

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF APCI

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## PART 1

### NAME AND OBJECTS OF THE COMPANY

#### **Name**

1. The name of the Company is APCI.

#### **Registered office**

2. The Company's registered office must be situated in England and Wales.

#### **Objects**

3. The Company's objects are:

- (a) to promote the legal interpreting profession;
- (b) to further the interests of its members and represent them to government, work providers and other bodies;
- (c) to encourage excellence in the quality of service that its members offer to users of their services and the use of best practice within the profession;
- (d) to establish and regularly review a Code of Conduct and to require its members to observe its provisions;
- (e) to promote and uphold standards of professional and ethical conduct and integrity; and
- (f) to provide training and other membership services for its members.

#### **Use of income and assets in furtherance of objects**

4. —(1) The income and assets of the Company shall be applied solely towards the promotion of its objects as set forth in Article 3, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company and no director of the Company shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company.  
(2) Nothing in this Article shall prevent the Company from reimbursing any member or director of the Company for out-of-pocket expenses legitimately incurred in the furtherance of the Company's objects.

PART 2  
INTERPRETATION AND LIMITATION OF LIABILITY

**Defined terms**

- 5.—(1) In the Articles, unless the context requires otherwise—
- “Articles” means the Company’s Articles of Association, as adopted or amended by its members;
  - “Associate Member” means a member listed in the register of members as an Associate Member;
  - “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;
  - “Chairman” has the meaning given in Article 27;
  - “chairman of the meeting” in relation to a directors’ meeting and a general meeting has the meaning given in Articles 18 and 43 respectively;
  - “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;
  - “Company” means APCI;
  - “director” means a director of the Company, and includes any person occupying the position of director, by whatever name called;
  - “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
  - “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
  - “member” has the meaning given in section 112 of the Companies Act 2006; except where specifically provided otherwise, the terms “member” and “members” shall include Student Members, Associate Members and Retired Members;
  - “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 16;
  - “Retired Member” means a member listed in the register of members as a Retired Member;
  - “special resolution” has the meaning given in section 283 of the Companies Act 2006, except that the words ‘not less than 75%’ are replaced on every occurrence by the words ‘not less than two thirds’;
  - “Student Member” means a member listed in the register of members as a Student Member;
  - “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.
- (2) 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) References to the masculine include the feminine and vice-versa; and references to the singular include the plural and vice-versa.

(4) The nomenclature used on the Company's website and in its publications to describe languages is that determined by the National Register of Public Service Interpreters or any other statutory or non-statutory body which may in future succeed it.

### **Liability of members**

6. 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 Company'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 contributors among themselves.

## **PART 3**

### **DIRECTORS**

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

#### **Directors' general authority**

7.—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.

#### **Extraordinary administration**

8.—(1) The directors may act for or on behalf of the Company in any matter demanding immediate or urgent attention which is outside their normal powers of administration.

(2) Any action taken under paragraph (1) must be ratified by members at a general meeting called for that purpose or at the following Annual General Meeting.

#### **Members' reserve power**

9.—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

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

#### **Directors may delegate**

10.—(1) Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles—

- (a) to such person or 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 person to whom they are delegated.

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

### **Committees**

**11.**—(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.

(2) The members of committees do not need to be directors of the Company.

(3) 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.

### **Directors' responsibilities**

**12.**—(1) The Chairman shall be the chief spokesman of the Company and with the other directors shall be responsible for the implementation of the Company's objects.

(2) The Chairman shall normally chair directors' meetings and general meetings unless he delegates this function to another director.

(3) The Vice Chairman if appointed shall assist the Chairman in any way possible and may deputise for him at directors' meetings and general meetings.

(4) The Company Secretary if appointed shall be responsible for correspondence with members and for general administration of the Company including sending out notices of meetings, and for ensuring that the Company complies with the requirements of the Companies Acts.

(5) If no Company Secretary is appointed, the responsibilities referred to in the foregoing paragraph shall be shared between the directors.

(6) The Treasurer shall have responsibility for all matters relating to the finances of the Company and its accountancy and in particular for ensuring that all monies or assets of whatever description belonging to the Company are applied strictly in accordance with the Company's objects.

(7) The Treasurer will cause to be kept a true account of the monies received and expended for or on account of the Company and of the Company's assets and liabilities.

(8) The Company's accounting year shall end on the 30 September in each year and the Company's accounts shall be submitted to the members by the Treasurer together with a balance sheet containing a summary of the Company's assets and liabilities as at the end of the financial year in question.

(9) The Company's financial assets less amounts necessary for casual expenditure shall be lodged in an authorised account at a bank or other institution on the direction of the directors. All cheques drawn on this account on behalf of the Company shall be signed by the Treasurer and countersigned by one of two other signatories who are directors authorised by a decision of the directors to sign on behalf of the Company.

(10) Nothing in the foregoing paragraph shall prevent the use of Internet Banking to make payments, provided that arrangements are in place for the authorisation of such payments equivalent to the provisions of paragraph (9). The arrangements referred to in this paragraph shall be determined from time to time by the directors.

(11) The Membership Secretary shall receive applications for membership and process them in accordance with a standardised and documented procedure, and shall present them to the directors for consideration. He shall maintain the register of members and report the number of members to the Annual General Meeting.

## DECISION-MAKING BY DIRECTORS

### **Directors to take decisions collectively**

**13.** The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a directors' meeting or a decision taken in accordance with Article 14.

### **Unanimous decisions**

**14.—**(1) A decision of the directors is taken in accordance with this Article when all eligible directors 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 director or to which each eligible director has otherwise indicated agreement in writing.

(3) 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.

(4) 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.

### **Calling a directors' meeting**

**15.—**(1) Directors' meetings shall be held once a month at a time and place to be determined by the Chairman.

(2) Notice of any directors' meeting shall be given to the directors by the Company Secretary or other director and must indicate—

(a) its proposed date and time;

(b) where it is to take place;

(c) the agenda for the meeting; and

(d) 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.

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

(4) There is no entitlement to any additional notice of a director's meeting in the case of a director who is temporarily outside the United Kingdom.

(5) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 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.

### **Participation in directors' meetings**

**16.**—(1) Subject to the Articles, directors participate in a directors' meeting, or part of a directors' 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 directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **Quorum for directors' meetings**

**17.**—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) 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 **three**, and unless otherwise fixed it is **three**.

(3) 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—

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the members to appoint further directors.

### **Chairing of directors' meetings**

**18.**—(1) Directors' meetings are normally chaired by the Chairman, or in his absence by the Vice Chairman.

(2) If neither the Chairman nor the Vice Chairman are participating in a directors' meeting within fifteen minutes of the time at which it was to start, the participating directors may appoint one of their number to chair the meeting.

(3) The person so appointed for the time being is known as 'the chairman of the meeting', and their appointment may be terminated at any time by the directors.

### **Casting vote**

**19.**—(1) If the numbers of votes for and against a proposal are equal, the Chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the Articles, the Chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.



## **Conflicts of interest**

**20.**—(1) The directors shall keep a register of directors' interests. A director must declare the nature and extent of any direct or indirect interest in an actual or proposed transaction or arrangement with the Company in which he is interested, which has not previously declared.

(2) 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.

(3) But if paragraph (4) 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.

(4) This paragraph applies when—

(a) 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;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(5) For the purposes of this Article, the following are permitted causes—

(a) 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;

(b) 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

(c) 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.

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

(7) Subject to paragraph (8), if a question arises at a meeting of directors or of a committee 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 or other director chairing the meeting whose ruling in relation to any director other than the Chairman or other director chairing the meeting is to be final and conclusive.

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

## **Records of decisions to be kept**

**21.** The directors must ensure that the Company keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

### **Directors' discretion to make further rules**

**22.** 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**

### **Number of directors**

**23.**—(1) There shall be no fewer than three and no more than five directors. The directors shall as far as possible be representative of different language groups.

(2) The term of office of a director, howsoever appointed, shall be a maximum of two years. On expiry of their term of office directors may be reappointed up to a maximum of three times.

### **Methods of appointing directors**

**24.**—(1) Subject to paragraphs (2) to (4), any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

- (a) by ordinary resolution, or
- (b) by a decision of the directors.

(2) No person may be appointed a director unless on the date of their appointment their name appears in the register of members.

(3) Directors must be ordinarily resident in the United Kingdom of Great Britain and Northern Ireland.

(4) Student Members, Associate Members and Retired Members are not eligible to act as directors.

(5) 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.

(6) For the purposes of paragraph (5), 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.

(7) Where a director is appointed by a decision of the directors pursuant to subparagraph (1)(b), such appointment shall only be until the next Annual General Meeting or general meeting called for such purpose at which it must be ratified.

### **Procedure for appointing directors by ordinary resolution**

**25.**—(1) Candidates for appointment to the post of director must be nominated by two members. Nominations endorsed by a proposer and seconder must be submitted in writing to the Company Secretary not less than twenty-eight days prior to the general meeting called for the purpose of appointing directors.

(2) For the purposes of paragraph (1), the term 'members' excludes Student Members, Associate Members and Retired Members.

## **Special appointments**

**26.**—(1) There are five special appointments: Chairman, Vice Chairman, Company Secretary, Treasurer and Membership Secretary. Persons appointed to the special appointments shall become directors of the Company by virtue of their special appointment.

(2) No person shall be appointed to a special appointment unless—

- (a) they are eligible to be appointed a director within the terms of Article 24;
- (b) they are appointed in accordance with the respective procedure for the special appointment laid down in Articles 27, 28 and 29.

## **Procedure for appointing Chairman**

**27.**—(1) The Chairman may only be appointed by ordinary resolution of a general meeting.

(2) Candidates for appointment to the post of Chairman must be nominated by two members. Nominations endorsed by a proposer and seconder must be submitted in writing to the Company Secretary not less than twenty-eight days prior to the general meeting called for the purpose of electing a Chairman.

(3) For the purposes of paragraph (2), the term ‘members’ excludes Student Members, Associate Members and Retired Members.

(4) Should a Chairman resign or die or be prevented from acting as Chairman due to incapacity or any other reason during his term of office and before the general meeting called for the purpose of electing a new Chairman the directors shall appoint one of their number to the post of Acting Chairman until the said general meeting can be held. The general meeting shall be called as soon as possible and shall take place in any event no later than three months from the date on which the vacancy for Chairman arose.

## **Procedure for appointing Vice Chairman**

**28.**—(1) A Vice Chairman may only be appointed by a decision of the directors.

(2) Candidates for appointment to the post of Vice Chairman must be nominated by two directors, one of whom must be the Chairman.

## **Procedure for appointing Company Secretary, Treasurer and Membership Secretary**

**29.**—(1) A Company Secretary, Treasurer or Membership Secretary may be appointed—

- (a) by ordinary resolution, or
- (b) by a decision of the directors.

(2) If appointed by ordinary resolution, candidates for appointment to the post of Company Secretary, Treasurer or Membership Secretary must be nominated by two members. Nominations endorsed by a proposer and seconder must be submitted in writing to the Company Secretary not less than twenty-eight days prior to the general meeting called for this purpose.

(3) For the purposes of paragraph (2), the term ‘members’ excludes Student Members, Associate Members and Retired Members.

## **Termination of director's appointment**

- 30.** A person ceases to be a director as soon as—
- (a) the period for which he was elected expires.
  - (b) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
  - (c) a bankruptcy order is made against that person;
  - (d) a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - (e) a registered medical practitioner who is treating that person gives a written opinion to the Company Secretary stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - (f) notification is received by the Company Secretary signed by the director that the director is resigning from office, or is resigning his membership of the Company in accordance with Article 39(1), and such resignation has taken effect in accordance with its terms;
  - (g) he has been absent from all directors' meetings for a period of six consecutive months;
  - (h) if that director was appointed by a decision of the directors and not by special resolution, a motion of no confidence is passed in him by two-thirds of the directors participating in any directors' meeting;
  - (i) a motion of no confidence is passed in him by special resolution of any general meeting convened in accordance with the provisions of Article 41.

## **Temporary suspension of directors**

- 31.**—(1) A director may be temporarily suspended—
- (a) during the period of any disciplinary proceedings or investigation by the National Register of Public Service Interpreters or any statutory or non-statutory body which may in future succeed it, or investigation by a police force or other official body into the conduct of a director as a result of any complaint having been submitted against that director or for any other reason, and until the outcome of such proceedings become known to the directors; or
  - (b) if the Chairman (or in his absence the Vice Chairman) determines, in exceptional circumstances, that—
    - (i) any of the grounds for disqualification contained in Articles 24 or 38(4) apply to that director;
    - (ii) there are reasonable grounds for believing that that director has acted with gross negligence, or maliciously, or in a manner liable to bring the Company into disrepute.
- (2) Any suspension under this Article is a temporary measure and must be ratified by a general meeting called for that purpose or at the following Annual General Meeting.

## **Obligations upon termination of office**

- 32.** Upon termination of office directors must—
- (a) return to the Company Secretary or to any other director at the earliest possible opportunity all original documents and correspondence to include copies of documents and correspondence sent or received relating to the Company which

they have acquired through their office, the said documents and correspondence being the property of the Company; and  
(b) not use any information gained through their office, unless it is already in the public domain.

### **Directors' remuneration**

33. Remuneration of £1,000 per annum, paid pro rata will be made available.

### **Directors' expenses**

34. The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—  
(a) meetings of directors or committees, or  
(b) general meetings,  
or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

## **PART 4**

### **MEMBERS**

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

### **Applications for membership**

35. No person shall become a member of the Company unless—  
(a) that person has completed an application for membership in a form approved by the directors, and  
(b) the directors have approved the application, and  
(c) that person's name has been entered in the Company's register of members.

### **Admission criteria**

36.—(1) Application for membership of the Company is open to all professional interpreters who satisfy the admission criteria from time to time determined by the directors.  
(2) The directors shall have the power to waive any or all of such criteria in exceptional circumstances.  
(3) The directors shall be empowered to require of any applicant evidence of linguistic ability, education, training and experience before consideration for membership.  
(4) The directors may appoint a committee to assess the suitability of candidates for membership by way of interview. Such a committee may be referred to as the 'Interview Panel' or by any other name but shall observe the general rules of procedure for committees laid down in Article 11.  
(5) The directors may in their absolute discretion refuse to approve any application for membership and are not required to give a reason for their decision, which shall be final.

- (6) Students on an eligible course of initial training leading to a qualification in public service interpreting may apply for admission as Student Members.
- (7) The directors shall have the power to determine which initial training courses are eligible for the purposes of paragraph (6).
- (8) Any interested party within the UK or elsewhere who shares the objects of the Company and wishes to be associated with it but is not included within any other category of membership may apply for admission as an Associate Member.
- (9) Applicants for admission as an Associate Member may be natural or legal persons.
- (10) Members who have reached the statutory retirement age and have ceased to earn their living as interpreters may apply to be listed as Retired Members.
- (11) The directors may at their discretion admit to the category of Retired Member a member who has not reached the statutory retirement age.

### **Membership subscription**

- 37.**—(1) Members shall be required to pay an annual subscription, the amount of which shall be determined by the directors and ratified by ordinary resolution of a general meeting.
- (2) Student Members, Associate Members and Retired Members shall benefit from a reduced rate of subscription which shall be determined by the directors and ratified by ordinary resolution of a general meeting.
- (3) The annual subscription shall be payable by each member on the first day of January of each year. Any member whose subscription is found to be in arrears for two months or more shall be notified in writing.

### **Disciplinary matters**

- 38.**—(1) Members shall be required to observe the provisions of the Code of Conduct from time to time published by the directors.
- (2) Members shall not purport to—
- (a) represent the Company, or
  - (b) be involved in organising educational or other events in the name of the Company, or
  - (c) be involved in publishing guidelines or any other material in the name of the Company
- without the prior written agreement of the directors.
- (3) The directors shall appoint a committee to hear any complaint of professional misconduct made against any member and shall determine the rules of procedure of the committee.
- (4) A complaint against a member shall only be dealt with in respect of matters occurring within the United Kingdom of Great Britain and Northern Ireland, and no more than six months after the alleged misconduct occurred.
- (5) A member against whom a complaint has been made shall be notified by the Company Secretary of the nature of the complaint and given an opportunity to respond to it before any decision is reached.
- (6) A member shall have a right of appeal against the decision of any committee if within seven days of having been notified of the committee's decision his notice of appeal is received in writing by the Company Secretary.
- (7) Any member of the Company who in the opinion of the directors has conducted himself in a manner which is liable to bring the Company into disrepute or renders

that person unfit to be a member shall have his name removed from the register of members.

(8) If the directors are considering the removal of a member's name from the register of members they shall notify the member concerned before taking any decision and shall give him the opportunity to make any representations he considers convenient.

(9) A member whose name is removed from the register of members shall have a right of appeal if within seven days of having been notified of the directors' decision his notice of appeal is received in writing by the Company Secretary.

(10) The directors shall appoint a committee to hear any appeals made under paragraph (6) or (9) and shall determine the rules of procedure of the committee. No person who took part in the contested decision shall sit on the committee.

(11) There will be no cause for any action against the directors in respect of this Article.

### **Termination of membership**

**39.**—(1) A member may withdraw from membership of the Company by giving seven days' notice to the Company Secretary in writing.

(2) Membership is not transferable.

(3) A person's membership terminates when that person dies or ceases to exist.

(4) A member whose subscription remains unpaid within ten days of receipt of notification under Article 37(3) shall cease to be a member and their name shall be removed from the register of members.

(5) For the purposes of paragraph (4), the date of receipt of such notification shall be considered as five days after the date of posting.

(6) A member who has ceased to be a member of the Company by virtue of the provisions of paragraph (4) may re-apply to join the Company subject to any conditions which the directors may consider desirable for the good management of the Company.

(7) When a member ceases to be a member for whatever reason he must return his membership card to the Company's registered office. The card remains the property of the Company.

## **ORGANISATION OF GENERAL MEETINGS**

### **Annual General Meeting**

**40.**—(1) The Annual General Meeting of the Company shall be held in each year in addition to any other meeting in that year. The Annual General Meeting shall be held on a date to be fixed by the directors and in any case as soon as it is convenient after the last day of September.

(2) The Annual General Meeting shall be convened by means of a written notice circulated to all members at least six weeks before the date set for the meeting.

(3) Such notice shall specify the place, the date and the time of the meeting and the nature of the business to be transacted.

(4) Non-receipt of such notice by any member shall not invalidate any resolution passed or other business transacted at such a meeting.

(5) No business shall be transacted at any Annual General Meeting which has not been specified in the notice convening the meeting or proposed by members in accordance with paragraph (6) but the chairman of the meeting may at his discretion

approve the discussion of a matter not specified in the notice convening the meeting or proposed by members in accordance with paragraph (6) provided that no resolution relating to that matter is put to the meeting.

(6) All proposals or other business for consideration at the Annual General Meeting must be sent by members in writing with names of proposer and seconder to the Company Secretary at least twenty-eight days before the meeting.

(7) At every Annual General Meeting there shall be written reports by the directors on the activities and financial position of the Company during the previous year.

### **Extraordinary General Meeting**

**41.**—(1) An Extraordinary General Meeting of the Company may be convened—

(a) by the Chairman, whenever he thinks fit;

(b) by a decision of the directors;

(c) on request in writing to the Company Secretary signed by at least fifteen members or members representing not less than one tenth of the total voting rights of all the members having the right to vote at general meetings, whichever shall be the greater.

(2) For the purposes of paragraph (1), the term ‘members’ excludes Student Members, Associate Members and Retired Members.

(3) An Extraordinary General Meeting shall be convened by means of a written notice circulated to all members at least twenty-eight days before the date set for the meeting.

(4) Such notice shall specify the place, the date and the time of the meeting and the nature of the business to be transacted.

(5) Non-receipt of such notice by any member shall not invalidate any resolution passed or other business transacted at such a meeting.

(6) No business shall be transacted at any Extraordinary General Meeting which has not been specified in the notice convening the meeting but the chairman of the meeting may at his discretion approve the discussion of a matter not specified in the notice convening the meeting provided that no resolution relating to that matter is put to the meeting.

### **Attendance and speaking at general meetings**

**42.**—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person’s vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) 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.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.



(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

### **Quorum for general meetings**

**43.**—(1) The quorum for general meetings may be fixed from time to time by a decision of the directors and unless otherwise so fixed shall be fifteen. If there are fewer than fifteen members two-thirds of the remaining members shall constitute a quorum.

(2) For the purposes of paragraph (1), Student Members, Associate Members and Retired Members shall not count towards the quorum.

(3) 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.

### **Chairing general meetings**

**44.**—(1) General meetings are normally chaired by the Chairman, or in his absence by the Vice Chairman.

(2) If the Chairman and Vice Chairman are unwilling or unable to chair the meeting or not present within fifteen minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (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.

(3) The person chairing a meeting in accordance with this Article is referred to as “the chairman of the meeting”.

### **Attendance and speaking by directors and non-members 45.—**

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

(2) The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

### **Adjournment**

**46.**—(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.

(2) The chairman 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 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.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman 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 directors, 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 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)—
  - (a) to the same persons to whom notice of the Company'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

### **Voting: general**

- 47.**—(1) Any matters requiring to be decided by vote at a General Meeting shall be determined by a simple majority of the members entitled to vote and voting unless otherwise specified in these Articles.
- (2) Unless the directors have determined to hold a postal ballot, voting at any general meeting of the Company shall be by a show of hands, every member present in person having one vote.
- (3) If the numbers of votes for and against a proposal are equal, the chairman of the meeting has a casting vote.
- (4) Student Members, Associate Members and Retired Members shall not be entitled to vote at a general meeting.

### **Postal ballot**

- 48.**—(1) The directors may, in their absolute discretion, determine that a postal ballot be held in relation to any resolution to be put before a general meeting.
- (2) In a postal ballot, votes may be cast electronically, where this facility is available.
- (3) Postal and electronic votes must be received at least seven days before the general meeting at which such matters will be finalised.
- (4) Any matters excepting special resolutions requiring to be decided by postal ballot shall be decided by a simple majority of the aggregate of valid postal and electronic votes and valid votes in person by members entitled to vote and voting, unless otherwise provided in these Articles.
- (5) Any special resolutions requiring to be decided by postal ballot shall be decided by a two-thirds majority of the aggregate of valid postal and electronic votes and valid votes in person by members entitled to vote and voting, unless otherwise provided in these Articles.

### **Errors and disputes**

- 49.**—(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.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

### **Poll votes**

- 50.**—(1) A poll on a resolution may be demanded—
- (a) in advance of the general meeting where it is to be put to the vote, or
  - (b) 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.
- (2) A poll may be demanded by—
- (a) the chairman of the meeting;
  - (b) the directors;
  - (c) two or more persons having the right to vote on the resolution; or
  - (d) 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.
- (3) A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
  - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

### **Amendments to resolutions**

- 51.**—(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 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
  - (b) the proposed amendment does not, in the reasonable opinion of the chairman 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 chairman 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 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 5**

### **ADMINISTRATIVE ARRANGEMENTS**

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

- 52.**—(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 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 Company.

(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 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.

### **No right to inspect accounts and other records**

**53.** 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.

### **Service of notices**

**54.—**(1) Notices to be served on the Company shall be delivered in person or sent by post to its registered office. Notices sent by other means shall not be deemed effectively served.

(2) Notices to be served by the Company on its members shall be sent to the most recently notified address of that member and shall be deemed effectively served five days after posting.

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **Indemnity**

**55.—**(1) Subject to paragraph (2), a relevant director of the Company or an associated Company may be indemnified out of the Company'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 Company or an associated company,

(b) any other liability incurred by that director as an officer of the Company 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 Company or an associated company.

### **Insurance**

**56.—**(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.

(2) In this Article—

- (a) a “relevant director” means any director or former director of the Company 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 Company or any associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **AMENDMENT OR VARIATION OF ARTICLES; WINDING-UP**

### **Amendment or variation of Articles**

**57.** The Articles may be amended or varied—

- (a) by the directors subject to ratification at a general meeting of the Company;
- (b) by special resolution of any general meeting;

provided that written notice of any proposed amendment or variation is given to the Company Secretary at least twenty-eight days before the general meeting called for that purpose and circulated by the Company Secretary to all members of the Company prior to such meeting.

### **Winding up**

**58.**—(1) If upon the winding-up or dissolution of the Company there remain, after the satisfaction of all debts and liabilities, any assets whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, to be determined by the members at or before the time of dissolution, which shall prohibit the distribution of its or their income and property to an extent at least as great as that imposed on the Company by virtue of Article 4.

(2) To the extent that it is impossible to give effect to the provisions of paragraph (1), such assets shall be given or transferred to some other charitable organisation.

(3) In the absence of the agreement of members as to the disposal of such assets this shall be decided by a simple majority by a show of hands of the members present and voting at any general meeting.