

Company Number: 04947540

**THE COMPANIES ACT 2006**

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

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**ARTICLES OF ASSOCIATION  
OF  
BRITISH ASSOCIATION FOR SPORT AND LAW LIMITED**

**(ADOPTED BY ~~WRITTEN-SPECIAL~~ RESOLUTION**

**ON ~~\_\_\_\_\_ 2015)~~**

**ON 21 DECEMBER 2020**

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## PART 1: INTERPRETATION

### DEFINED TERMS

1.1 In the Articles, the following words and expressions shall have the following meanings unless the context requires otherwise:

**“Act”**

or any numbered section of it, means the Companies Act 2006 or such section as amended, restated or re-enacted from time to time;

**“Articles”**

means the company’s articles of association;

**“Chairman”**

a director appointed to the Executive Committee under Article 16.2;

**“chairman of the meeting”**

has the meaning given in Article 27;

**“Companies Acts”**

means the Act and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the company;

**“director”**

means a director of the company;

**“document” or “notice”**

includes, unless otherwise specified, any document or notice sent or supplied by electronic communication;

**“electronic communication”**

means any document or information sent or supplied in electronic form within the meaning of section 1168 of the Act;

**“Executive Committee”**

means the committee of directors appointed pursuant to Article 16.2 including the Chairman, Deputy Chairman, the Secretary and the Treasurer;

**“group company”**

means any holding company of the company or any subsidiary of such company;

**“member”**

has the meaning given in section 112 of the Act;

**“ordinary resolution”**

has the meaning given in section 282 of the Act and includes such a resolution passed by written resolution;

**“President”**

means a director so appointed under Article 16.1 and has the meaning given in Article 10;

**“proxy notice”**

has the meaning given in Article 33;

**“secretary”**

means the company secretary (if any) and includes any joint, assistant or deputy secretary;

**“special resolution”**

has the meaning given in section 283 of the Act and includes such a resolution passed by written resolution;

**“special majority”**

means a majority of at least 75% of the directors entitled to vote on such a resolution;

**“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 Act.

- 1.2 The model articles in Schedule 1 to the Companies (Model Articles) Regulations 2008 and any Table C to the Companies Act 1985 or any former enactment do not apply to the Company.
- 1.3 The Interpretation Act 1978 shall apply to these Articles in the same way it applies to an enactment.

## **PART 2: DIRECTORS**

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

#### **2 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.

### **3 MEMBERS' RESERVE POWER**

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

### **4 DIRECTORS MAY DELEGATE**

- 4.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:
  - 4.1.1 to such person or committee;
  - 4.1.2 by such means (including by power of attorney);
  - 4.1.3 to such an extent;
  - 4.1.4 in relation to such matters or territories; and
  - 4.1.5 on such terms and conditions,  
as they think fit.
- 4.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 4.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

### **5 COMMITTEES**

- 5.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.
- 5.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

## **DECISION-MAKING BY DIRECTORS**

### **6 MEETINGS OF DIRECTORS**

- 6.1 Subject to the provisions of these Articles, the directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 6.2 At any time any director may, and the secretary on the requisition of a director shall, summon a meeting of the directors.

6.3 Any such notice shall specify where, when and how the meeting is to be held. Any director may waive notice of any meeting and such waiver may be retrospective.

## **7 QUORUM FOR MEETINGS AND VOTING**

7.1 The quorum necessary for the transaction of business of the directors may be fixed from time to time by the directors and, unless so fixed at any other number or there is only one director, shall be five directors, at least three of which have not been elected to the Executive Committee under Article 16.2.

7.2 A meeting of the directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the directors.

7.3 Questions arising at any meeting of the directors shall be determined by a majority of votes. In case of an equality of votes the President, or chairman appointed under Article 10.2, shall have a second or casting vote.

## **8 MEETINGS BY CONFERENCE TELEPHONE ETC**

8.1 All or any of the directors or any committee of the directors may participate in a meeting of the directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting.

8.2 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

8.3 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman then is.

## **9 RESOLUTIONS IN WRITING**

9.1 A resolution executed by all the directors, or by all the members of a committee constituted under these Articles entitled to vote thereon, shall be as valid and effectual as if it had been passed at a meeting of the directors, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.

9.2 For the purposes of this Article 9:

9.2.1 a resolution shall consist of one or more written instruments (including faxes) or one or more electronic communications sent to an address specified for the purpose by the secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;

9.2.2 a written instrument is executed when the person executing it signs it;

9.2.3 an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the secretary shall prescribe;

- 9.2.4 the directors, or (as the case may be) members of a committee constituted under these Articles, need not execute the same written instrument or electronic communication;
- 9.2.5 a resolution shall be effective when the secretary certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article 9;
- 9.2.6 unless the members by special resolution or the directors have previously otherwise resolved, such a resolution need not be executed by all the directors entitled to vote thereon and can be passed by a majority of the directors so entitled and the chairman shall, in the case of equality of votes of all the directors so entitled, have a second or casting vote; and
- 9.2.7 if no secretary is appointed, the chairman shall perform the functions of the secretary under this Article 9.

## **10 CHAIRING OF DIRECTORS' MEETINGS**

- 10.1 The President shall chair directors' meetings.
- 10.2 If the President 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.
- 10.3 The Chairman shall chair meetings of the Executive Committee.
- 10.4 If the Chairman is not participating in an Executive Committee meeting within ten minutes of the time at which it was to start, the Deputy Chairman shall chair the meeting, or failing which the participating directors must appoint one of themselves to chair it.

## **11 DIRECTORS' CONFLICTS OF INTEREST**

- 11.1 A director must declare to the other directors any situation of which he is aware in which he has, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company unless:
  - 11.1.1 it relates to a contract, transaction or arrangement with the company;
  - 11.1.2 the matter has been authorised by the directors; or
  - 11.1.3 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 11.2 The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law any conflict or potential conflict disclosed under Article 11.1. Provided that for this purpose the director in question and any other interested director are not counted in the quorum for any resolution at any board meeting pursuant to which such conflict or potential conflict is



authorised and it is agreed to without their voting or would have been agreed to if their votes had not been counted.

- 11.3 Subject to Article 11.4, 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 a meeting (or part of the meeting) for voting or quorum purposes, the question may, before conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any director other than the chair is to be final and conclusive.
- 11.4 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose such a director is not to be counted as participating in the meeting (or that part of the meeting) for voting and quorum purposes.
- 11.5 A director shall not, by reason of his office, be accountable to the company for any benefit which he derives from any matter where the conflict or potential conflict has been authorised by the directors pursuant to Article 11.2 (subject in any such case to any limits or conditions to which such authorisation was subject).

## **12 DIRECTORS' INTEREST IN A CONTRACT WITH THE COMPANY**

- 12.1 A director who becomes aware that he is in any way, directly or indirectly interested in a proposed or existing contract, transaction or arrangement with the company must declare the nature and extent of that interest to the other directors unless it cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 12.2 Subject as otherwise provided in the Act or these Articles, a director may be in any way, directly or indirectly, interested in any contract or arrangement or transaction with the company or any group company and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the company or any group company) under the company, any group company or any other company in which the company is in any way interested and he (or any firm of which he is a member) may act in a professional capacity for the company or any group company or any such other company and be remunerated therefor and in any such case as aforesaid (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him thereunder or in consequence thereof.

## **13 MEANS OF DISCLOSURE**

An interest of a director to be disclosed under Articles 11 or 12 may be declared at a meeting of directors, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act.

## **14 CONNECTED PERSONS INTERESTS AND WAIVER**

- 14.1 For the purposes of Article 11 and 12 above an interest of a person who is, connected with a director (within the meaning of section 252 of the Act) shall be treated as an interest of the director.

- 14.2 The members may by ordinary resolution suspend or relax the provisions of Article 12 to any extent or ratify any transaction not duly authorised by reason of a contravention of Article 12.

## 15 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.

## APPOINTMENT OF DIRECTORS

### 16 METHODS OF APPOINTING DIRECTORS

- 16.1 ~~Subject to article 17.3, any~~ Any member who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution of the members ~~at the annual general meeting held in accordance with article 22.2; or by a special majority of the directors.~~
- 16.2 Any director who is willing to act on the Executive Committee may be appointed by a special majority of directors at any time.
- 16.3 Unless varied by special resolution, the number of directors shall not be less than 10 and subject to a maximum of 20 and the number of directors on the Executive Committee shall be up to a maximum of 6.
- 16.4 In addition to the powers set out in this article 16, the directors shall have the power at any time to appoint any member to be a director to fill a casual vacancy as a result of a termination of a director's appointment pursuant to articles 17.3.2 to 17.3.5. ~~Any director so appointed shall hold office until such time as the director he has replaced was due to retire under article 17.1.~~

### 17 TERMINATION OF DIRECTOR'S APPOINTMENT

- ~~17.1 At the annual general meeting held in accordance with article 22.2, unless the directors resolve otherwise by special majority, one third of the directors for the time being (excluding directors elected to the Executive Committee and rounded up to the nearest whole number) shall resign from office. Those to retire shall be those who have been the longest in office since their last election and if such directors are greater than one third of the directors in number (as rounded up as the case may be) those to retire in the absence of agreement shall be selected from among them by lot.~~

#### 17.1 NOT USED

- 17.2 The directors may at any time resolve by special majority to remove a director ~~from~~ from the Executive Committee.
- 17.3 A person ceases to be a director as soon as:

~~17.3.1 that person resigns from office pursuant to article 17.1 above;~~

#### 17.3.1 NOT USED

- 17.3.2 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
  - 17.3.3 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
  - 17.3.4 a resolution is passed or a document is signed by all the (other) directors to that effect; or
  - 17.3.5 a notice or notices in writing to that effect is/are delivered to the company's registered office or secretary from at least three quarters of the members of the company.
- 17.4 For the avoidance of doubt, a person ceases to be on the Executive Committee as soon as he ceases to be a director pursuant to this article 17.

## 18 **DIRECTORS' REMUNERATION**

- 18.1 Directors may undertake any services for the company that the directors decide.
- 18.2 Directors are entitled to such remuneration as the directors determine:
- 18.2.1 for their services to the company as directors; and
  - 18.2.2 for any other service which they undertake for the company.
- 18.3 Subject to the Articles, a director's remuneration may:
- 18.3.1 take any form; and
  - 18.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 18.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 18.5 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of any other group company or of any other body corporate in which the company is interested.

## 19 **DIRECTORS' EXPENSES**

- 19.1 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:
- 19.1.1 meetings of directors or committees of directors;
  - 19.1.2 general meetings,

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

- 19.2 The company may also fund a director's expenditure for the purposes permitted under the Act and may do anything to enable a director to avoid incurring such expenditure as provided in the Act.

## **PART 3: MEMBERS**

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

#### **20 APPLICATIONS FOR MEMBERSHIP**

- 20.1 No person shall become a member of the company unless:

20.1.1 that person has completed an application for membership in a form approved by the directors; and

20.1.2 the directors have approved the application.

#### **21 TERMINATION OF MEMBERSHIP**

- 21.1 A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.

21.2 A membership is not transferable.

21.3 A person's membership terminates when that person dies or ceases to exist.

21.4 If at any time the directors shall be of the opinion that the conduct of a member may result in circumstances which are likely to lead to placing the member or the company in disrepute or to a misrepresentation of the company or its views, the directors may by special majority, give notice in writing sent by recorded delivery to a member's address to:

21.4.1 suspend his membership; or

21.4.2 request that the member withdraw from membership of the company under Article 21.1 within a specified time.

21.5 If

21.5.1 on expiry of the time specified in a notice given under Article 21.4.1 the relevant member has not withdrawn from membership under Article 21.1; or

21.5.2 on receipt of a notice under 21.4.2 the member gives notice to the company of such a request;

the matter shall be submitted to a meeting of directors.

- 21.6 A meeting under Article 21.5 shall be held on 14 days' notice and such notice shall specify the matter to be discussed. The relevant member shall be entitled to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw his membership unless it is resolved that he must do so by ordinary resolution at the meeting. The member shall thereon cease to be a member of the company and his name shall be withdrawn from the register of members.

## **ORGANISATION OF GENERAL MEETINGS**

### **22 GENERAL MEETINGS**

- 22.1 The directors may whenever they think fit convene a general meeting and shall, following requisition in accordance with the Act, proceed to convene a general meeting in accordance therewith.

~~22.2 Pursuant to article 22.1 above, the directors shall convene a general meeting once in every calendar year for the purpose of appointing and removing directors under articles 16 and 17.~~

### 22.2 NOT USED

### **23 CALLING GENERAL MEETINGS**

- 23.1 A general meeting of the company shall be called by notice of at least such length as is required in the circumstances by the Act.
- 23.2 The company may give such notice by any means or combination of means permitted by the Act.
- 23.3 A general meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 90 per cent of the total voting rights at that meeting of all the members of the meeting.

### **24 NOTICE OF GENERAL MEETINGS**

- 24.1 Every notice calling a general meeting shall specify the place and the day and hour of the meeting.
- 24.2 There shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of him and that a proxy need not be a member of the company.
- 24.3 The text of each special resolution to be proposed at the general meeting shall be set out in the notice.
- 24.4 Either the text of, or sufficient information to enable a member to understand the purpose of, each ordinary resolution shall be set out in the notice.

### **25 ATTENDANCE BY CONFERENCE TELEPHONE ETC.**

- 25.1 All or any of the members or persons permitted to attend under Article 28 may participate in the meeting by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting.
- 25.2 A member so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in the quorum accordingly.

## 26 **QUORUM FOR GENERAL MEETINGS**

The provisions of section 318 of the Act shall apply. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. The quorum is 15 members.

## 27 **CHAIRING GENERAL MEETINGS**

- 27.1 The President shall chair general meetings if present and willing to do so.
- 27.2 If the directors have not appointed a President, or if the President is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- 27.2.1 the directors present; or
- 27.2.2 (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 27.3 The person chairing a meeting in accordance with this Article is referred to as “the chairman of the meeting”.

## 28 **ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS**

- 28.1 Directors may attend and speak at general meetings, whether or not they are members.
- 28.2 The chairman of the meeting may permit other persons who are not:
- 28.2.1 members of the company; or
- 28.2.2 otherwise entitled to exercise the rights of members in relation to general meetings,
- to attend and speak at a general meeting.

## 29 **ADJOURNMENT**

- 29.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present the chairman of the meeting must adjourn it.

- 29.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 29.2.1 the meeting consents to an adjournment; or
  - 29.2.2 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.
- 29.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 29.4 When adjourning a general meeting, the chairman of the meeting must:
- 29.4.1 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
  - 29.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 29.5 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 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 29.5.1 to the same persons to whom notice of the company's general meetings is required to be given; and
  - 29.5.2 containing the same information which such notice is required to contain.
- 29.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **30 VOTING: GENERAL**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles. Each member shall be entitled to one vote.

### **31 ERRORS AND DISPUTES**

- 31.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 31.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

### **32 POLL VOTES**

- 32.1 A poll on a resolution may be demanded:

- 32.1.1 in advance of the general meeting where it is to be put to the vote; or
  - 32.1.2 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.
- 32.2 A poll may be demanded by:
- 32.2.1 the chairman of the meeting;
  - 32.2.2 the directors;
  - 32.2.3 two or more persons having the right to vote on the resolution; or
  - 32.2.4 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.
- 32.3 A demand for a poll may be withdrawn if:
- 32.3.1 the poll has not yet been taken; and
  - 32.3.2 the chairman of the meeting consents to the withdrawal.
- 32.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

### **33 CONTENT OF PROXY NOTICES**

- 33.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 33.1.1 states the name and address of the member appointing the proxy;
  - 33.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 33.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 33.1.4 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.
- 33.2 The company may require proxy notices to be delivered in a particular form and, subject to the Act, by a particular time and may specify different forms for different purposes.
- 33.3 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.
- 33.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 33.4.1 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



33.4.2 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.

#### **34 DELIVERY OF PROXY NOTICES**

34.1 A person 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 person.

34.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

34.3 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.

34.4 If a proxy notice is not executed by the person 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.

#### **35 AMENDMENTS TO RESOLUTIONS**

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

35.1.1 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 chairman of the meeting may determine); and

35.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

35.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

35.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

35.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

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

## **PART 4: LIABILITY OF MEMBERS**

### **36 LIABILITY OF MEMBERS**

- 36.1 Each member undertakes that, if the company is wound up while he is a member or within one year after he ceases to be a member, he will contribute an amount to the assets of the company as may be required for:
- 36.2 payment of the company's debts and liabilities contracted before he ceases to be a member;
- 36.3 payment of the costs, charges and expenses of winding up; and
- 36.4 adjustment of the rights of the contributories among themselves, not exceeding £1.

## **PART 5: ADMINISTRATIVE ARRANGEMENTS**

### **37 MEANS OF COMMUNICATION TO BE USED**

- 37.1 Subject to the Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which 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.
- 37.2 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.
- 37.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### **38 COMPANY SEALS**

- 38.1 Any common seal may only be used by the authority of the directors.
- 38.2 The directors may decide by what means and in what form any common seal is to be used.
- 38.3 Unless otherwise decided by the directors, if the company 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.
- 38.4 For the purposes of this Article, an authorised person is:
- 38.4.1 any director of the company;

- 38.4.2 the company secretary (if any); or
- 38.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

#### **39 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.

#### **40 PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS**

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company 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**

#### **41 INDEMNITY**

41.1 Subject to paragraph 41.2, a relevant director of the company or an associated company may be indemnified out of the company's assets against:

41.1.1 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;

41.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in his capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); and

41.1.3 any other liability incurred by that director as an officer of the company or an associated company.

41.2 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.

41.3 In this Article:

41.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

41.3.2 a "relevant director" means any director or former director of the company or an associated company.

#### **42 INSURANCE**

42.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

42.2 In this Article:

- 42.2.1 a “relevant director” means any director or former director of the company or an associated company;
- 42.2.2 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, any associated company or any pension fund or employees’ share scheme of the company or associated company; and
- 42.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.