

The Companies Act 2006
Private Company Limited by Guarantee
Not having share capital

Articles of Association

of

LEGAL HUMANITIES ASSOCIATION LTD

(the Company)

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Part 1

Interpretation and Limitation of Liability

1. Defined terms

In the articles, unless the context requires otherwise—

“articles” means the company’s articles of association;

“Association” means the Company;

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

“Chair” has the meaning given in article 23;

“chair of the meeting” has the meaning given in article 34;

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

“director” means a director of the company, and includes any individual 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 Companies Act 2006;

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

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

“participate”, in relation to a directors’ meeting, has the meaning given in article 13;

“proxy notice” has the meaning given in article 39;

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

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

“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.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

2. Liability of members

The liability of each member is limited to £1 (one pound sterling), being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while the individual is a member or within one year after the individual ceases to be a member, for—

- (1) payment of the Association's debts and liabilities contracted before the individual ceases to be a member,
- (2) payment of the costs, charges and expenses of winding up, and
- (3) adjustment of the rights of the contributories among themselves.

Part 2

Aims and Purposes

3. The Association's aims and purposes

- (1) The aims and purposes of the Association are as follows:
 - (a) to foster and support the development of cultural understandings of law and humanities-inflected legal scholarship,
 - (b) to nurture and maintain an open community of scholars working in these areas, and
 - (c) to facilitate personal, professional, intellectual, and scholarly development.
- (2) These aims and purposes are without prejudice on the basis of employment status, career stage, geographic location, nationality, gender identity, or other protected characteristic.
- (3) The Association operates as a non-profit enterprise such that all profits are reinvested in the Association. The Association does not permit any redistribution of assets, in cash or in kind, to members or third parties save if such redistribution fulfils the aims and purposes listed in (1) above or is otherwise made in good faith in accordance with these articles.
- (4) The Association can do such lawful things as required in furtherance of the Association's aims and purposes, including without limitation to borrow, raise and secure the payment of money for any purpose including for the purpose of investing and/or raising funds.
- (5) The Association's registered office shall be in England and Wales.

Part 3

Governance Committee

Powers and Responsibilities

4. General authority of the directors and the Governance Committee

- (1) Subject to the articles, the directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

- (2) Save as specified in (3) below, the directors shall delegate their powers to the Governance Committee.
- (3) The directors retain their powers to the extent necessary to ensure that the Association meets any legal or fiscal obligation, liability, or duty of the Association.

5. Duty to facilitate the Association's aims and purposes

- (1) The duties of the directors and of the Governance Committee are to facilitate the aims and purposes of the Association.
- (2) The directors and the Governance Committee must ensure that open procedures are maintained through which members can seek the support of the Association.

6. Members' reserve power

- (1) Members may, by special resolution, direct the directors or the Governance Committee to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors or the Governance Committee have done before the passing of the resolution.

7. Dispute mechanism

- (1) A dispute resolution process can be triggered:
 - (a) by the directors;
 - (b) by the Governance Committee;
 - (c) by ordinary resolution;
 - (d) by members by serving written notice to the Governance Committee showing evidence of the support of at least 20 members or 20% of members (whichever is greater), or all members if there are less than 20. This evidence can be shown by a petition signed by the required number of members or by any other means that indicates the wishes of the required number of members.
- (2) Once the mechanism is triggered, 12 members or 12 % of members (whichever is less), who so far as possible are not directors or members of the Governance Committee, will be selected at random. This group will hear from interested parties to the dispute and make a decision on the merits of the dispute. This decision must be made as soon as is practicable after the mechanism is triggered and the outcome, and the reasoning behind the outcome, must be reported to the Governance Committee and to the membership.

8. Directors may delegate

- (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
 - (a) to such individual or committee (including the Governance Committee);
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;

- (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;
as they think fit.
- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any individual or committee to whom they are delegated.
 - (3) All decisions made under a delegated power must be reported to the directors as soon as is practicable.
 - (4) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

9. Committees

- (1) Directors, and 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 Governance Committee.
- (2) In place of the quorum requirements contained in Art 14(2), the quorum for any committee outside of the Governance Committee is one third of the current number of members of that committee (minimum of one).
- (3) In place of the quorum requirements contained in Art 14(2), the quorum for any meeting of directors outside of the Governance Committee is the current number of directors or, if there are more than two directors, one third of the current number of directors (minimum of two).
- (4) The Governance Committee may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.
- (5) A member of a committee need not be a director.

Decision-Making

10. Decisions to be taken collectively

Any decision of the Governance Committee must be either a simple majority decision at a meeting or a decision taken in accordance with article 11.

11. Unanimous decisions

- (1) A decision of the Governance Committee is taken in accordance with this article when all eligible individuals indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible individual or to which each eligible individual has otherwise indicated agreement in writing.

- (3) References in this article to eligible individuals are to individuals on the Governance Committee who would have been entitled to vote on the matter had it been proposed as a resolution at a Governance Committee meeting.
- (4) A decision may not be taken in accordance with this article if the eligible individuals would not have formed a quorum at such a meeting.

12. Calling a Governance Committee meeting

- (1) Any Governance Committee member may call a Governance Committee meeting by giving notice of the meeting to the Governance Committee or by authorising the Secretary to give such notice.
- (2) Notice of any Governance Committee meeting must indicate—
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that those 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.
- (3) Notice of a Governance Committee meeting must be given to each Governance Committee member, but need not be in writing.
- (4) Notice of a Governance Committee meeting need not be given to those who waive their entitlement to notice of that meeting, by giving notice to that effect to the Association not more than 28 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.

13. Participation in Governance Committee meetings

- (1) Subject to the articles, individuals participate in a Governance Committee meeting, or part of a meeting, when—
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether a director is participating in a Governance Committee meeting, it is irrelevant where each director is or how they communicate with each other.
- (3) If all individuals participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14. Quorum for Governance Committee meetings

- (1) At a Governance Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Governance Committee meetings is five or one third of the current number of Governance Committee members, whichever is greater.

15. Chairing of Governance Committee meetings

- (1) The Chair is responsible for chairing meetings of the Governance Committee, or for nominating an acting chair.
- (2) If the Chair or their nominee is not participating in a Governance Committee meeting within ten minutes of the time at which it was to start, those participating in the meeting must appoint one of themselves to chair it.

16. Casting vote

- (1) If the numbers of votes for and against a proposal are equal, the Chair or other individual chairing the meeting has a casting vote.
- (2) This does not apply if, in accordance with the articles, the Chair or other individual is not to be counted as participating in the decision-making process for quorum or voting purposes, in which case the meeting must designate in advance of the vote being taken which individual will have a casting vote.

17. Conflicts of interest

- (1) If a proposed decision of the Governance Committee is concerned with an actual or proposed transaction or arrangement with the Association in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when—
 - (a) the Association by ordinary resolution disapplies the provision of the articles which would otherwise prevent an individual from being counted as participating in the decision-making process;
 - (b) the individual's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the individual's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes—
 - (a) a guarantee given, or to be given, by or to an individual in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Association or any of its subsidiaries which do not provide special benefits for directors or former directors.

- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any Governance Committee meeting or part of a Governance Committee meeting.
- (6) Subject to paragraph (7), if a question arises at a Governance Committee meeting or of a committee of directors as to the right of an individual 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.
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the individuals at that meeting of the Governance Committee, 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.

18. Records of decisions to be kept

The Governance Committee must ensure that the Association keeps a record of the minutes of Governance Committee meetings in written, electronic, or other suitable form, and make this available to membership on request.

19. Governance Committee's discretion to make further rules

Subject to the articles, the Governance Committee may make any rule which it thinks fit about how it takes decisions, and about how such rules are to be recorded or communicated to directors and members, providing that these rules be made available to the membership on request.

Appointment to the Governance Committee

20. Size of the Governance Committee

- (1) The Governance Committee must be made up of no less than five people.
- (2) All directors of the Association must be members of the Governance Committee.
- (3) If the Governance Committee has less than five people for the time being, it must not take any decision other than a decision to appoint more people to the Governance Committee, following the procedures in article 22.
- (4) The Governance Committee can determine its maximum size, as it thinks fit.

21. Officer roles within the Governance Committee

- (1) The Governance Committee must include the following officer roles:
 - (a) Chair
 - (b) Finance Officer
 - (c) Membership Officer
 - (d) Secretary

- (2) With the exception of Chair, if any of these roles are vacant the Governance Committee must select a Governance Committee member to take up that role. Any Governance Committee member can nominate themselves for an officer role, and nominations are valid if they are supported by at least one Governance Committee member who is not the nominee.
- (3) If someone cannot be appointed from within the Governance Committee, nominations should be sought from members at the next general meeting, following the procedures in article 22. The Governance Committee may appoint any member or Governance Committee member to be an interim officer until a general meeting can take place.
- (4) The Governance Committee may create or abolish additional roles as it thinks fit and appoint people to them under the procedure set out in this article. In the articles, reference to 'officer role' means one listed in paragraph (1) above, or one that has been created by the Governance Committee.
- (5) At the discretion of the Governance Committee, officer roles other than Chair may be shared by more than one individual.

22. Appointment to the Governance Committee

- (1) Individuals sit on the Governance Committee for a two-year term of office.
- (2) Any member may nominate themselves to sit on the Governance Committee, provided that individual is permitted by law to do so. A nomination is valid if the nominee consents, the nomination is received by a general meeting, in any form, and the nomination is supported by at least one individual participating in the general meeting who is not the nominee.
- (3) A general meeting can only receive nominations in the following circumstances, in which it must do so:
 - (a) if an officer role other than Chair is vacant or occupied by an interim officer, and nominations are for this officer role;
 - (b) if the term of office of any individual sitting on the Governance Committee is coming to an end and nominations are for this position;
 - (c) if the Governance Committee decides to open nominations for a set number of positions and nominations are for these positions.
- (4) If there are too many nominations for a position, the general meeting at which the nominations are made must decide by a majority vote who is selected to sit on the Governance Committee.

23. Appointment of Chair

- (1) The duties of Chair are to provide leadership and to facilitate the work of the Governance Committee in line with aims and purposes of the Association in article 3.
- (2) The role of Chair has a two-year term of office. An individual cannot be Chair for more than two consecutive terms.

- (3) Any member or director can be nominated to be Chair, provided that individual is permitted by law to do so. A nomination is valid if the nominee consents, it is received by a general meeting, and the nomination is supported by at least two individuals participating in the general meeting who are not the nominee.
- (4) Nominations can only be received by a general meeting in the following circumstances, in which they must be received:
 - (a) if the role of Chair is vacant;
 - (b) if the term of office of the current Chair is coming to an end;
 - (c) if the Governance Committee decides to do so by a 75% majority vote at a meeting, in which case the Governance Committee must select someone at that meeting to act as interim Chair until a Chair is appointed, and must call a general meeting as soon as is practicable to receive nominations;
 - (d) the Chair ceases to be a member of the Governance Committee under Article 24, in which case the Governance Committee must select someone to act as interim Chair until a Chair is appointed, following the procedures for nominating officer roles under Article 21, and must call a general meeting as soon as is practicable to receive nominations;
 - (e) if members vote by special resolution to remove the current Chair from their role. If the Chair is removed at a general meeting they are chairing, the meeting must appoint a director or member to be chair of the meeting in accordance with article 34, and must do so before the meeting undertakes any further business. The first order of business after the removal of the Chair and the selection of the new chair of the meeting (if needed) must be to receive nominations.
- (5) No business can be conducted once a general meeting starts to receive nominations until the Chair is appointed. The Chair is appointed from the nominees at the general meeting that receives those nominations. If there is more than one valid nomination, the Chair must be selected from the nominees by a majority vote at that meeting.
- (6) The individual who is appointed takes up the role of Chair immediately and replaces the current Chair (if any).

24. Leaving the Governance Committee

- (1) An individual ceases to sit on the Governance Committee as soon as—
 - (a) a bankruptcy order is made against that individual;
 - (b) a composition is made with that individual's creditors generally in satisfaction of that individual's debts;
 - (c) a registered medical practitioner who is treating that individual gives a written opinion to the Association stating that that individual has become physically or mentally incapable of acting as a director and may remain so for more than three months;

- (d) notification is received by the Association from the individual that they are resigning from office, and such resignation has taken effect in accordance with its terms;
 - (e) that individual's term of office expires.
- (2) An individual ceases to be a director as soon as that individual ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law.

25. Death

- (1) In any case where, as a result of death, the Association has no members and no directors, the personal representatives of the last member or director to have died have the right, by notice in writing, to appoint an individual to be a director.
- (2) For the purposes of paragraph (1), where two or more members or directors die in circumstances rendering it uncertain who was the last to die, a younger member or director is deemed to have survived an older member or director.

26. Remuneration

Neither Directors, Governance Committee members, nor members are entitled to remuneration by the Association or any payment of dividends from Association profits. Association profits must be used to further the aims and purposes of the Association, as set out under Article 3.

27. Governance Committee expenses

The Association may pay any reasonable expenses which the Governance Committee properly incur in connection with their attendance at—

- (a) Governance Committee meetings or meetings of committees of directors,
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the Association, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

Part 4

Members

Becoming and Ceasing to be a Member

28. Applications for membership

- (1) The number of members with which the Association proposes to be registered is unlimited.

- (2) Subject to the Articles, membership of the Association is open to all individuals without discrimination.
- (3) The requirements for applications for membership are as follows:
 - (a) An application for membership of each applicant must be in a form approved by the Governance Committee and the information therein will be used solely for purposes of administering the Association.
 - (b) Applicants are required at the time of application to pay the appropriate membership fee (if any), as established by the Governance Committee, and their membership will be effective from that date.

29. Renewal of membership

Membership shall be renewed annually upon payment of an annual membership fee, as established by the Governance Committee.

30. Termination of membership

- (1) A member may withdraw from membership of the Association by one month notice to the Association in writing.
- (2) Membership is not transferable.
- (3) An individual's membership terminates when that individual dies or ceases to exist.
- (4) An individual's membership can be terminated by one month notice by the Governance Committee if that individual fails to pay their annual membership fee.
- (5) An individual's membership can be terminated by a meeting of the Governance Committee by a 75% majority if that individual's continued membership would cause serious detriment to the aims and purposes of the Association. Termination is effective immediately and notice of such termination must be communicated to the affected individual as soon as is practicable after the meeting at which it is decided.

General Meetings

31. Calling general meetings

- (1) The Governance Committee must call at least one general meeting per year. If a general meeting cannot be held within one year of the previous general meeting, it should be held as soon as practicable thereafter.
- (2) Members can call a general meeting by serving a notice of intent to hold such a meeting to the Governance Committee. This notice of intent must
 - (a) be communicated in writing to the Governance Committee,
 - (b) show evidence of the support of at least 20 members or 20% of members (whichever is greater), or all members if there are less than 20, that a general meeting be called, which can be done by a petition signed by the required number of members or by any other means that indicates the wishes of the required number of members.

- (3) Notice of a general meeting must be communicated to all members and directors in reasonable time in advance of the proposed date of the meeting.

32. Attendance and speaking at general meetings

- (1) A member or director is in attendance at a general meeting when that member or director is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that member or director has on the business of the meeting.
- (2) A member or director is able to exercise the right to vote at a general meeting when—
 - (a) that member or director is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that member or director'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 individuals attending the meeting.
- (3) The Governance Committee must ensure any reasonable arrangements or adjustments must be made to ensure members or directors attending a general meeting can exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members or directors attending it are in the same place as each other.
- (5) Two or more individuals 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.

33. Quorum for general meetings

Quorum for general meetings is 10% of the number of members. No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the individuals attending it do not constitute a quorum.

34. Chairing general meetings

- (1) It is the responsibility of the Chair to chair general meetings, or to nominate an acting chair.
- (2) If the role of Chair is vacant, the Chair or their nominee is not present within ten minutes of the time at which a meeting was due to start, or with the Chair's consent, the meeting must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- (3) The individual chairing a meeting in accordance with this article is referred to as "the chair of the meeting".

35. Attendance and speaking by directors and non-members

- (1) Directors may attend and speak at general meetings, whether or not they are members.
- (2) The chair of the meeting may permit other individuals who are not members of the Association to attend and speak at general meetings.

36. Adjournment

- (1) If the individuals 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.
- (2) The chair of the meeting may adjourn a general meeting at which a quorum is present if—
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any individual attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chair of the meeting must—
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Governance Committee, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
 - (a) to the same individuals to whom notice of the Association's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting at General Meetings

37. Voting: general

Each member at a general meeting has one vote. A resolution put to the vote of a general meeting must be decided either by a show of hands or another suitable method as agreed by the meeting.

38. Errors and disputes

- (1) No objection may be raised to the qualification of any individual 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.
- (2) Any such objection must be referred to the chair of the meeting whose decision is final.

39. Content of proxy notices

- (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the individual appointed to be that member’s proxy and the general meeting in relation to which that individual is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Association not less than 48 hours before the time appointed for the meeting or adjourned meeting at which the right is to be exercised and in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
 - (a) allowing the individual appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that individual as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

40. Delivery of proxy notices

- (1) An individual 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 Association by or on behalf of that individual.
- (2) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the individual by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

- (4) If a proxy notice is not executed by the individual appointing the proxy, it must be accompanied by written evidence of the authority of the individual who executed it to execute it on the appointor's behalf.

41. Resolutions and amendments

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) notice of the proposed amendment is given to the Association in writing by an individual 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 or form as the chair of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
 - (a) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

Part 5

Administrative Arrangements

42. Means of communication to be used

- (1) Subject to the articles, anything sent or supplied by or to the Association under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

43. No right to inspect accounts and other records

Except as provided by law or authorised by the directors, these articles, or an ordinary resolution of the Association, no individual is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a member.

44. Dissolution

- (1) The members of the Association may at any time before, and in the expectation of, the dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:
 - (a) directly for the aims and purposes of the Association, as set out in article 3,
 - (b) to transfer to any non-profit organisation for purposes similar to those of the Association, as set out in article 3,
 - (c) to any non-profit organisation or organisations for particular purposes that fall within those of the Association, as set out in article 3.
- (2) Subject to such resolution of the members of the Association, the Governance Committee may at any time before, and in expectation of, the dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:
 - (a) directly for the aims and purposes of the Association, as set out in article 3,
 - (b) to transfer to any non-profit organisation for purposes similar to those of the Association, as set out in article 3,
 - (c) to any non-profit organisation or organisations for particular purposes that fall within those of the Association, as set out in article 3.
- (3) If upon winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liability, any property whatsoever, the same shall not be paid to or distributed among the members of the Association.

45. Amendment of the articles

The articles can only be amended by special resolution.

46. Accounts

- (1) The directors must ensure that proper books of accounts are kept in respect of
 - (a) all sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure took place and
 - (b) the assets and liabilities of the Association
- (2) The books of accounts or the electronic equivalents must be kept at the registered office of the Association or at such other place or places as the Governance Committee think fit, and must always be open to the inspection of the membership

at such reasonable times and upon such reasonable conditions as the Governance Committee may decide.

47. Presentation of Accounts

- (1) Once at least in every year the Governance Committee must lay before the Association in general meeting an account of income and expenditure for the period since the preceding account.
- (2) A balance sheet must be made out in every year and laid before the Association in general meeting, made up to date not more than 6 months before such meeting.
- (3) A copy of the balance sheet must be sent to or made available to the individuals entitled to receive notices of general meetings in the manner in which notices are to be given under these Articles in reasonable time prior to the meeting.
- (4) Each account and balance sheet must be accompanied by a report of the Governance Committee.

48. Audit

Auditors may be appointed and their duties regulated in accordance with the Companies Act 2006.

Directors' Indemnity and Insurance

49. Indemnity

- (1) Subject to paragraph (2), a relevant director of the Association or an associated company may be indemnified out of the Association's assets against—
 - (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the Association or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that director as an officer of the Association or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article—
 - (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a "relevant director" means any director or former director of the Association or an associated company.

50. Insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.
- (2) In this article—
 - (a) a “relevant director” means any director or former director of the Association or an associated company,
 - (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Association, any associated company or any pension fund or employees’ share scheme of the Association or associated company, and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.