

The Companies Act 2006

Company Limited By Guarantee and Not Having a Share Capital

ARTICLES OF ASSOCIATION

OF

EUROPEAN MEDICAL WRITERS ASSOCIATION

Adopted – August 2010

INDEX TO THE ARTICLES

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms
2. Model Articles
3. Objects
4. Liability of members

PART 2

RULES

5. Rules

PART 3

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority
7. Members' reserve power
8. Directors may delegate
9. Committees

DECISION-MAKING BY DIRECTORS

10. Directors to take decisions collectively
11. Unanimous decisions
12. Calling a directors' meeting
13. Participation in directors' meetings
14. Quorum for directors' meetings
15. Chairing of directors' meetings
16. Casting vote
17. Conflicts of interest
18. Records of decisions to be kept
19. Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

20. Number of directors
21. Methods of appointing directors
22. Termination of director's appointment
23. Directors' remuneration
24. Directors' expenses

PART 4

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

- 25. Applications for membership
- 26. Obligations of membership
- 27. Termination of membership

ORGANISATION OF GENERAL MEETINGS

- 28. Attendance and speaking at general meetings
- 29. Quorum for general meetings
- 30. Chairing general meetings
- 31. Attendance and speaking by directors and non-members
- 32. Adjournment

VOTING AT GENERAL MEETINGS

- 33. Voting: general
- 34. Errors and disputes
- 35. Poll votes
- 36. Content of proxy notices
- 37. Delivery of proxy notices
- 38. Amendments to resolutions

PART 5

ADMINISTRATIVE ARRANGEMENTS

- 39. Means of communication to be used
- 40. No right to inspect accounts and other records
- 41. Provision for employees on cessation of business

DIRECTORS' INDEMNITY AND INSURANCE

- 42. Indemnity
- 43. Insurance

DISTRIBUTIONS AND WINDING UP

- 44. Distributions
- 45. Winding up

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

1.1 In the articles, unless the context requires otherwise:

articles	means the Association's articles of association;
Association	means European Medical Writers Association;
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 15;
chairman of the meeting	has the meaning given in article 30;
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association;
Conference Director	means the Conference Director of the Association or person fulfilling the same or equivalent function however named from time to time;
director	means a director of the Association, 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;
Education Officer	means the Education Officer of the Association or person fulfilling the same or equivalent function however named from time to time;
electronic form	has the meaning given in section 1168 of the Companies Act 2006;
Honorary Secretary	means the Honorary Secretary of the Association or person fulfilling the same or equivalent function however named from time to time;
Journal Editor	means the Journal Editor of the Association or person fulfilling the same or equivalent function however named from time to time;
member	has the meaning given in section 112 of the Companies Act 2006;

Mission Statement	means the Mission Statement of the Association;
Objects	means the objects of the Association referred to in article 3;
ordinary resolution	has the meaning given in section 282 of the Companies Act 2006;
participate	in relation to a directors' meeting, has the meaning given in article 13;
Poll vote	includes votes cast in advance and votes which are made on a show of hands by those members present in person at the meeting;
President	means the President of the Association or person fulfilling the same or equivalent function however named from time to time;
proxy notice	has the meaning given in article 36;
Public Relations Officer	means the Public Relations Officer of the Association or person fulfilling the same or equivalent function however named from time to time;
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;
Treasurer	means the Treasurer of the Association or person fulfilling the same or equivalent function however named from time to time;
Vice-President	means the Vice-President of the Association or person fulfilling the same or equivalent function however named from time to time;
Website Manager	means the Website Manager of the Association or person fulfilling the same or equivalent function however named from time to time; 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.

1.2 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 Association.

2. Model Articles

- 2.1 The provisions of Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) are hereby excluded.

3. Objects

- 3.1 The objects of the Association as set out in Article 3.2 below shall be deemed to be incorporated in these articles.

- 3.2 The Association's objects are:

3.2.1 To improve the quality of written communication in the field of medicine and related scientific areas including information for the benefit of, and targeted at, the public;

3.2.2 To offer possibilities for training aiming to foster the quality of communication in the biomedical sciences including information for the benefit of, and targeted at, the public; and

3.2.3 To bring together persons (medical writers) involved or interested in any type of communication in the field of medicine and related professions and scientific areas.

4. Liability of members

- 4.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Association 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:

4.1.1 payment of the Association's debts and liabilities contracted before he ceases to be a member;

4.1.2 payment of the costs, charges and expenses of winding up; and

4.1.3 adjustment of the rights of the contributories among themselves.

PART 2 RULES

5. Rules

- 5.1 The board of directors may from time to time make such rules as it may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of membership.

PART 3
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority

- 6.1 Subject to the articles, the directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.
- 6.2 The directors must consider and act in accordance with the Mission Statement of the Association when exercising any of the powers which are conferred on them.

7. Members' reserve power

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

8. Directors may delegate

- 8.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
- 8.1.1 to such person or committee;
 - 8.1.2 by such means (including by power of attorney);
 - 8.1.3 to such an extent;
 - 8.1.4 in relation to such matters or territories; and
 - 8.1.5 on such terms and conditions;
- as they think fit.
- 8.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 8.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

9. Committees

- 9.1 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.
- 9.2 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

10. Directors to take decisions collectively

- 10.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 11.
- 10.2 If:
- 10.2.1 the Association only has one director; and
 - 10.2.2 no provision of the articles requires it to have more than one director
- the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

11. Unanimous decisions

- 11.1 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.
- 11.2 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.
- 11.3 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.
- 11.4 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.

12. Calling a directors' meeting

- 12.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Honorary Secretary to give such notice.
- 12.2 Notice of any directors' meeting must indicate:
 - 12.2.1 its proposed date and time;
 - 12.2.2 where it is to take place;
 - 12.2.3 an agenda; and
 - 12.2.4 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.
- 12.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 12.4 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 Association 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.

13. Participation in directors' meetings

- 13.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - 13.1.1 the meeting has been called and takes place in accordance with the articles; and
 - 13.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 13.3 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.

14. Quorum for directors' meetings

- 14.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 14.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must:
- 14.2.1 never be less than five, and unless otherwise fixed it is five; and
 - 14.2.2 include the President or a director nominated by him.
- 14.3 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:
- 14.3.1 to appoint further directors; or
 - 14.3.2 to call a general meeting so as to enable the members to appoint further directors.

15. Chairing of directors' meetings

- 15.1 The President of the Association will normally preside as chairman at all meetings of the board of directors. In the absence of the President of the Association, or in the presence of a President who is unwilling to preside, the directors may appoint one of the other directors to chair that meeting.
- 15.2 The person so appointed for the time being is known as the chairman.
- 15.3 The directors may terminate the chairman's appointment at any time.
- 15.4 If the chairman 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.

16. Casting vote

- 16.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- 16.2 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.

17. Conflicts of interest

- 17.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Association in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

- 17.2 But if Article 17.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.
- 17.3 This Article applies when:
- 17.3.1 the Association 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;
 - 17.3.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 17.3.3 the director's conflict of interest arises from a permitted cause.
- 17.4 For the purposes of this article, the following are permitted causes:
- 17.4.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries;
 - 17.4.2 subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 17.4.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Association or any of its subsidiaries which do not provide special benefits for directors or former directors.
- 17.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 17.6 Subject to Article 17.7, 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.
- 17.7 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.

18. Records of decisions to be kept

18.1 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 unanimous or majority decision taken by the directors.

19. Directors' discretion to make further rules

19.1 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

20. Number of directors

20.1 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall be a maximum of 14 but shall not be less than three.

20.2 Unless otherwise determined by ordinary resolution, the board of directors shall comprise:

20.2.1 President;

20.2.2 Vice-President;

20.2.3 Treasurer;

20.2.4 Honorary Secretary;

20.2.5 Education Officer;

20.2.6 Public Relations Officer;

20.2.7 Conference Director;

20.2.8 Website Manager;

20.2.9 Journal Editor; and

20.2.10 up to five other members of the Association.

21. Methods of appointing directors

21.1 Any person who is a member of the Association and willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

21.1.1 by ordinary resolution, or

21.1.2 by a decision of the directors.

- 21.2 In any case where, as a result of death, the Association 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.
- 21.3 For the purposes of Article 21.2, 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.
- 21.4 The President and Vice-President are appointed as directors for a term of office of one year. All other members appointed as directors are appointed for a term of office of two years. The provisions of this Article shall apply to all persons who are directors of the Association at the time of adopting these articles.
- 21.5 Directors cannot be re-appointed at the end of their term except in the following circumstances:
- 21.5.1 there is no other member willing to act as a director in place of that director; and
 - 21.5.2 the President is willing to recommend that person for re-appointment in accordance with Article 21.1.

22. Termination of director's appointment

- 22.1 A person ceases to be a director as soon as:
- 22.1.1 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;
 - 22.1.2 that person ceases to be a member of the Association;
 - 22.1.3 a bankruptcy order is made against that person;
 - 22.1.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 22.1.5 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;
 - 22.1.6 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - 22.1.7 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; or

22.1.8 all eligible directors indicate to each other that they share a common view that that person should no longer be a director.

23. Directors' remuneration

23.1 Directors may undertake any services for the Association that the directors decide on an unpaid basis subject to Articles 23.2 to 23.5 below.

23.2 In exceptional circumstances, directors are entitled to such remuneration as the directors determine:

23.2.1 for their services to the Association as directors, and

23.2.2 for any other service which they undertake for the Association.

23.3 Subject to the articles, a director's remuneration may:

23.3.1 take any form, and

23.3.2 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.

23.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

23.5 Unless the directors decide otherwise, directors are not accountable to the Association for any remuneration which they receive as directors or other officers or employees of the Association's subsidiaries or of any other body corporate in which the Association is interested.

24. Directors' expenses

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

24.1.1 meetings of directors or committees of directors,

24.1.2 general meetings, or

24.1.3 separate meetings of the holders of debentures of the Association,

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

PART 4
MEMBERS
BECOMING AND CEASING TO BE A MEMBER

25. Applications for membership

25.1 No person shall become a member of the Association unless:

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

25.1.2 the directors have approved the application.

25.2 The Association can refuse membership to a person without giving any reasons for their refusal.

25.3 The board of directors of the Association may from time to time make such rules, bylaws and other provisions for regulating admission to and removal from membership as may from time to time be deemed appropriate.

26. Obligations of membership

26.1 Every member shall be bound to further to the best of his ability the objectives of the Association and shall observe all regulations of the Association and shall not abuse his connection with the Association to further his business interests.

27. Termination of membership

27.1 A member may withdraw from membership of the Association by giving notice to the Association in writing. Once notice has been served, the member's membership will terminate at the end of the current membership year.

27.2 Membership is not transferable.

27.3 A person's membership terminates automatically in the following circumstances:

27.3.1 when that person dies or ceases to exist;

27.3.2 30 days after the date of membership renewal if that person has failed to pay the annual subscription fee for membership by this date; or

27.3.3 when all eligible directors indicate to each other that they share a common view that that person should no longer be a member.

ORGANISATION OF GENERAL MEETINGS

28. Attendance and speaking at general meetings

- 28.1 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.
- 28.2 A person is able to exercise the right to vote at a general meeting when:
- 28.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 28.2.2 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.
- 28.3 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.
- 28.4 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.
- 28.5 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.

29. Quorum for general meetings

- 29.1 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.
- 29.2 The quorum for a general meeting shall be ten members present in person or by proxy.

30. Chairing general meetings

- 30.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

30.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

30.2.1 the directors present; or

30.2.2 (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.

30.3 The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

31. Attendance and speaking by directors and non-members

31.1 The chairman of the meeting may permit other persons who are not members of the Association to attend and speak at a general meeting.

32. Adjournment

32.1 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.

32.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

32.2.1 the meeting consents to an adjournment; or

32.2.2 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.

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

32.4 When adjourning a general meeting, the chairman of the meeting must:

32.4.1 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

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

32.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the

day of the adjourned meeting and the day on which the notice is given):

32.5.1 to the same persons to whom notice of the Association's general meetings is required to be given; and

32.5.2 containing the same information which such notice is required to contain.

32.6 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

33. Voting: general

33.1 A resolution put to the vote of a general meeting must be decided on a show of hands (every member present in person has one vote) unless a poll (every member has one vote) is duly demanded in accordance with the articles.

34. Errors and disputes

34.1 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.

34.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

35. Poll votes

35.1 A poll on a resolution may be demanded:

35.1.1 in advance of the general meeting where it is to be put to the vote; or

35.1.2 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.

35.2 A poll may be demanded by:

35.2.1 the chairman of the meeting;

35.2.2 the directors;

35.2.3 two or more persons having the right to vote on the resolution; or

35.2.4 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.

- 35.3 A demand for a poll may be withdrawn if:
- 35.3.1 the poll has not yet been taken; and
 - 35.3.2 the chairman of the meeting consents to the withdrawal.
- 35.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

36. Content of proxy notices

- 36.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
- 36.1.1 states the name and address of the member appointing the proxy;
 - 36.1.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - 36.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 36.1.4 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.
- 36.2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 36.3 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.
- 36.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 36.4.1 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
 - 36.4.2 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.

37. Delivery of proxy notices

- 37.1 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 Association by or on behalf of that person.
- 37.2 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

37.3 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.

37.4 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.

38. Amendments to resolutions

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

38.1.1 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 chairman of the meeting may determine); and

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

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

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

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

38.3 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

39. Means of communication to be used

39.1 Subject to the articles, anything sent or supplied by or to the Association under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.

39.2 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.

39.3 A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

40. No right to inspect accounts and other records

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

41. Provision for employees on cessation of business

41.1 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 Association or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

42. Indemnity

42.1 Subject to Article 42.2, a relevant director of the Association or an associated company may be indemnified out of the Association's assets against:

42.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company;

42.1.2 any liability incurred by that director in connection with the activities of the Association or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and

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

42.2 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.

42.3 In this article:

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

42.3.2 a “relevant director” means any director or former director of the Association or an associated company.

43. Insurance

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

43.2 In this article:

43.2.1 a “relevant director” means any director or former director of the Association or an associated company;

43.2.2 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 Association, any associated company or any pension fund or employees’ share scheme of the Association or associated company; and

43.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

DISTRIBUTIONS AND WINDING UP

44. Distributions

44.1 The income and property of the Association shall be applied solely towards the promotion of its Objects and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association.

Provided that nothing in this Article 44.1 shall prevent any payment in good faith by the Association:

(a) of reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Association;

(b) of interest on money lent by a member of the Association;

- (c) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Association may be a member holding not more than one hundredth part of the capital of such company; and
- (d) of reasonable and proper rent for premises demised or let by any member of the Association.

45. Winding up

- 45.1 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other body or bodies having objects similar to the Objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of article 44, such body or bodies to be determined by the members of the Association at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to a charitable or not-for-profit body.