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2025

ARTICLES OF ASSOCIATION
OF
GLOUCESTERSHIRE ASSOCIATION OF LOCAL COUNCILS (GALC)

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PART 1: INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

1.1 In the articles, unless the context requires otherwise:-

articles mean 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;

Chair has the meaning given in article 14 and refers to the chair of Directors meetings;

Chair of the meeting has the meaning given in article 28 and refers to the chair of general meetings;

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;

Director means a director of the company, and includes any person occupying the position of director, by whatever name called;

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

Elected in article 19 mean elected in accordance with section 16(2) of the Local Government Act 1972 or following a casual vacancy elected or co-opted in accordance with section 89(6) of the Local Government Act 1972;

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

Executive Officer means the Chief Executive Officer of GALC;

GALC means the Gloucestershire Association of Local Councils;

Local Council means a town or parish council or a parish meeting of a parish not having a parish council in the County of Gloucestershire;

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

Objects have the meaning given by article 3 and established in accordance with 1131 of the Corporation Tax Act 2010;

Ordinary Resolution has the meaning given in section 282 of the Companies Act 2006;

Parish council has the meaning given in section 9 of the Local Government Act 1972 (however styled);

Parish meeting has the meaning given in section 9 of the Local Government Act 1972 (however styled);

Participate, in relation to a directors' meeting, has the meaning given in article 11;

Proxy notice has the meaning given in article 33;

Representative has the meaning given in article 25;

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;

The Association means the GALC;

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; and

Year means a year commencing on 1 April and finishing on 31 March following.

- 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. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while it is a member or within one year after it ceases to be a member, for:-

- (a) payment of the company's debts and liabilities contracted before it 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

The objects of the company are to take all steps that may be necessary or desirable:-

- (a) to protect and promote the interests, rights, functions and privileges of member councils;
- (b) to assist members in the performance of their functions and to promote and develop the social, economic, environmental, cultural and recreational life of parishes in the County of Gloucestershire;
- (c) to promote a widespread and well-informed interest in local government; and
- (d) to promote good local government and governance.

Subject to the Companies Acts and these articles, the company shall have power to do anything within the law that may promote or may help to promote the objects.

4. Non-Distribution

The income and the property of the company shall be applied solely towards the promotion of the company and no portion thereof shall be paid or transferred directly or indirectly, by the way of a dividend, bonus or otherwise howsoever by way of profit, to members of the company.

PART 2: DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. 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.

6. Members' reserve power

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

7. Directors may delegate

7.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:-

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions as they think fit.

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

7.3 The directors may revoke any delegation in whole or part or alter its terms and conditions.

8. Committees

8.1 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.

8.2 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

9. Directors to take decisions collectively

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.

10. Unanimous decisions

10.1 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.

10.2 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.

10.3 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.

10.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

11. Calling a directors' meeting

11.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary of the Association to give such notice.

11.2 Notice of any directors' meeting must indicate:-

- (a) its proposed date and time;
- (b) where it is to take place;
- (c) the business proposed to be transacted; and
- (d) 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.

11.3 Notice of a directors' meeting must be given to each director in writing, of which email is acceptable. Notice of a directors' meeting must be given at least seven clear days before the meeting.

12. Participation in directors' meetings

12.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:-

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

12.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

12.3 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.

13. Quorum for directors' meetings

- 13.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 13.2 The quorum for directors' meetings shall be one-third of the whole number of directors but it must never be less than three.
- 13.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:-
- (a) to appoint further directors; or
 - (b) to call a general meeting so as to enable the members to appoint further directors.
- 13.4 The directors must appoint a director to chair their meetings, and this will be defined as the Chair of the company.

14. Chairing of directors' meetings (including EGM and AGM)

- 14.1 The person so appointed for the time being is known as the chair.
- 14.2 The directors may terminate the chair's appointment at any time.
- 14.3 The directors may appoint a director as a vice-chair.
- 14.4 If the chair or in their absence the vice-chair is not participating in a directors' meeting within ten minutes of the time at which it was due to start, the participating directors must appoint one of themselves to chair it.

15. Casting vote

- 15.1 If the number of votes for and against a proposal are equal, the chair, or the vice-chair if chairing the meeting or other director chairing the meeting has a casting vote.
- 15.2 Article 15.1 does not apply if, in accordance with the articles, the chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. Conflicts of interest

- 16.1 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.

- 16.2 But if article 16.3 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.
- 16.3 This paragraph applies when:-
- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- 16.4 For the purposes of this article, the following are permitted causes:-
- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- 16.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 16.6 Subject to article 16.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any director other than the chair is to be final and conclusive.
- 16.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

17. Records of decisions to be kept

The directors must ensure that the company keeps a record, in writing, for at least ten 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. The number and methods of appointing directors

19.1 The directors shall comprise:-

- (a) no more than 9 persons eligible in accordance with article 19.2 elected by the members by an ordinary resolution at the annual general meeting; and
- (b) no more than 3 persons appointed at a meeting of the directors if they consider it desirable to do so in order to further the objects of the Company.

19.2 In order to be elected or appointed as a director under article 19.1, the individual must:

- (a) be willing to act as a director and be permitted by law to do so;
- (b) not be disqualified from acting as a director pursuant to article 20;
- (c) in the case of directors elected under article 19.1(a) be:-
 - (i) a councillor, and / or officer, of a member council; or
 - (ii) the chairman of a parish meeting; and
 - (iii) elected for a parish within the administrative area of the County of Gloucestershire

19.3 At the first annual general meeting all directors must retire from office but may offer themselves for re-appointment.

19.4 At every subsequent annual meeting, subject to article 19.6 and article 19.7, one-third of the directors must retire from office but may offer themselves for re-appointment. The directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any

directors were last appointed or reappointed on the same day, those to retire shall (unless agreed among themselves) be determined by lot.

- 19.5 Newly appointed directors shall come into office at the conclusion of the meeting at which they are appointed.
- 19.6 In the event of a casual vacancy in the office of a director the directors may appoint a person to act as a director and the director so appointed shall hold office until the date upon which the person in whose place he or she is appointed would regularly have retired, and he or she shall then retire.
- 19.7 A retiring director may offer themselves for reappointment for not more than 9 consecutive years. Persons having served 9 consecutive years can be considered for appointment following a 12-month period from the time they retired from office.

20. Termination of director's appointment

- 20.1 A director however appointed ceases to be a director as soon as:-
- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - (b) a bankruptcy order is made against that person;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (e) 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;
 - (f) 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;
 - (g) two-thirds of the other directors resolve that it is in the best interests of the company that his or her appointment is terminated.
 - (h) the person is removed as a director by the members in accordance with the procedure under section 168 of the Companies Act 2006;
 - (i) the person is convicted of any offence involving dishonesty or deception, or has had passed on him or her a sentence of

imprisonment (whether suspended or not) for any other offence without the option of a fine; and/or

- (j) having been appointed by reason of being a parish councillor retires from office in their parish council (in accordance with section 16(3) of the Local Government Act 1972).

20.2 Subject to article 20.3, if a director has been appointed by reason of being a local councillor or chairman of a parish meeting, and that person retires from or otherwise vacates such office, or ceases to be qualified for election and holding office as a member of a local authority under any provision of the Local Government Act 1972, or the local council ceases to be a member of the Association, he or she may continue to be a director of the company until the conclusion of the next annual general meeting of the company, or until the conclusion of an extraordinary general meeting of the company if one such meeting is held earlier than the annual general meeting.

20.3 Article 20.2 shall not apply if the director has ceased to hold office as a director for any of the reasons listed in article 20.1, or has been disqualified from holding office as a member of a local authority, or vacates such office, for:-

- (a) failure to deliver a signed declaration of acceptance of office;
- (b) failure to attend three consecutive meetings unless prior approval has been given by the Board;
- (c) failure to disclose and/or register interests; or
- (d) any other reason which is reasonably construed by a majority of the other directors as arising from his or her improper, corrupt or illegal conduct or practices;

in any of which cases that person shall cease to be a director of the company immediately.

20.4 The directors shall have the right to suspend a director where two-thirds of the other directors resolve that it is in the best interests of the company that he or she is suspended as a director; provided that the directors' resolution shall specify the terms and duration of such suspension at the time of passing the resolution. The director concerned must be given 21 days' notice and has the right to make representations to the rest of the board.

21. Directors' expenses

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

- (a) meetings of directors or committees of directors;
- (b) general meetings; or
- (c) separate meetings of the holders of debentures of the company;

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3: MEMBERS

BECOMING AND CEASING TO BE A MEMBER

22. Eligibility for and applications for membership

22.1 Subject to article 22.2 every local council within the County of Gloucestershire is eligible for membership.

22.2 No local council shall become a member of the company unless:-

- (a) that local council has completed an application for membership in a form approved by the directors; and
- (b) the directors have approved the application.

22.3 Each member must further the objects so far as practicable and observe any standing orders, rules, regulations or policies issues under these articles.

23. Termination of membership

23.1 A member's membership terminates:-

- (a) when that local council ceases to exist;
- (b) in any year if the local council fails to have paid in full its subscription on or by 30 June (unless the directors upon prior application consider that there are substantial grounds for waiving the requirement);
- (c) if, in the view of the directors, it is determined that a member's continued membership is not in the best interests of the company or that membership should cease for any other reason and the directors pass a resolution to this effect by not less than two-thirds majority; or
- (d) if a member decides to no longer continue in membership during the year.

23.2 No membership fees paid to the date of termination will be refunded.

23.3 Membership is not transferable.

ORGANISATION OF GENERAL MEETINGS

24. Summoning of meetings and business to be transacted

- 24.1 There shall be an annual general meeting (**AGM**) in every year, to be convened in normal circumstances within **6 months** of the financial year end.
- 24.2 The directors may summon such other general meetings as they may determine.
- 24.3 A general meeting may be requisitioned by notice signed by not less than 5% of the total number of members.
- 24.4 Each member shall be given not less than 21 clear ordinary days' notice of a general meeting.
- 24.5 The notice referred to in article 24.4 shall specify the time and place of the intended meeting and the business proposed to be transacted at the meeting but want of service of such notice on any member shall not affect the validity of the meeting.
- 24.6 At the annual general meeting:-
- (a) the first item of business shall be the election of directors;
 - (b) other items of business shall include:
 - (i) the appointment of the auditors or independent examiners (as the case may be); and
 - (ii) the directors' annual report to members and the statement of accounts for the previous financial year.

25. Attendance and speaking at general meetings

- 25.1 Subject to article 25.2 each member may appoint one person to act as its representative to attend, to speak and to vote at a general meeting. Each member council will have one vote at any meeting.
- 25.2 In the case of a local council its representative must be a local councillor holding office in the council or an appointed person designated at a council meeting to represent the council, and in the case of a parish meeting its representative must either be the chairman of the parish meeting or a local government elector of the parish designated at a parish meeting to represent it at meetings of the company.
- 25.3 Each member may appoint one additional person to act as its representative to attend and speak at a general meeting. That person may be:-

- (a) a local councillor holding office in the council;
- (b) the clerk or other employee of the council;
- (c) in the case of a parish meeting, a local government elector of the parish designated at a parish meeting to represent it at meetings of the company.

25.4 A representative is able to exercise the right to speak at a general meeting when that representative 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, based on their knowledge of local councils in the area which they represent.

25.5 A representative with voting rights is able to exercise the right to vote at a general meeting when:-

- (a) they are able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- (b) their 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.

25.6 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

25.7 In determining attendance at a general meeting, it is immaterial whether any two or more persons attending it are in the same place as each other, so long as there are arrangements for each representative to be able to communicate and/or vote at the meeting, including online or hybrid meetings as required.

25.8 Two or more representatives 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.

26. Quorum for general meetings

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

26.2 A quorum shall be **10% of** representatives entitled to vote.

27. Chairing general meetings

- 27.1 The Chair (or in their absence the vice-Chair) shall chair general meetings if present.
- 27.2 If the Chair or the vice-Chair is not present within ten minutes of the time at which a meeting was due to start the representatives present at the meeting must appoint a director or representative to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 27.3 The person chairing a meeting in accordance with this article is referred to as the chair of the meeting.

28. Attendance and speaking by directors and non-members

- 28.1 Directors may attend and speak at general meetings, whether or not they are representatives.
- 28.2 The chair of the meeting may permit other persons who are not representatives to attend and speak at a general meeting.

29. Adjournment

- 29.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- 29.2 The chair 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 chair 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.
- 29.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 29.4 When adjourning a general meeting, the chair of the meeting must:-
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- 29.5 The continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least seven 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.
- 29.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

30. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands.

31. Errors and disputes

- 31.1 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.
- 31.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

32. Content of proxy notices

- 32.1 Proxies may only validly be appointed by a notice in writing (a proxy notice) which:-
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

- 32.2 The company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 32.3 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.
- 32.4 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.

33. Delivery of proxy notices

- 33.1 A person who is entitled to attend, speak and vote (on a show of hands) 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.
- 33.2 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.
- 33.3 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.
- 33.4 If a proxy notice is not executed by the member appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it so they may execute it on the appointor's behalf.

34. Amendments to resolutions

- 34.1 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 Directors 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 chair of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 34.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:-

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

PART 4: ADMINISTRATIVE ARRANGEMENTS

35. Means of communication to be used

- 35.1 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.
- 35.2 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.
- 35.3 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.

36. 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.

37. 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 (other than a director or former director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company.

DIRECTORS' INDEMNITY AND INSURANCE

38. Indemnity

38.1 Subject to article 39.2, a relevant director of the company or an associated company may be indemnified out of the company's assets against:-

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company;
- (b) any liability incurred by that director in connection with the activities of the company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and/or
- (c) any other liability incurred by that director as an officer of the company.

38.2 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.

39. Insurance

39.1 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.

39.2 In this article:-

- (a) a **relevant director** means any director or former director of the company; and
- (b) a **relevant loss** means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company.

40. Winding up

If upon the winding up or dissolution of the company there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company, but shall be transferred to one or more organisations having objects similar to the objects of the company, each of which has restrictions in its constitution or governing instrument on the distribution of profits and surpluses that are at least as restrictive as those in these articles. Such organisation or organisations shall be determined by the members of the company on dissolution. If and so far as effect cannot be given to the aforesaid provisions then such property shall be given or transferred to any charity or charities.

