

Company No: 4355606

THE COMPANIES ACTS 1985 TO 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

Articles of Association

of

FEDERATION OF AWARDING BODIES

(As adopted by special resolution dated 4 July 2019)



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Chair, Federation of Awarding Bodies

THE COMPANIES ACTS 1985 TO 2006

**A COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

FEDERATION OF AWARDING BODIES

GENERAL

1. Definitions

In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject of context

WORDS	MEANING
Address	includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
The Articles	these Articles of Association in their present form or as from time to time altered;
The Board	the Directors for the time being of the Company;
Chair	has the meaning given in Article 23.4;
Circulation Date	in relation to a written resolution, has the meaning given to it in the Companies Acts;
Clear Days	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
Companies Acts	the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Company;
Company	the Federation of Awarding Bodies

	(company number 04355606);
Connected	any company, partnership or firm of which a Director is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
Corporate Member	has the meaning given in Article 7.5;
Document	includes a summons, notice, order or other legal process and registers and includes, unless otherwise specified, any other document sent or supplied in Electronic Form;
Electronic Form and Electronic Means	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
General Meeting	means a general meeting (including the annual general meeting) of the members of the Company;
Hard Copy and Hard Copy Form	have the meanings respectively given to them in the Companies Act 2006;
Members	the company law members of the Company as set out at Article 7;
The Office	the Registered Office of the Company;
Public Holiday	any rules or regulations adopted by the Board in accordance with Article 42;
Rules	any rules or regulations adopted by the Board in accordance with Article 42;
Vice-Chair	has the meaning given in Article 23.4; and
Writing	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Companies Acts shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

2. **Objects**

The Company's objects are:-

- 2.1 To provide a forum for members to collectively consider and formulate policy and strategy in pursuit of the provision of high quality, valued and recognised vocational qualifications;
- 2.2 To maintain and, where possible extend, the Company's access to, influence of and recognition by key stakeholders in order to promote the interests of the Company and the awarding industry;
- 2.3 To actively engage in activities to raise the profile and recognition of vocational qualifications and education; and
- 2.4 To undertake activity that supports members to comply with regulation and promotes good practice in awarding bodies' activities.

3. **Powers**

To further its objects the Company may:

- 3.1 carry on any other trade or business whatever which can in the opinion of the Board be advantageously carried on in connection with, or ancillary to, any of the businesses of the Company;
- 3.2 employ staff, associates and provide services conducive to the attainment of the objects of the Company;
- 3.3 collect as an annual subscription from every member such amount as the Board may from time to time determine and as shall be agreed by the Board;
- 3.4 purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the Company;
- 3.5 establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage or lend money or other assistance to any association, society or other body, corporate or unincorporate;
- 3.6 co-operate with manufacturers, dealers, or other traders, and with the press and other sources of publicity;
- 3.7 purchase, take on lease or in exchange, hire or otherwise dispose of any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the objects of the Company and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company;
- 3.8 take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company;
- 3.9 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets

of the Company as may be expedient in the promotion of its objects;

- 3.10 undertake and execute any charitable trusts;
- 3.11 borrow or raise money in such manner on such terms and on such security as the Board thinks fit, and whether by the creation and issue of debentures of debenture stock or otherwise;
- 3.12 invest the moneys of the Company not immediately required for its purpose in or upon such investments, securities or property as may be thought fit to the intent that the Company shall have the same full and unrestricted powers of investment as an absolute beneficial owner, but subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also hereinafter provided;
- 3.13 establish, promote, or assist any charitable company or companies all or any of which have objects similar to the objects of the Company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for the purpose of carrying on any activity which the Company is authorised to carry on directly or indirectly calculated to benefit the Company and in the furtherance of its objects;
- 3.14 establish and support pension and superannuation schemes for the benefit of persons employed by the Company, and to grant pensions or retiring allowances to persons who have been employed by the Company or to their dependants;
- 3.15 undertake and execute any trusts or agency business which may seem directly or indirectly conducive to any of the objects of the Company;
- 3.16 purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any one or more of the charitable associations, societies or bodies with which this Company is authorised to co-operate or federate;
- 3.17 pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- 3.18 establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for any charitable purpose in any way connected with the purposes of the Company or calculated to further the said principal objects of the Company; and
- 3.19 do all such other lawful things as are necessary incidental or conducive to the attainment of the main objects of the Company.

4. Limitation on private benefit

The income and property of the Company shall be applied solely towards the promotion of the objects of the Company. No part of the income and property of the Company shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members. This shall not prevent the payment in good faith of reasonable and proper remuneration to any Director or retainer or

instrument of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest on money lent or reasonable and proper payment of out-of-pocket expenses and interest on money lent or reasonable payment of any premium in respect of any insurance or indemnity to cover the liability of any Director, provided that such insurance or indemnity shall not extend to any claim arising out of wilful fraud, wrongdoing, neglect or default and proper rent for any premises demised or let to the Company.

5. Liability of members

- 5.1 The liability of the members is limited.
- 5.2 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member for payment of the debts and liabilities of the Company contracted before he, she or it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

6. Winding Up

If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall be paid to or distributed equally among the members of the Company.

MEMBERSHIP

BECOMING AND CEASING TO BE A MEMBER

7. Becoming a member

- 7.1 The members of the Company shall be those members who are listed in the register of members on the date these Articles were adopted, and such other persons as are admitted to membership by the Directors in accordance with the Articles and any Rules.
- 7.2 No person may become a member of the Company unless:
 - 7.2.1 that person has applied for membership in a manner approved by the Board; and
 - 7.2.2 the Board has approved the application in accordance with any Rules. The Board may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing,
- 7.3 The Board may from time to time prescribe criteria for membership but the Board will not be obliged to accept persons fulfilling those criteria as members.

Unincorporated organisations

- 7.4 An organisation admitted to membership which is unincorporated shall be a member through the person of its nominated representative from time to time. Every such organisation must notify the Company in writing of the name of its nominated representative and may, subject to the Board's right to decline to accept any person as a member, replace such nominated representative at any time by giving notice to the Company. The membership rights may be exercised by the nominated representative or by the organisation which he or she represents.

Corporate Members

- 7.5 An organisation admitted to membership which is an incorporated body ("a Corporate Member") may by resolution of its directors or other governing body authorise a person or persons to act as its authorised representative or representatives at any meeting of the Company. Evidence of the appointment of the representative must be provided in the form of:
- 7.5.1 an original or certified copy of the resolution of the directors or other governing body of the Corporate Member; or
 - 7.5.2 a letter confirming the appointment of the representative on the letterhead of the Corporate Member signed by a duly authorised individual and submitted with evidence of the authority under which it was signed; or
 - 7.5.3 such other form as the Board may reasonably require.
- 7.6 A person authorised under Article 7.5 may exercise (on behalf of the Corporate Member) the same powers as the Corporate Member could exercise if it were an individual member.
- 7.7 Every member shall pay to the Company on admission such annual subscription as decided by the Board which, for the following and subsequent years, falls due on the first day of the month following the anniversary of first joining.

8. Termination of membership

- 8.1 A member shall cease to be a member:
- 8.1.1 if the member, being an individual, dies;
 - 8.1.2 if the member, being an individual, has a bankruptcy order made against him or her, or has an order made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
 - 8.1.3 if the member is a member on behalf of an unincorporated association and the unincorporated organisation goes into liquidation or has an order made or a resolution passed for its winding up, other than for the purpose of a solvent reconstruction or amalgamation;
 - 8.1.4 if the member, being a Corporate Member, goes into liquidation other than for

the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;

8.1.5 on the expiry of at least one month's notice given by the member in writing to the Company of his or its intention to withdraw provided that no such notice or retirement shall excuse such member from any obligation or liability that shall have accrued prior thereto.

8.1.6 if any subscription or other sum payable by the member to the Company is not paid on the due date and remains unpaid twenty one days after notice served on the member by the Company informing him, her or it that he, she or it will be removed from membership if it is not paid. The Board may re-admit to membership any person removed from membership on this ground on him, her or it paying such reasonable sum as the Board may determine;

8.1.7 if, at a meeting of the Board at which at least half of the Board are present, a resolution is passed resolving that the member be expelled on the ground that his, her or its continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by. or of making written representations to, the Board. A member expelled by such a resolution shall nevertheless remain liable to pay to the Company any subscription or other sum owed by him, her or it.

9. **Associate membership**

The Board may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Board shall make, provided that no such associate members shall be members of the Company for the purposes of the Articles or the Companies Acts.

GENERAL MEETINGS

10. **Annual General Meetings**

The Company shall in each 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 notice calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting and the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

11. **Other general meetings**

The Board or any five members may whenever they think fit convene a General Meeting and the Board must convene a General Meeting if required to do so by the

members under the Companies Acts.

12. Length of notice

All General Meetings (including the Annual General Meeting) may be called by:

- 12.1 at least 14 Clear Days' notice; or
- 12.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

13. Contents of notice

- 13.1 Every notice calling a general meeting must specify the place, the day and the hour of the meeting, and if a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution. In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his, her or its rights to appoint another person as his, her or its proxy at a meeting of the Company.
- 13.2 Notice of general meetings must be given to every member and to the Auditors of the Company if appointed.

14. Irregularities

The accidental omission to give notice of a meeting to or the non-receipt of such notice by any member or other person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. Attendance and speaking at general meeting

- 15.1 A person is able to exercise the right to speak and vote 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.
- 15.2 A person is able to exercise the right to vote at a general meeting when:
 - 15.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 15.2.2 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.
- 15.3 The Board may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their right to speak or vote at it.
- 15.4 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.

- 15.5 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.

16. Quorum for General Meetings

No business shall be transacted at any General Meeting unless a quorum is present in person or by proxy at the time when the meeting proceeds to business. Save as herein otherwise provided 20% of the total membership (represented in person via authorised representative in the case of Corporate Members or by proxy) shall be a quorum.

17. Adjournment

- 17.1 If within half an hour from the time appointed for the holding a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or to such other place and at such other day and time as the Board shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

- 17.2 With the consent of any meeting at which a quorum is present, the Chair may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

18. Chairing General Meetings

- 18.1 The Chair of the Board shall preside at every General Meeting, but if there be no such Chair, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Vice-Chair shall preside, or if there be no Vice-Chair present or willing as above, the members present shall choose one of the Directors, or if no such Director be present or if all the Directors present decline to take the chair, some other member of the Company who shall be present, to preside.

19. Voting

- 19.1 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded in accordance with these Articles. Unless a poll be so demanded a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Votes on a show of hands

19.2 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

19.2.1 each member present in person; and

19.2.2 (subject to Article 19.5) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and

19.2.3 each authorised representative of a Corporate Member present;

provided that if a person attending the meeting falls within two or more of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

19.3 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

19.3.1 every member present in person; and

19.3.2 every member present by proxy (subject to Article 19.5);

19.3.3 every authorised representative of a Corporate Member (subject to Article 19.4) present; and

19.3.4 member voting in advance of the meeting in accordance with Article 19.8.

19.4 On a vote on a resolution at a meeting which is carried out by a poll, if more than one authorised representative of a Corporate Member purports to vote on behalf of the same Corporate Member or if a member has voted in advance:

19.4.1 if they purport to vote in the same way, they will be treated as having cast one vote between them; and

19.4.2 if they purport to vote in different ways they are treated as not having voted.

19.5 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting (including an authorised representative of a Corporate Member) remains so entitled in respect of that meeting or any adjournment of it, even though a proxy has been appointed. If the person casts a vote in such circumstance, any vote cast in advance by the member or by the proxy appointed is not valid.

19.6 A poll on a resolution may be demanded in advance of the general meeting or at the 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.

19.7 Where a poll on a resolution is demanded in advance of the general meeting, subject to the requirements of the Rules, the vote on that resolution may include votes cast

in advance of the meeting.

- 19.8 Polls demanded in advance of a meeting shall be taken in accordance with the requirements set out in the Rules or the directions issued by the Directors from time to time, which shall include details of the procedure for casting votes in advance of a Company General Meeting under Article 19.7.
- 19.9 A poll may be demanded by:
- 19.9.1 the chair of the meeting in accordance with Article 18.1;
 - 19.9.2 at least three members present and voting; or
 - 19.9.3 any person, who by virtue of being appointed proxy or authorised representative of a Corporate Member for one or more members having the right to vote on the resolution, holds two or more votes.
- 19.10 The demand for a poll may before the poll is taken be withdrawn. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 19.11 If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 19.12 No poll shall be demanded on the election of a chair of a meeting, or on any question of adjournment.
- 19.13 In the case of an equality of votes, either on a show of hands or at the poll, the chair of the meeting shall be entitled to a second or casting vote.

20. **Proxies**

Power to appoint

- 20.1 Each member is entitled to appoint a person as its proxy to exercise all of its rights to attend and speak and vote at a meeting of the Company. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. Unless otherwise provided for in any Rules adopted by the Directors members shall appoint proxies in accordance with the Companies Acts.

21. **Written resolutions**

General

- 21.1 Subject to this Article 22 a written resolution agreed by:
- 21.1.1 members representing a simple majority; or
 - 21.1.2 (in the case of a special resolution) members representing not less than 75%;

of the total voting rights of eligible members shall be effective.

- 21.2 On a written resolution each member shall have one vote, provided that no member shall be entitled to vote on a written resolution unless all monies presently payable by him, her or it to the Company have been paid.
- 21.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 21.4 A members' resolution under the Companies Acts removing a Director or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

- 21.5 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify its agreement and the date by which the resolution must be passed if it is not to lapse.
- 21.6 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 21.7 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 21.8 Communications in relation to written resolutions must be sent to the Company's auditors in accordance with the Companies Acts.

Signifying agreement

- 21.9 A member signifies its agreement to a proposed written resolution when the Company receives from it (or from someone acting on its behalf) an authenticated Document:
 - 21.9.1 identifying the resolution to which it relates; and
 - 21.9.2 indicating the member's agreement to the resolution.
- 21.10 For the purposes of Article 22.9:
 - 21.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
 - 21.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:
 - (a) the identity of the sender is confirmed in a manner specified by the Company; or
 - (b) where no such manner has been specified by the Company, if the communication contains or is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement.

- 21.11 If the Company gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

VOTES OF MEMBERS

22. Votes

- 22.1 Subject as herein provided by Article 22.2 every member shall have one vote.
- 22.2 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her, or it to the Company have been paid.

THE BOARD

23. Appointment of Directors

- 23.1 The Directors shall be elected at an Annual General Meeting and shall hold office for four years when they shall retire but be eligible for re-election for a further term of four years.
- 23.2 Subject to Article 23.3, the Directors including the Chair, Vice-Chair and Treasurer shall hold office for no longer than eight years.
- 23.3 The Board may by resolution decide that exceptional circumstances apply and extend the maximum term of office of a Director by up to one year.
- 23.4 *Chair and Vice-Chair*

23.4.1 The Directors shall appoint a Chair and Vice-Chair from within the Board. These positions:

- (a) shall be held for four years and are eligible for re-election; but
- (b) are subject to the maximum term of office for Directors of eight years in Article 23.2, unless extended in accordance with Article 23.3,

23.4.2 A Director shall be on the Board for a minimum of one year before they are eligible to stand for appointment as Chair or Vice-Chair.

23.4.3 To be eligible for appointment to the position of Chair or Vice-Chair, the individual must be nominated by two members of the current Board of Directors.

23.4.4 In the event of a vacancy for the post of the Chair or Vice-Chair the Board may elect a Director to fill the vacancy for the remainder of the term at which point, subject to Article 23.2, they may stand for re-election.

23.5 Treasurer

23.5.1 To be eligible for appointment as Treasurer an individual must:

- (a) be a suitably qualified individual and be a member of the Company, but is

- not required to be a Director prior to their appointment; and
 - (b) have been nominated by two members of the current Board of Directors.
- 23.5.2 The Treasurer shall be elected at an Annual General Meeting in accordance with Article 23.1, and shall hold office for four years when they shall retire but be eligible for re-election (subject to the maximum term of office of eight years under Article 23.2, unless extended in accordance with Article 23.3)
- 23.5.3 In the event of a vacancy in the post of Treasurer, the Board may elect a Director to fill the vacancy for the remainder of the term, at which point, subject to Article 23.2, they may stand for re-election.
- 23.6 The Board may appoint any member or authorised representative of a Corporate Member to fill a casual vacancy or fill up to two additional places on the Board. Any member so appointed shall retain office only until the next Annual General Meeting, but he or she shall then be eligible for re-election.
- 23.7 No person not already being a Director retiring at the meeting shall unless recommended by the Board for election be eligible for election as a Director at any Annual General Meeting unless within the prescribed time before the day appointed for the meeting there shall have been given to the Company or to the Secretary (if any) notice in writing by two members duly qualified to be present and vote at the meeting for which such notice is given of their intention to propose such person for election and also notice in writing by the person to be proposed of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served or deemed to be served and the day appointed for the meeting there shall be not less than four intervening days.
- 23.8 The maximum number and minimum number respectively of Directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be five.
- 23.9 No person who is not a member of the Company nor eligible to be an authorised representative of a Corporate Member shall in any circumstances be eligible to be an officer or to hold office as a Director.
- 23.10 The Company may from time to time in General Meeting increase or reduce the number of Directors and may make the appointments necessary for effecting any such increase.

23.11 In the event of a vacancy for the post of the Chair, Vice Chair or Treasurer the Board may elect from within their number to the Board for the remainder of the term when they may stand for re-election.

24. **Disqualification and removal of Directors**

24.1 A Director shall cease to hold office if

24.1.1 :-a bankruptcy order is made against him or her, or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;

24.1.2 a composition is made with his or her creditors generally in satisfaction of his or her debts;

24.1.3 the member company that the Director represents goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up

24.1.4 if the Board reasonable believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office.

24.1.5 if the body corporate or unincorporate of which he or she is the representative ceases to be a member of the Company.

24.1.6 if by notice in writing to the Company he or she resigns his office (but only if at least 1 one Director will remain in office when such resignation takes effect).

24.1.7 if he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;.

24.1.8 if he or she ceases to be able to exercise all powers of membership on behalf of a member who is not an individual conferred by these Articles.

24.1.9 If he or she ceases to be a member of the Company or eligible to be an authorised representative of the Company.

24.1.10 he or she fails to attend board or committee meetings for a period of six months or from four consecutive meetings whichever shall be the shorter period, without the consent of the Board, and the Board resolve that he or she be removed from office for this reason.

24.1.11 at a general meeting of the Company, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views; or

24.1.12 at a Board meeting at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days'

notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Board.

POWERS OF THE BOARD

25. The business of the Company shall be managed by the Board who may pay all such expenses of, preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit any may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting subject nevertheless, to any regulations of these presents to the provisions of the statutes for the time being in force and affecting the Company and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
26. The Directors may act notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company filling up vacancies in the Board their body or of summoning a General Meeting but not for any other purpose.

PROCEEDINGS OF THE BOARD

27. **Quorum for Board Meetings**

Subject to the provisions of the Articles the Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined five directors including the Chair or Vice-Chair shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair and in his or her absence the Vice Chair shall have a second or casting vote.

28. **Calling of Board Meetings and Notice**

A Director may and on the request of a Director, the Secretary (if any) shall at any time summon a meeting of the Board by notice served upon all the Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

29. **Chairing of Board Meetings**

If at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside then one of the Vice- Chair if present shall be chair or failing that the Directors present shall choose

one of their number to be the chair of the meeting.

30. Participation in Board meetings

30.1 Subject to the Articles, Directors participate in a Board meeting, or part of a Board meeting, when:

30.1.1 the meeting has been called and takes place in accordance with the Articles; and

30.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

30.2 In determining whether Directors are participating in a Board meeting, it is irrelevant where any Director is or how they communicate with each other.

30.3 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 are.

31. Directors' interests and management of conflicts of interest

Declaration of interests

31.1 Unless Article 31.2 applies, a Director must declare the nature and extent of or any direct or indirect interest which he or she has:

31.1.1 in a proposed transaction or arrangement with the Company; or

31.1.2 which conflicts or may conflict with the interests of the Company.

31.2 There is no need to declare any interest:

31.2.1 of which the other Directors are, or ought reasonably to be, already aware; or

31.2.2 if or to the extent it concerns terms of his or her service contract which are to be considered by a meeting of the Board or a sub-committee of the Board.

Participation in decision-making

31.3 Notwithstanding that a proposed decision of the Board concerns or relates to any matter in which a Director has, or may have, directly or indirectly, any kind of interest whatsoever, that Director may remain in the meeting and participate in the decision-making process for both quorum and voting purposes unless:

31.3.1 the decision could result in the Director receiving a financial benefit not available to all the other Directors;

31.3.2 the decision could result in a member with whom a Director is Connected receiving a benefit not available to all the other members within the same category of membership.

31.3.3 the decision relates to a complaint or disciplinary issue involving a member with whom the Director is Connected; or

31.3.4 a majority of the other Directors participating in the decision-making process decide to the contrary

in which case he or she has no vote on the matter and must withdraw during the vote and not be counted in the quorum for that part of the decision making.

Continuing duties to the Company

31.4 Where a Director has a conflict of interest and the Director has complied with his or her obligations under these Articles in respect of that conflict:

31.4.1 the Director shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

31.4.2 the Director shall not be accountable to the Company for any benefit which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

32. Powers of the Board

A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all the authorities powers and discretions conferred by or under the Articles for the time being vested in the Board generally.

33. Committees

33.1 Provided that all acts and proceedings of such committees shall be reported back to the Board, the Board may delegate any of their powers to committees consisting of such people as they think fit and any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid. Such committee shall have the power to co-opt members of the Company, who shall count for quorum and be entitled to vote, and to invite and accept the service of other individuals in an advisory capacity.

33.2 All acts bona fide done by any meeting of the Board or of any committee of the Board or by any person acting as a Director notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.

34. Minutes

The Board shall cause proper minutes to be made of the proceedings of all meetings of the Company and of the Board and of committees thereof, and all business transacted at such meetings, and any such minutes of any meetings, if purporting to be

signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

35. Written Resolution of the Directors

A resolution in writing signed by all the Directors or members of any Committee thereof who are entitled to receive notice of a meeting of the Board or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such Committee duly convened and constituted

36. Majority Decision without a meeting

36.1 The Directors may, in the circumstances outlined in this Article, make a majority decision without holding a Board meeting.

36.2 If:

36.2.1 a Director has become aware of a matter on which the Directors need to take a decision;

36.2.2 that Director has taken all reasonable steps to make the other Directors aware of the matter and the decision;

36.2.3 the Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and

36.2.4 a majority of the Directors vote in favour of a particular decision on that matter;
a decision of the Directors may be taken by majority and shall be as valid and effectual as if it had been taken at a Board meeting duly convened and held.

36.3 Directors participating in the taking of a majority decision otherwise than at a Board meeting in accordance with this Article:

1.2.1 may be in different places, and may participate at different times; and

1.2.2 may communicate with each other by any means.

36.4 No decision shall be taken by the Directors in accordance with this Article unless a quorum participates in the decision-making process. The quorum for Board decision-making in accordance with this Article shall be the same as the quorum for Directors' meetings as set out in Article 27.

36.5 The Chair, or such other Director as shall be appointed by the Directors shall be the chair of the process of decision-making in accordance with this Article. The process shall include:

36.5.1 circulation of the proposed decision with an indication of the date by which Directors' votes must be received in order to be counted in the process. The chair of the process can determine what this date should be but, except in

- unusual circumstances, it should be at least 7 days after the circulation date;
- 36.5.2 the nomination of a person to whom all Director's votes must be communicated;
- 36.5.3 on or after the date by which Directors' votes must be received, the communication by that nominated person to all the Directors of the votes cast in favour and against and whether the resolution has been passed;
- 36.5.4 the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
- 36.5.5 the nominated person must prepare a minute of the decision.
- 36.6 In the case of an equality of votes in any decision-making process in accordance with this Article, the chair shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with the Articles, the chair or specified Director is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

ACCOUNTS

37. Records and Accounts

- 37.1 The Board shall in conformity with the requirements of the Companies Acts cause proper books of account to be kept with respect to:-
- 37.1.1 The assets and liabilities of the Company.
- 37.1.2 The sums of money received and expended by the Company and take matters in respect of which such receipts and expenditure take place.
- 37.1.3 All sales and purchase of goods by the Company
- 37.2 The books of account shall be kept at the office, or (subject to the Companies Acts) at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors and any other officers of the Company.
- 37.3 The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members and officers as aforesaid of the accounts and books of the Company, or any of them, and subject to such conditions and regulations the accounts and books of the Company shall be open to the inspection of members at all reasonable times during business hours.

38. Audit

- 38.1 Unless the Company is eligible and has availed itself of the exemption conferred by the Companies Acts at least once in every year the accounts of the Company shall be audited and the correctness of the profit and loss account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 38.2 Auditors shall be appointed and their duties regulated in accordance with the

provisions of the Companies Acts.

39. Indemnity and Responsibility

Save and except so far as the provisions and operations of this Article shall be avoided by any provision of the Companies Acts, every Director, secretary (if any) and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Board out of the funds of the Company to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by any contract entered into or act or deed done by him or her by virtue of his or her instructions or authority from the Board, or in any way in the discharge of his duties, including travelling expenses, and no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity, or for any loss or expenses happening to or incurred by the Company, through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune, which shall happen in the execution of the duties of his office or in relation thereto.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

40. Communications by the Company

Methods of communication

- 40.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice) sent or supplied by the Company under the Articles or the Companies Acts 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 the Company, including without limitation:
- 40.1.1 in Hard Copy Form;
 - 40.1.2 in Electronic Form; or
 - 40.1.3 by making it available on a website.
- 40.2 A Document or information may only be sent or supplied in Electronic Form or by making it available on a website if the recipient has agreed that it may be sent or supplied in that form or manner or is deemed to have so agreed under the Companies Acts (and has not revoked that agreement).
- 40.3 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by the Board may also be sent or supplied

by the means which that Director has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

- 40.4 A member present in person or by proxy or via their authorised representative if a Corporate Member at a meeting of the Company shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 40.5 Where any Document or information is sent or supplied by the Company to the members:
- 40.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
- 40.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 40.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 40.6 Subject to the Companies Acts, a Director or any other person may agree with the Company that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 40.7 Where any Document or information has been sent or supplied by the Company by Electronic Means and the Company receives notice that the message is undeliverable:
- 40.7.1 if the Document or information has been sent to a member or Director and is notice of a general meeting of the Company, the Company is under no obligation to send a Hard Copy of the Document or information to the member's or Director's postal address as shown in the Company's register of members or directors, but may in its discretion choose to do so;
- 40.7.2 in all other cases, the Company shall send a Hard Copy of the Document or information to the member's postal address as shown in the Company's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and
- 40.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 40.8 Copies of the Company's annual accounts and reports need not be sent to a person for whom the Company does not have a current Address.
- 40.9 Notices of general meetings need not be sent to a member who does not register an Address with the Company, or who registers only a postal address outside the United Kingdom, or to a member for whom the Company does not have a current Address.

41. Communications to the Company

The provisions of the Companies Acts shall apply to communications to the Company.

42. Rules or Byelaws

The Board shall have power from time to time to adopt and make alter or revoke byelaws for the regulation of the Company as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the categories of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Byelaws regulate:-

- (i) the admission and classification of members of the Company, and the rights and privileges of such members, and 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, charges, contributions or payments to be made by members;
- (ii) the conduct of members of the Company in relation to one another, and to the Company and to the Company's servants or agents;
- (iii) the setting aside of the whole or any part or parts of the estate at any particular time or times or for a particular purpose or purposes;
- (iv) the procedure at General Meetings and Meetings of the Board and committees of the Board of the Company in so far as such procedure is not regulated by these Articles;
- (v) and, generally, all such matters as are commonly the subject matter of Company Rules or rules or regulations appropriate to property of a similar nature and type as the estate.

The Company in General Meeting shall have power to alter or repeal the Rules or Byelaws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Byelaws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles of Association of the Company.

43. Exclusion of model Articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.