 41.1 Following voting, at an Annual General Meeting, by the Members in respect of any vacant position(s) for (a) Director(s) represent(ing) (a) Discipline(s) (**'Vacant Position(s)'**) the Chairman of the Meeting shall adjourn the Annual General Meeting in accordance with Article 34.2.3 and a Directors' Meeting shall be called with the minimum notice period permissible under Article 12.3.
- 41.2 Once the Directors decide that they are reasonably satisfied that the Members' votes for any Vacant Positions have been cast in accordance with Article 22, have been counted accurately and the candidate who has received the greatest number of votes is eligible to be a Director in accordance with the Articles, then the Directors shall resolve to elect on to the Company's board the candidate for each Vacant Position which has received the greatest number of votes at the Annual

General Meeting. The Directors shall then reconvene the adjourned Annual General Meeting and inform the Members of the identity of the newly elected Directors.

41.3 If the Directors, having considered the votes cast for the Vacant Positions, shall decide that they are not reasonably satisfied:

41.3.1 that the candidate which has received the greatest number of votes is eligible to be a Director in accordance with the Articles;

41.3.2 that the votes for any candidate have been counted accurately; or

41.3.3 that the votes for any candidate have been cast in accordance with Article 22

then the Directors shall reconvene the adjourned Annual General Meeting and those Members present at the reconvened Annual General Meeting and eligible to vote in accordance with Article 22 shall revote for the candidates for the affected Vacant Position(s). The Directors may, at their discretion, allow new candidates who are eligible in accordance with the Articles to stand for election for the affected Vacant Position(s), despite the fact that Article 20.3 and Article 20.4 will not have been complied with.

41.4 A revote, as set out in Article 41.3, shall also take place where 2 candidates for the same Vacant Position have received the same number of votes and the Directors are satisfied that both candidates are eligible to be a Director in accordance with the Articles.

41.5 Following a revote at the reconvened Annual General Meeting the Chairman of the Meeting shall adjourn the reconvened Annual General Meeting in accordance with Article 34.2.3.

41.6 The Directors shall call a Directors' Meeting in accordance with Article 12.3 and then follow the procedure in Article 41.2 except where the Directors shall decide that Article 41.2 shall not apply in which case Article 41.7 shall apply.

41.7 Where the Directors shall decide that following a revote one or more of the problems specified in Articles 41.3 or 41.4 shall still apply then the Directors may vote to elect a willing Member who they reasonably believe to be eligible under the Articles (excluding the requirements contained in Article 20.3 and Article 20.4) to fill any remaining Vacant Position and if necessary the Chairman of the Meeting shall have the casting vote. The Directors shall then reconvene the adjourned Annual General Meeting and inform the Members of the identity of the newly elected Directors.

PART 5

ADMINISTRATIVE ARRANGEMENTS

42 Means of communication to be used

- 42.1 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.
- 42.2 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.
- 42.3 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.

43 No right to inspect accounts and other records

Except as provided by law or authorised by the Directors or an Ordinary Resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

44 Provision for employees on cessation of business

The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its Subsidiaries (other than a Director or former director or shadow director of the Company) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that Subsidiary.

PROFITS AND DISSOLUTION

45 Profits not to be distributed

- 45.1 The income and property of the Company shall be applied solely towards the promotion of the Company's objects and activities and no part shall be paid or transferred, directly or indirectly, by way of dividend bonus or otherwise by way of profit, to Members of the Company, and no Director shall be appointed to any office of the Company and be paid a salary or fees or receive any remuneration of other benefit in money or money's worth from the Company: Provided that nothing in this Article 45 shall prevent any payment in good faith by the Company:

- 45.1.1 Of any payment specified in Article 23;
- 45.1.2 Of the usual professional charges for business done by any Director or Member of the Company who is engaged in a profession when instructed by the Company to act in a professional capacity on its behalf: provided that at no time shall a majority of Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration is under discussion;
- 45.1.3 Of reasonable remuneration to any person holding office as an event or fund raising organiser or manager for work undertaken while holding that office, notwithstanding that he/she is a Director or Member of the Company: provided that any Director withdraws from any meeting at which his/her remuneration is being discussed;
- 45.1.4 Of reasonable and proper remuneration for any services rendered to the company by a Member of the Company who is not a Director;
- 45.1.5 Of interest on money lent by any Member of the Company or Director at a reasonable and proper rate per annum not above the published base lending rate of a clearing bank to be selected by the Directors;
- 45.1.6 Of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company;
- 45.1.7 Of reasonable or proper rent for premises demised or let by any Member of the Company or a Director;

46 Dissolution

If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other company or companies, society or societies (whether charitable or not) having activities similar to those of the Company at the time of dissolution which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 45, chosen by the Members of the Company at or before the time of dissolution.

DIRECTORS' INDEMNITY AND INSURANCE

47 Indemnity

- 47.1 Subject to Article 47.2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

- 47.1.1 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;
 - 47.1.2 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); or
 - 47.1.3 any other liability incurred by that Director as an officer of the Company or an associated Company.
- 47.2 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.
- 47.3 In this Article:
- 47.3.1 companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate; and
 - 47.3.2 a 'Relevant Director' means any Director or former director of the Company or an associated company.

48 Insurance

- 48.1 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.
- 48.2 In this Article:
- 48.2.1 a 'Relevant Director' means any Director or former director of the Company or an associated company;
 - 48.2.2 a 'Relevant Loss' means any loss or liability which has been or may be incurred by a Relevant Director in connection with that Relevant 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
 - 48.2.3 companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate.