

The Companies Act 2006

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

**ARTICLES OF ASSOCIATION
of
THE RICHARD III SOCIETY
(the 'Company')**

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PART 1 – INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1. Defined terms

(a) In the Articles, unless the context requires otherwise:

- ‘Act’ means the Companies Act 2006, insofar as it applies to the Company;
- ‘Annual General Meeting’ or ‘AGM’, means a yearly General Meeting designated as such;
- ‘Articles’ means the Company’s Articles of Association for the time being in force;
- ‘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;
- ‘Board’ means the Company’s board of Directors;
- ‘Chair’ has the meaning given in Article 24 herein;
- ‘Chair of the Meeting’ has the meaning given in Article 37;
- ‘Director’ means a director of the Company, and includes any person occupying the position of director, by whatever name called;
- ‘Document’ includes, unless otherwise specified, any document sent or supplied in electronic form;
- ‘electronic form’ has the meaning given in section 1168 of the Act;
- ‘eligible directors’ means Directors who would have been entitled to vote on a matter had it been proposed as a resolution at a Directors’ meeting;
- ‘General Meeting’ means a meeting of the members whether held as a physical meeting, virtual meeting or held as a hybrid (combined physical and virtual) meeting; ‘attending’, ‘place’ and ‘present’ used herein and in Chapter 3 of Part 13 of the Act shall be construed accordingly.
- ‘Independent Examiner’ means an individual whom the Directors consider to have sufficient accounting expertise to review the Company’s accounts;
- ‘Junior Member’ has the meaning given in Article 8;
- ‘member’ has the meaning given in section 112 of the Act;
- ‘Ordinary Member’ has the meaning given in Article 8;
- ‘ordinary resolution’ has the meaning given in section 282 of the Act;
- ‘participate’, in relation to a Directors’ meeting, has the meaning given in Article 23;
- ‘procedures’ means any rules or procedures made by the Directors or a General Meeting in accordance with these Articles;
- ‘proxy notice’ has the meaning given in Article 47 herein;
- ‘Ricardian Year’ means the twelve months commencing 2nd October in any year;
- ‘Rules’ has the meaning given in article 28;
- ‘Special General Meeting’ or ‘SGM’ means a General Meeting called to discuss an issue that is too urgent to wait until the next AGM.
- ‘special resolution’ has the meaning given in section 283 of the Act;
- ‘subsidiary’ has the meaning given in section 1159 of the Act; and
- ‘writing’ means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

(b) Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.

2. Interpretation

(a) Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the model articles (within the meaning of section 20 of the Companies

Act 2006) (the “**Model Articles**”) shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

- (b) Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- (c) A reference in these Articles to an Article is a reference to the relevant Article of these Articles unless expressly provided otherwise.
- (d) Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- (e) Any word following the terms including, include, in particular, for example or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- (f) References to any gender include a reference to all genders.
- (g) The Model Articles shall apply to the Company, except insofar as they are modified or excluded by these Articles. In addition, the following Model Articles shall not apply to the Company:
 - 7 (Directors to take decisions collectively);
 - 8 (Unanimous decisions);
 - 14 (Conflicts of interest);
 - 17 (Methods of appointing directors);
 - 18 (Termination of director’s appointment);
 - 19 (Directors’ remuneration);
 - 20 (Directors’ expenses);
 - 21 (Applications for membership);
 - 22 (Termination of membership);
 - 26 (Attendance and speaking by directors and non-members);
 - 35 (Company seals);
 - 38 (Indemnity);
 - 39 (Insurance).

3. Objects

The objects for which the Company is established are to promote and encourage in every possible way research and education regarding the life and times of King Richard III and to further reassessment of the material relating to this period and the role in history of this monarch.

4. Powers

In pursuance of the objects set out in Article 3, the Company has the power to:

- (a) buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal, and to improve, manage, develop, construct, repair, sell, lease, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;
- (b) invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as the Directors may think fit;

- (c) research, publish, educate, survey, examine, lobby and advertise in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues, and hold meetings, events and other procedures, and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the Directors, affect or advance the objects in any way;
- (d) pay any or all expenses incurred in connection with the promotion, formation and incorporation of the Company, and contract with any person, firm or company to pay the same;
- (e) enter into licences or affiliations, including those with branches and groups;
- (f) support bodies with similar objects to the Company, including but not limited to the Richard III and Yorkist History Trust;
- (g) enter into contracts to provide or obtain goods and services;
- (h) provide and assist in the provision of money, materials or resources;
- (i) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (j) incorporate subsidiary companies to carry on any activity conducive to the pursuit or to the attainment of any of the objects set out in Article 3;
- (k) borrow and raise money in such manner as the Directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets; and
- (l) do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in Article 3.

5. Income

- (a) The income and property of the Company from wherever derived shall be applied solely in promoting the Company's objects.
- (b) No income or property of the Company may be paid or transferred, directly or indirectly, by way of dividend, bonus, or other distribution or return of capital to any member or members in cash or otherwise.
- (c) Nothing in these Articles shall prevent any payment in good faith by the Company of:
 - (1) subject to Article 30(a), reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company;
 - (2) reasonable and proper rent for premises demised or let by any member; or
 - (3) reasonable out-of-pocket expenses properly incurred by any member, as authorised by the Directors.

6. Winding up or Dissolution of the Company

- (a) The winding-up or dissolution of the Company requires a special resolution.
- (b) On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remain available to be distributed or paid shall not be distributed to the members (except to a member that qualifies under this Article) but shall be transferred to another body or bodies (charitable or otherwise) with objects similar to those of

the Company. Any such body shall be determined by resolution of the members at or before the time of winding up or dissolution.

7. 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 they are a member or within one year after they cease to be a member, for:

- (a) payment of the Company's debts and liabilities contracted before they cease to be a member,
- (b) payment of the costs, charges and expenses of the winding up, and
- (c) adjustment of the rights of the contributories among themselves..

PART 2 – MEMBERS

8. Members

The members of the Company are individuals and comprise Ordinary Members and Junior Members. The two classes of members rank *pari passu* in all respects save that the Junior Members do not have the right to vote at General Meetings (but they may attend and speak at General Meetings).

9. Qualifications for membership

- (a) The members of the Company will consist of the first members of the Company, who subscribed to the memorandum of association of the Company, and others who are admitted to membership in accordance with the Articles.
- (b) Ordinary Membership is open to any individual person aged 18 years or over.
- (c) Junior Membership is open to any individual person who has not yet reached 18 years of age. Junior Members automatically become Ordinary Members upon reaching the age of 18 years.

10. Becoming a member

- (a) Membership of the Company is open to any person who has completed an application for membership in a form approved by the Directors, and whose application has been approved by the Directors.
- (b) All members must pay to the Company a membership fee, to be decided by ordinary resolution at a General Meeting from time to time, and payable on becoming a member and annually thereafter on 2 October of each year.
- (c) The Directors may establish different categories of membership fees; such categories shall be set out in the Rules.
- (d) All members will be sent a letter on their registration as a member of the Company and a membership card detailing their category of membership.

11. Members' Reserve Power

- (a) The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.

- (b) No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

12. Branches and Groups

- (a) The Company may authorise the establishment of branches and groups to encourage a local focus for members.
- (b) Branches and groups enable the furtherance of the aims and the Objects of the Company.
- (c) Once authorisation has taken place, such branches and groups will be termed affiliates of the Company.
- (d) The Company may develop rules for the formation and operation of its branches and groups.

13. Termination of membership

- (a) A member may withdraw from membership of the Company by giving seven days' notice to the Company in writing.
- (b) A person's membership ends automatically when:
 - (1) that person dies; or
 - (2) that person's membership fee has not been paid in full after a period specified by the Directors; or
 - (3) that person is expelled from the Company under Article 14.
- (c) Membership is not transferable.
- (d) Any membership fees paid are not refundable when a membership ends.
- (e) The member's name will be removed from the register of members when their membership ends.

14. Expulsion of member

- (a) The Directors, on a proposal supported by a majority of the eligible directors, may terminate the membership of any member without his consent by giving the member written notice if, in the reasonable opinion of the Directors, the member:
 - (1) is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the members or Directors into disrepute;
 - (2) has used the name of the Company in any manner which partakes of a business character for personal profit;
 - (3) has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole;
 - (4) has acted as a representative of, or in the name of, the Company without the Directors' prior approval;
 - (5) has behaved abusively toward Directors, officers, employees, contractors, or other members; or
 - (6) has failed to observe the terms of these Articles, the Code of Conduct (referred to below), any Rules or any procedures established by the Directors under these Articles.
- (b) Following such termination, the member shall be removed from the register of members.

- (c) In accordance with any Rules or procedures established by the Directors under these Articles the notice to the member must give the member the opportunity to be heard in writing or in person as to why their membership should not be terminated. The Directors must consider any representations made by the member and inform the member of their decision following such consideration.
- (d) If the Directors decide to terminate a member's membership, the member shall be entitled to appeal to an appeal panel constituted in accordance with the Rules or procedures.

15. Code of conduct and disciplinary procedures

- (a) The Directors shall develop a code of conduct for the Company, to apply to all members.
- (b) In the event of an allegation of the Code of Conduct being broken, any resulting complaints and disciplinary measures shall be handled in accordance with procedures that the Directors shall establish.
- (c) The disciplinary procedures shall have a progression of actions, up to and including a member being removed from the register of members of the Company as set out in Article 14(a).
- d) Members shall have the right to respond to any complaint made against them, and a right of appeal under the disciplinary procedures.
- (e) Nothing in the disciplinary procedures shall be taken as restricting the right of any member to form or to express an opinion of historical events, or of the conduct of Company affairs, provided that it is expressed with proper consideration for other members and the good name of the Company.

PART 3 – DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

16. 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.

17. Directors may delegate

- (a) Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:
 - (1) to such person or committee;
 - (2) by such means (including by power of attorney);
 - (3) to such an extent;
 - (4) in relation to such matters or territories; and
 - (5) on such terms and conditions;as they think fit.
- (b) Any such committee must include at least one Director and may include persons who are not Directors, who may or may not be members of the Company.
- (c) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person or committee to whom they are delegated.

- (d) The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

18. Number of Directors

Unless otherwise determined by ordinary resolution, the number of Directors shall not be more than fifteen and shall not be less than five.

19. Committees

- (a) 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.
- (b) The Directors may make procedures for all or any committees, but any procedures derived from the Articles shall prevail.

DECISION-MAKING BY DIRECTORS

20. Directors to take decisions collectively

- (a) Any decision of the Directors must be either:
 - (1) A majority decision at a meeting, or
 - (2) A majority decision on a resolution in writing, to which the majority of eligible Directors voting have indicated agreement in writing.
- (c) A decision may not be taken in accordance with Article 20(a)(2) if the eligible Directors would not have formed a quorum at a meeting.

21. Calling a Directors' meeting

- (a) There shall be a minimum of four Directors' meetings during the Ricardian Year.
- (b) Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Company Secretary (if any) to give such notice.
- (c) Notice of any Directors' meeting must indicate:
 - (1) its proposed date and time;
 - (2) where it is to take place; and
 - (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.
- (d) Notice of a Directors' meeting must be given to each Director.
- (e) 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 seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

22. Participation in Directors' meetings

- (a) Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
 - (1) the meeting has been called and takes place in accordance with the Articles, and

- (2) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (b) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- (c) 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.

23. Quorum for Directors' meetings

- (a) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (b) The quorum for Directors' meetings will be fixed at the next whole number above 50% of the total number of Directors then in post.
- (c) If the total number of Directors for the time being is less than five, the Directors must not take any decision other than a decision:
 - (1) to appoint further Directors, or
 - (2) to call a general meeting so as to enable the members to appoint further Directors.

24. Chairing of Directors' meetings

- (a) The Directors shall appoint a Director to chair their meetings.
- (b) The person so appointed for the time being is known as the Chair.
- (c) The Directors may terminate the Chair's appointment at any time.
- (d) If the Chair is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it; this will normally be the deputy Chair, if appointed.

25. Casting vote

- (a) If the numbers of votes for and against a proposal are equal, the Chair or other Director chairing the meeting has a casting vote.
- (b) But this does not apply if, in accordance with the Articles, the Chair or such other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

26. Conflicts of interest

- (a) 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 must declare their interest and is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (b) For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- (c) Subject to paragraph (d), 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.

- (d) 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.

27. 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 decision taken by the Directors.

28. Directors' discretion to make procedures

The Directors may establish procedures (the Rules of the Company) governing matters relating to Company administration that are required from time to time for the effective operation of the Company. If there is a conflict between the terms of these Articles and any procedures or Rules established under this Article, the terms of these Articles shall prevail.

APPOINTMENT OF DIRECTORS

29. Methods of appointing Directors

- (a) Any person who is willing to act as a Director, is permitted by law to do so, and is a member of the Company, may be appointed to be a Director:
 - (1) by ordinary resolution at a General meeting, or
 - (2) by a decision of the Directors for a period up to the next AGM.
- (b) At the first AGM following the incorporation of the Company, all the Directors shall retire from office and, if they wish, stand for re-election.
- (c) Subject to Article 29(a) above, Directors will be elected at a General Meeting if the number of candidates exceeds the available vacancies.
- (d) At every subsequent AGM one-third of the Directors will be subject to retirement from office by rotation. If the total number of Directors is not divisible by three, the next whole number above one-third shall apply. Subject to the provisions of Article 29(f) below, any Director required to retire may stand for re-election should they wish.
- (e) Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed on the same day those to retire shall be determined by lot, unless they agree among themselves otherwise.
- (f) Subject to re-election by the AGM every three years, a Director may serve for a maximum continuous period of nine years. Exceptionally and where circumstances indicate, the AGM can agree to an additional period of service, not exceeding one year.
- (g) A Director who is prevented from standing for re-election under Article 29(f) above may, after a period of one year of absence from the Board, stand again for re-election to the Board and serve one further maximum continuous period of nine years.

- (h) If the Company, at the General Meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director may, if willing to act, be reappointed by the Board for a single one-year term unless at the General Meeting:
 - (1) it is resolved not to fill the vacancy; or
 - (2) a resolution for the reappointment of that Director is put to the meeting, either in an election or by resolution and rejected.
- (i) No person may stand for election as a Director at any General Meeting unless, not less than 60 clear days before the date of the meeting:
 - (1) the Company has received a notice, signed by two members entitled to vote at the meeting, which:
 - (i) indicates the proposing members' intention to propose the appointment of a person as a Director;
 - (ii) states the details of that person which, if he were appointed, would be required to be recorded in the Company's register of Directors; and
 - (iii) is signed by the person to be proposed to show his willingness to be appointed;
 - and
 - (2) the candidate files with the Company Secretary a statement not exceeding 300 words stating his or her qualifications for being elected to the Board.
- (j) All those who are entitled to receive notice of a General Meeting shall, not less than 14 clear days before the date of the meeting, be given notice of any proposal to elect or re-elect a Director at the meeting, whether on the recommendation of the Directors or because the Company has received notice, pursuant to Article 29(h), of a member's intention to propose an appointment. The requirement to give notice under this Article 29(j) shall also apply in the case of a Director who is to retire by rotation and seek reappointment.
- (k) The retirement of a Director at a General Meeting shall take effect upon the conclusion of the meeting.

30. Termination of Director's appointment

A person ceases to be a Director as soon as:

- (a) that person ceases to be a Director by virtue of any provision of the Act 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) that person fails to attend three consecutive Directors' meetings or any four Directors' meetings in one year without furnishing a sufficient explanation accepted by the other Directors;

- (f) notification is received by the Company from that person that they are resigning from office, and such resignation has taken effect in accordance with its terms; or
- (g) that person ceases to be a member of the Company.

DIRECTORS' REMUNERATION, EXPENSES, INDEMNITY AND INSURANCE

31. Directors' remuneration

- (a) Directors are not entitled to remuneration for their services to the Company as Directors.
- (b) Directors may be entitled to such remuneration as the Directors determine for any other service which they undertake for the Company.

32. Directors' expenses

The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at meetings of Directors or committees of Directors, General Meetings, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

33. Directors' indemnity and insurance

- (a) Subject to paragraph (b), a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:
 - (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, or
 - (2) any other liability incurred by that Director as an officer of the Company or an associated company.
- (b) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law, and any such indemnity is limited accordingly.
- (c) 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.
- (d) In this Article:
 - (1) a 'relevant Director' means any Director or former Director of the Company or an associated company,
 - (2) 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 or any associated company, and
 - (3) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

PART 4 – ANNUAL AND SPECIAL GENERAL MEETINGS

ORGANISATION OF GENERAL MEETINGS

34. The Company's General Meetings

- (a) The Company's General Meetings may be held at one location, or through electronic means, or a combination of these two methods.
- (b) The Rules of the Company shall include further provisions relating to the organisation of the Company's General Meetings.

35. Attendance and speaking at General Meetings

- (a) A member is able to exercise the right to speak at a General Meeting when that member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that member has on the business of the meeting.
- (b) An Ordinary Member is able to exercise the right to vote at a General Meeting when:
 - (1) that member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (2) that member'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 members attending the meeting.
- (c) 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, including making arrangements for members to vote in advance of the meeting.

36. Quorum for General Meetings

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, which shall be 60 Ordinary Members.

37. Chairing General Meetings

- (a) If the Directors have appointed a Chair, the Chair shall chair General Meetings if present and willing to do so.
- (b) If the Directors have not appointed a Chair, or if the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
 - (1) the Directors present, or
 - (2) if no Directors are present, the meeting,must appoint a Director or member to chair the meeting, who shall be the deputy Chair, if appointed and present, and the appointment of the Chair of the Meeting must be the first business of the meeting.
- (c) The person chairing a General Meeting in accordance with this Article is referred to as the 'Chair of the Meeting'.

38. Submission of motions

- (a) The Board or any Ordinary Member of the Company may submit a motion to a general or special meeting of the Company.
- (b) A motion proposed by an Ordinary Member under Article 38(a) needs to:
 - (1) be seconded by another Ordinary Member of the Company to be considered;
 - (2) be received by the Company not less than 60 clear days before the date of the meeting; and
 - (3) be accompanied by a short explanation of the motion and the reasons why it is needed.
- (c) All those who are entitled to receive notice of a General Meeting shall, not less than 14 clear days before the date of the meeting, be given notice of any properly submitted motions.
- (d) Motions that are received within the 60 day notice period specified in Article 38(b)(2) above may be discussed at the meeting but will not qualify for voting.
- (e) A decision on whether to allow motions submitted within the 60 day notice period specified in Article 38(b)(2) above to be discussed shall be taken by the Board of Directors; if the time of submission of a motion does not allow circulation to the Board, the decision shall be taken by those Directors present at the General Meeting.

39. Attendance and speaking by non-members

The Chair of the Meeting may permit persons who are not members of the Company to attend and speak at General Meetings.

40. Adjournment

- (a) 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.
- (b) The Chair of the Meeting may adjourn a General Meeting at which a quorum is present if:
 - (1) the meeting consents to an adjournment, or
 - (2) 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.
- (c) The Chair of the Meeting must adjourn a General Meeting if directed to do so by the meeting.
- (d) When adjourning a General Meeting, the Chair of the Meeting must:
 - (1) either specify the date, 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
 - (2) have regard to any directions as to the date, time and place of any adjournment which have been given by the meeting.
- (e) 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 seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - (1) to the same persons to whom notice of the Company's General Meetings is required to be given, and
 - (2) containing the same information which such notice is required to contain.

- (f) 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.

41. Special General Meetings

- (a) If it shall appear to the Board to be necessary, it may call a Special General Meeting to consider and to resolve upon any question which in the Board's opinion ought not to be postponed until the next Annual General Meeting or dealt with by the Board itself.
- (b) If the Company receives a demand for a SGM, in writing, from no fewer than 60 Ordinary Members, the Chair shall call such a meeting, within 60 days.
- (c) Notices summoning a SGM shall be sent out not less than fourteen clear days before the date fixed for it and shall contain a statement of the resolution or resolutions for whose discussion the SGM is called, besides details of date, time and place.
- (d) All General Meetings other than Annual General Meetings shall be called Special General Meetings.

VOTING AT GENERAL MEETINGS

42. Voting: general

- (a) A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles;
- (b) Subject to the Act, at any General Meeting:
 - (1) every Ordinary Member who is present in person (or by proxy) shall on a show of hands have one vote; and
 - (2) every Ordinary Member present in person (or by proxy) shall on a poll have one vote.

43. Poll votes

- (a) A poll on a resolution may be demanded:
 - (1) in advance of the General Meeting where it is to be put to the vote, or
 - (2) at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (b) A poll may be demanded by:
 - (1) the Chair of the Meeting;
 - (2) two or more of the Directors;
 - (3) two or more persons having the right to vote on the resolution; or
 - (4) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- (c) A demand for a poll may be withdrawn if:
 - (1) the poll has not yet been taken, and
 - (2) the Chair of the Meeting consents to the withdrawal.
- (d) Polls must be taken immediately and in such manner as the Chair of the Meeting directs.

44. Content of proxy notices

- (a) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:

- (1) states the name, address (postal or email) and membership number of the member appointing the proxy;
 - (2) identifies the Ordinary Member appointed to be that member's proxy and the General Meeting in relation to which that member is appointed;
 - (3) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine, which shall include allowing electronic signatures for proxies sent by email; and
 - (4) 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.
- (b) The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- (c) Subject to section 327(2)(b) of the Act, proxies may be lodged up to 48 hours before the start of the General Meeting and may be sent by post or by email to the address set out in the notice calling the General Meeting.
- (d) Proxy notices may specify how the proxy appointed under them is to vote or abstain from voting on one or more resolutions.
- (e) Unless a proxy notice indicates otherwise, it must be treated as:
- (1) allowing the member appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (2) appointing that member as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

45. Delivery of proxy notices

- (a) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that member.
- (b) 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 member by whom or on whose behalf the proxy notice was given.
- (c) 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.
- (d) 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 member who executed it to execute it on the appointor's behalf.

46. Amendments to resolutions

- (a) An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
- (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 Chair of the meeting may determine), and
 - (2) the proposed amendment does not, in the reasonable opinion of the Chair of the Meeting, materially alter the scope of the resolution.

- (b) A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:
 - (1) the Chair of the Meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and
 - (2) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (c) If the Chair of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair of the Meeting's error does not invalidate the vote on that resolution.

47. Errors and disputes

- (a) 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.
- (b) Any such objection must be referred to the Chair of the Meeting, whose decision is final.

PART 5 – ADMINISTRATIVE ARRANGEMENTS

48. Auditor and Independent Examiner

- (a) The Directors must ensure that the Company complies with the requirements of the Act and any other statutory provision which applies to the Company with regard to the appointment of auditors and all provisions relating to the auditors' functions in relation to the Company.
- (b) If the Company is entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies and the Company decides not to appoint an auditor, then the Company shall instead appoint an Independent Examiner to review and report on the accounts of the Company.

49. Company Secretary

The Directors may appoint a Company Secretary to hold office for such term, at such remuneration (if any) and upon such conditions as they think fit. Any Company Secretary so appointed may be removed by the Directors.

50. Means of communication to be used

- (a) 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 Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- (b) Subject to the Articles, any notice or document sent to members by post shall be deemed to have been delivered to the intended recipient: 72 hours after the date of posting for members whose postal address is in the United Kingdom or 7 days after posting for members whose postal address is outside the United Kingdom.
- (c) Subject to the Articles, any notice or document to be sent or supplied to a member or Director in connection with the taking of decisions by members or Directors may also be sent or supplied by the means by which that member or Director has asked to be sent or supplied with such notices or documents for the time being.

- (d) A member or Director may agree with the Company that notices or documents sent to that member or 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.

51. 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.

52. Change of Company name

The name of the Company may be changed by a special resolution of the members or otherwise in accordance with the Act.