

Dr Reuven Ziegler, Chair  
7 September 2020

# ARTICLES OF ASSOCIATION OF NEW EUROPEANS ASSOCIATION LIMITED

## A PRIVATE COMPANY LIMITED BY GUARANTEE

Incorporated in England & Wales company  
number 08646628.

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London SW1; second revision: AGM of 15 July 2020, held virtually)

### INDEX TO THE ARTICLES

#### PART 1: NAME, INTERPRETATION AND LIMITATION OF LIABILITY

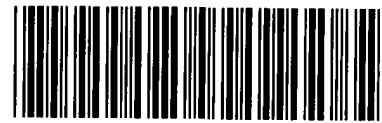
1. Name
2. Defined terms
3. Objects
- 4 Powers
5. Liability of members
6. Application of income or property
7. Winding Up

#### PART 2: DIRECTORS

##### DIRECTORS' POWERS AND RESPONSIBILITIES

8. Directors' general authority
9. Members' reserve power
10. Delegation of powers

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COMPANIES HOUSE

## 11. Committees

### DECISION-MAKING BY DIRECTORS

#### 12. Decisions in meetings

#### 13. Decisions by written resolution

#### 14. Calling a directors' meeting

#### 15. Participation in directors' meetings

#### 16. Quorum for directors' meetings

#### 17. Chairing of directors' meetings

#### 18. Casting vote

#### 19. Conflicts of interest

#### 20. Records of decisions to be kept

#### 21. Directors' discretion to make further rules

### APPOINTMENT OF DIRECTORS

#### 22. Methods of appointing directors

#### 23. Termination of director's appointment

#### 24. Directors' remuneration

#### 25. Directors' expenses

## **PART 3: MEMBERS**

### BECOMING AND CEASING TO BE A MEMBER

#### 26. Applications for membership

#### 27. Termination of membership

### ORGANISATION OF GENERAL MEETINGS

#### 28. Notice of general meetings

#### 29. Attendance and speaking at general meetings

#### 30. Quorum for general meetings

#### 31. Chairing general meetings

#### 32. Attendance and speaking by directors and non-members

33. Adjournment

#### VOTING AT GENERAL MEETINGS

34. Voting: general

35. Errors and disputes

36. Poll votes

37. Content of proxy notices

38. Delivery of proxy notices

39. Amendments to resolutions

#### **PART 4: ADMINISTRATIVE ARRANGEMENTS**

40. Means of communication to be used

41. Company seals

42. Accounts and records

43. Provision for employees on cessation of business

#### DIRECTORS' INDEMNITY AND INSURANCE

44. Indemnity

45. Insurance

#### **PART 1**

#### **NAME, INTERPRETATION AND LIMITATION OF LIABILITY**

1. Name

The company's name is NEW EUROPEANS ASSOCIATION LTD ("the Association")

2. Defined terms

In the articles, unless the context requires otherwise—

"AGM" means annual general meeting

"articles" means the company's articles of association

“associate member” is a member of New Europeans which is an incorporated or unincorporated association, company or other corporate body

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

“chair” means the director who has been appointed by the directors at a meeting of directors to serve as chair of the board of directors in accordance with article 17

“the commission” means The Charity Commission for England and Wales

“Charities Act” means the Charities Act 2011, including any subsequent amendment or re-enactment, unless otherwise defined

“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

“connected person” means a member of the director's family (that is, the director's spouse, civil partner, any person with whom the director lives as a partner in an enduring family relationship, a child or stepchild of the director, a child or stepchild of a director's partner (if living with the director and under the age of 18), or the director's parents)

“director” means a director of the company, and includes any natural person occupying the position of director, by whatever name called

“document” includes, unless otherwise specified, any document sent or supplied in paper or electronic form

“electronic form” has the meaning given in section 1168 of the Companies Act 2006

“EEA” means the European Economic Area

“EU” means the European Union

“general meeting” has the meaning ascribed to it by the Companies Act 2006

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

“New European” is a citizen of an EU member state or former member state who resides in another EU member state or former member state, or aspires to become one

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

“proxy notice” has the meaning given in article 36

“relevant director” means any director or former director of the Association or a subsidiary

“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

“UK” means the United Kingdom of Great Britain and Northern Ireland

“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

### 3. Objects

The objects of the Association are as follows:

For the public benefit,

- a) To assist and counsel EU and EEA citizens resident in the UK and UK citizens resident in the EU and EEA who are in need, by reason of age, ill-health, disability, financial hardship, homelessness, being victims/survivors of domestic violence, being victims of human trafficking or other disadvantage, by the provision of education, information and support on lawfully retaining or obtaining the right to reside and work in the UK and/or in the EU and EEA
- b) To advance education in ways that serve to develop the capacity and skills of EU and EEA citizens resident in the UK to participate in its civic and democratic life
- c) To advance conflict resolution and reconciliation, particularly by fostering understanding between EU and EEA citizens resident in the UK and other members of society

d) To advance such other purposes being charitable in law as the directors may from time to time decide

#### 4. Powers

The Association has power to do anything in pursuit of its Objects or is conducive or incidental to doing so, in particular, the Association has power:

- (a) to establish or support any charitable trusts, associations, institutions, or networks formed for any charitable purposes reflected in the Objects
- (b) to raise money for the Association on terms as may be considered fit and proper and which must comply with statutory regulations
- (c) to borrow money for the purpose of the Association and to charge the whole or any part of the property belonging to the Association as security for a grant or the discharge of an obligation. The Association must comply as appropriate with the Charities Act
- (d) to employ and remunerate such staff as are necessary for carrying out the work of the Association
- (e) to set aside income as a reserve against future expenditure and contingencies in accordance with applicable accounting principles and financial strategy and policy agreed upon from time to time by the directors
- (f) to deposit or invest funds, employ a professional fund-manager and to arrange for the investments or other property of the Association to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act 2000
- (g) to establish or acquire subsidiary companies to assist or act as agents for the Association and which are conducive to the Objects of the Association
- (h) to undertake and execute any charitable trusts which may lawfully be undertaken by the Association which are conducive to the Objects
- (i) to purchase, take on a lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use
- (j) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the Association must comply as appropriate with sections 117 to 129 of the Charities Act
- (k) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in section 189 of the Charities Act

- (l) to carry out campaigning, advocacy or research
- (j) to do anything else within the law to achieve the Objects

#### 5. 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 he is a member or within one year after he ceases to be a member, for—

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

#### 6. Application of income and property

(a) The income and property of the Association shall be applied solely in promoting the objects of the Association as set out in Article 3

(b) No dividends or bonus may be paid or capital otherwise returned to the Members. This does not prevent a member, who is not also a director from receiving

(i) a benefit from the Association in the capacity of a beneficiary of the Association

(ii) reasonable and proper remuneration for any goods or services supplied to the Association

(c) No director or connected person may

(i) buy any goods or services from the Association on terms preferential to those applicable to members of the public

(ii) sell goods, services or any interest in land to the Association

(iii) be employed by, or receive any remuneration from the Association  
or

(iv) receive any other financial benefit from the Association (save as set out in article 6(e) and article 25.

(d) A director is entitled to be reimbursed by the Association for reasonable expenses properly incurred by him or her when acting on behalf of the Association in accordance with the Association's expenditure and expenses policies

(e) A director may benefit from indemnity insurance cover purchased by the Association in accordance with and subject to the conditions of the Charities Act

(f) A director may receive an indemnity from the Association as specified in Article 43

## 7. Winding Up

(1) The members of the Association may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects

(2) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with this article the net assets of the Association shall be applied for charitable purposes as directed by the Court or the Commission.



## **PART 2**

### **DIRECTORS**

#### **DIRECTORS' POWERS AND RESPONSIBILITIES**

##### **8. Directors' general authority**

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, subject to any restrictions imposed by the Companies Acts or the Charities Act, the articles or any special resolution.

##### **9. Members' reserve power**

(a) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action provide such action is consistent with the objects and charitable status of the Association.

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

##### **10. Delegation of powers**

(a) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

(i) to such person or committee

(ii) by such means (including by power of attorney)

(iii) to such an extent

(iv) in relation to such matters or territories; and

(v) on such terms and conditions as they think fit

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

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

(c) Notwithstanding the foregoing, the opening and closing of any bank account shall always require a resolution of the directors.

(d) Any payment made by the Association shall require at least one director as authorization in addition to any officer or employee of the Association.

## 11. Committees

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.

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

## DECISION-MAKING BY DIRECTORS

### 12. Decisions in meetings

(a) any decision of the directors shall be taken by a majority vote of the directors present in accordance with article 19.

(b) If at any time through death or resignations the Association only has one director, the director may take decisions urgently required to protect the solvency of the Association without regard to any of the provisions of the articles relating to directors' decision-making until such time as the minimum number of directors required by article 16 is restored

### 13. Decisions by written resolution

(a) A decision of the directors may be made in accordance with this article by written resolution circulated among all directors

(b) Such a written resolution must be signed by all eligible directors in person or electronically

(c) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting in accordance with Article 19 Conflicts of Interest

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

### 14. Calling a directors' meeting

(a) 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.

(b) Notice of any directors' meeting must indicate—

(i) its proposed date and time

(ii) where it is to take place; and

(iii) 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

(c) Notice of a directors' meeting must be given to each director but need not be in writing.

(d) no meeting may take place on less than seven days' notice, unless this has been waived by the chairman for urgent business only.

#### 15. Participation in a directors' meetings

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

(i) the meeting has been called and takes place in accordance with the articles, and

(ii) they can each communicate to the others any information or opinions they have on any item of the business of the meeting.

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

(iv) 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.

#### 16. 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 may be fixed from time to time by a decision of the directors, but it must never be less than five, and unless otherwise fixed it is five.

(c) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(i) to appoint further directors, or

(ii) to call a general meeting to enable the members to appoint further directors.

## 17. Chairing of directors' meetings

- (a) The directors may 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.
- (e) The directors may decide to hold an election at the Annual General Meeting in order to select the candidate they will appoint as chair.

## 18. 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 other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

## 19. 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 is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (b) But if paragraph (c) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (c) This paragraph applies when:
  - (i) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
  - (ii) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - (iii) the director's conflict of interest arises from a permitted cause.
- (d) For the purposes of this article, the following are permitted causes:

(i) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(ii) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(iii) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(e) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(f) Subject to paragraph (g), 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 chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(g) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

(h) A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association, which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association or any personal interest (including but not limited to any personal financial interest).

## 20. Records of decisions to be kept

The directors must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the directors.

## 21. Directors' discretion to make further rules

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

## APPOINTMENT OF DIRECTORS

### 22. Methods of appointing directors

(a) Any natural person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

(i) by ordinary resolution at a general meeting, or

(ii) by a decision of the directors on a recommendation from the chair.

In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

For the purposes of the preceding paragraph, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

(b) Directors are appointed for a term of three years

(c) The number of directors appointed shall be a minimum 5 but not exceed 12.

(d) Any person appointed a director must be a member of the Association.

(e) At the first AGM following the third anniversary of the incorporation of the Association, one-third of the serving directors, being those who have served longest since appointment or reappointment, shall retire by rotation, but may offer themselves for re-election as directors.

(f) any director(s) appointed by the directors pursuant to (a)(ii) shall retire at the next AGM but may offer themselves for re-election.

(g) In the event the number of nominations for director and directors offering themselves for re-election shall exceed twelve, a ballot shall be conducted at the AGM.

### 23. 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 Companies Acts 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 Association 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) notification is received by the Association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (f) he or she is absent without agreement of the directors from three consecutive board meetings and the directors resolve in accordance with articles 12 or 13 that his or her office be vacated.
- (g) he or she is disqualified from acting as a trustee by virtue of section 9 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (j) he or she ceases to be a member.

#### 24. Directors' remuneration

Directors shall not be paid any remuneration.

#### 25. Directors' expenses

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

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

## **PART 3**

### **MEMBERS**

#### **BECOMING AND CEASING TO BE A MEMBER**

##### **26. Applications for membership**

(a) No person or organisation shall become a member of the Association unless:

(i) that person or organisation has completed an application for membership in a form approved by the directors, and

(ii) the directors have approved the application, and

(iii) that person or organisation has paid a membership fee, the level of which is to be determined from time to time by the directors, and

(iv) that person's name and address has been added to the register of members.

(b) The directors may put arrangements in place to allow an associate member to be a member the Association.

##### **27. Termination of membership**

(a) A member may withdraw from membership of the Association by giving 7 days' notice to the Association in writing.

(b) Membership is not transferable.

(c) A member or associate member's membership terminates when that member dies, ceases to exist, or fails to pay the required membership fee when demanded.

(d) A membership may be terminated by the directors if they resolve that the member no longer meets the terms and conditions of membership.

(e) An appeal against a decision by the directors to terminate a member's membership can be made at the next AGM.

#### **ORGANISATION OF GENERAL MEETINGS**

##### **28. Notice of general meetings**



- (a) Notice of a general meeting must be given to all members of the Association no later than 21 days prior to the meeting
- (b) the directors may call a general meeting at any time and shall call an AGM no later than 15 months after the previous general meeting
- (c) the directors must call a general meeting within 21 days if requested by written notice stating the business to be dealt with at the meeting signed or authenticated by at least 10% of members
- (d) the notice of a general meeting must state:
  - (i) the time, date and place of the meeting,
  - (ii) particulars of any resolutions to be moved and general nature of any other business to be transacted,
  - (iii) the text of any proposed amendment to the articles of the Association,
  - (iv) for the AGM, annual statement of accounts and directors' annual report, details of persons standing for election or re-election as director (or details of where these documents may be viewed and downloaded).
- (e) the accidental failure to notify a member shall not invalidate the proceedings of the meeting.

#### 29. Attendance and speaking at general meetings

- (a) Only members may attend and speak at general meetings, except that a friend, spouse or carer may accompany a member, but not speak or vote.
- (b) A member exercises 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.
- (c) A member is able to exercise the right to vote at a general meeting when:
  - (i) that member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (ii) 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.

(d) 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.

(e) Two or more members 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.

### 30. Quorum for general meetings

(a) The quorum for general meetings shall be the lower of 10 members or 5% of the total membership of the Association.

(b) 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.

### 31. 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:

(i) the directors present, or

(ii) (if no directors are present), 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.

(c) The person chairing a meeting in accordance with this article is referred to as "the chair of the meeting".

### 32. Attendance and speaking by directors and non-members

(a) Directors may attend and speak at general meetings.

(b) The chair of the meeting may permit other persons who are not members of the Association to attend and speak at a general meeting.

### 33. 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 chairman of the meeting must adjourn it.

(b) The chair of the meeting may adjourn a general meeting at which a quorum is present if:

(i) the meeting consents to an adjournment, or

(ii) it appears to the chairman 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:

(i) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

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

(iii) 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) to the same persons to whom notice of the Association's general meetings is required to be given, and containing the same information which such notice is required to contain.

(e) 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

### 34. 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) Associate members have one vote which may be cast by the member's representative in accordance with the member's authorization procedure.

### 35. Errors and disputes

- (a) No objection may be raised to the qualification of any member 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.

### 36. Poll votes

- (a) A poll on a resolution may be demanded:
  - (i) in advance of the general meeting where it is to be put to the vote; or
  - (ii) 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:
  - (i) the chair of the meeting;
  - (ii) the directors;
  - (iii) two or more members having the right to vote on the resolution; or
  - (iv) 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:
  - (i) the poll has not yet been taken, and
  - (ii) 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.

### 37. Content of proxy notices

- (a) Proxies may only validly be appointed by a notice in writing (a "proxy notice"), which:
  - (i) states the name and address of the member appointing the proxy;
  - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

(iv) is delivered to the Association in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(b) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(c) 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.

(d) Unless a proxy notice indicates otherwise, it must be treated as:

(i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

(ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### 38. 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 Association by or on behalf of that member.

(b) 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 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 person who executed it to execute it on the appointor's behalf.

### 39. Amendments to resolutions

(a) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

(i) notice of the proposed amendment is given to the Association 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

(ii) 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:

(i) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(ii) 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's error does not invalidate the vote on that resolution.

## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS**

#### **40. Means of communication to be used**

(a) 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.

(b) 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.

(c) 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.

(d) Notice of a general meeting may be sent electronically.

#### **41. Execution of documents**

(a) The Association may execute documents either by signature or by common seal (if any).

(b) The directors may decide by what means and in what form any common seal is to be used.

(c) Unless otherwise decided by the directors, if the Association has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

(a) any director of the Association;

(b) the secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

#### 42. Accounts and records

(a) The directors must comply with the requirements of the Companies Act and Charities Act (where applicable) as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the commission of

- (i) annual reports
- (ii) annual returns and
- (iii) annual statements of accounts.

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;

(b) The directors shall notify the commission within 28 days of any change in the particulars entered on the Central Register of Charities.

#### 43. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the Association or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

### DIRECTORS' INDEMNITY AND INSURANCE

#### 44. Indemnity

(a) Subject to paragraph (b), a relevant director of the company or a subsidiary may be indemnified out of the company's assets against:

(i) 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 a subsidiary,

(ii) any liability incurred by that director in connection with the activities of the Association or a subsidiary in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act),



(iii) any other liability incurred by that director as an officer of the Association or a subsidiary.

(b) 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.

#### 45. Insurance

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.

In this article, 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 subsidiary or any pension fund or employees’ share scheme of the Association or subsidiary.