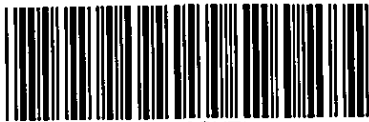


THURSDAY



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19/07/2012  
COMPANIES HOUSE

Company No 6191860

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

of

**THE RESPONSIBLE USE OF MEDICINES IN AGRICULTURE ALLIANCE**  
(the "Company")

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Circulation Date  
6 June 2012

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Written Resolution a Special Resolution

SPECIAL RESOLUTION

THAT the regulations contained in the printed document attached to this Written Resolution be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Company's existing articles of association

**Please read the Notes overleaf before signifying your agreement to the Written Resolutions**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the eligible members of the Company who would have been entitled to vote on the resolution set out above on the Circulation Date stated above hereby irrevocably agree to the resolution above as a Special Resolution

Agricultural Industries Confederation

3rd July 2012  
Date of signature

Animal Health Distributors Association

Date of signature

Animal Medicines Training Regulatory  
Authority

Date of signature

Assured Food Standards

Date of signature

BPEX

Date of signature

British Poultry Council

Date of signature

British Retail Consortium

Date of signature

  
British Veterinary Association

22/06/2012  
Date of signature

Dairy UK

Date of signature

DairyCo

Date of signature

EBLEX

Date of signature

Animal Health Distributors Association

Date of signature

Animal Medicines Training Regulatory  
Authority

Date of signature

Assured Food Standards

Date of signature



BPEX a division of AHDB

20/06/2012

Date of signature

British Poultry Council

Date of signature

British Retail Consortium

Date of signature

British Veterinary Association

Date of signature

Dairy UK

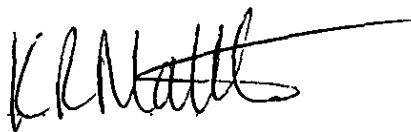
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DairyCo

20/6/12

Date of signature



EBLEX

20/6/12

Date of signature

Animal Health Distributors Association

Date of signature

Animal Medicines Training Regulatory  
Authority

Date of signature

*P. R. Wootchule*

*14/6/2012*

Assured Food Standards

Date of signature

BPEX

Date of signature

British Poultry Council

Date of signature

British Retail Consortium

Date of signature

British Veterinary Association

Date of signature

Dairy UK

Date of signature

DairyCo

Date of signature

EBLEX

Date of signature

Animal Health Distributors Association

Date of signature



7/6/12

Animal Medicines Training Regulatory  
Authority

Date of signature

Assured Food Standards

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BPEX

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British Poultry Council

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British Retail Consortium

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British Veterinary Association

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Dairy UK

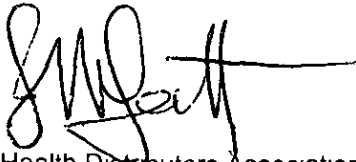
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Animal Health Distributors Association

07/06/2012

Date of signature

Animal Medicines Training Regulatory Authority

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Assured Food Standards

Date of signature

BPEX

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British Poultry Council

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British Retail Consortium

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British Veterinary Association

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Dairy UK

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Animal Health Distributors Association

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Animal Medicines Training Regulatory Authority

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Assured Food Standards

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BPEX

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British Poultry Council

Date of signature



3/7/12

British Retail Consortium

Date of signature

British Veterinary Association

Date of signature

Dairy UK

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EBLEX

Date of signature

Animal Health Distributors Association

Date of signature

Animal Medicines Training Regulatory Authority

Date of signature

Assured Food Standards

Date of signature

BPEX

Date of signature

British Poultry Council

Date of signature

British Retail Consortium

Date of signature

British Veterinary Association

Date of signature

*F.S. Komdowlé*

*28.6 2012*

Dairy UK

Date of signature

DairyCo

Date of signature

EBLEX

Date of signature



Linking Environment and Farming Date of signature

National Beef Association Date of signature

National Farmers' Union Date of signature

National Office of Animal Health Date of signature

National Pig Association Date of signature

NPTC and City & Guilds Date of signature

National Sheep Association Date of signature

  
Royal Association of British Dairy Farmers Date of signature

30/6/12

Royal Pharmaceutical Society of Great Britain Date of signature

Royal Society for the Prevention of Cruelty to Animals Date of signature

Linking Environment and Farming

Date of signature

National Beef Association

Date of signature



03/07/12

National Farmers' Union

Date of signature

National Office of Animal Health

Date of signature

National Pig Association

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NPTC and City & Guilds

Date of signature

National Sheep Association

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Royal Association of British Dairy Farmers

Date of signature

Royal Pharmaceutical Society of  
Great Britain

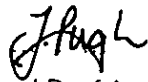
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Royal Society for the Prevention of  
Cruelty to Animals

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Linking Environment and Farming

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National Beef Association

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National Farmers' Union

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National Office of Animal Health

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National Pig Association

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NPTC and City & Guilds

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National Sheep Association

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Royal Pharmaceutical Society of  
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5/7/12

Royal Society for the Prevention of  
Cruelty to Animals Date of signature

Linking Environment and Farming Date of signature

National Beef Association Date of signature

National Farmers' Union Date of signature

National Office of Animal Health Date of signature

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04/07/12

National Pig Association Date of signature

NPTC and City & Guilds Date of signature

National Sheep Association Date of signature

Royal Association of British Dairy Farmers Date of signature

Royal Pharmaceutical Society of  
Great Britain Date of signature

Linking Environment and Farming

Date of signature

National Beef Association

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National Farmers' Union

Date of signature

National Office of Animal Health

Date of signature

  
A. Sheehy

25-6-2012

National Pig Association

Date of signature

NPTC and City & Guilds

Date of signature

National Sheep Association

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Royal Association of British Dairy Farmers

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Royal Pharmaceutical Society of  
Great Britain

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Royal Society for the Prevention of  
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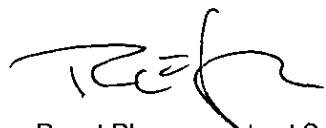
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Royal Association of British Dairy Farmers Date of signature



Royal Pharmaceutical Society of  
Great Britain

30/6/12

Date of signature

Royal Society for the Prevention of  
Cruelty to Animals Date of signature



Linking Environment and Farming

7<sup>th</sup> June 2012  
Date of signature

National Beef Association

Date of signature

National Farmers' Union

Date of signature

National Office of Animal Health

Date of signature

National Pig Association

Date of signature

NPTC and City & Guilds

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Date of signature



Linking Environment and Farming Date of signature

National Beef Association Date of signature

National Farmers' Union Date of signature

National Office of Animal Health Date of signature

National Pig Association Date of signature

NPTC and City & Guilds Date of signature

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03 07 2012

National Sheep Association Date of signature

Royal Association of British Dairy Farmers Date of signature

Royal Pharmaceutical Society of  
Great Britain Date of signature

## Notes

- 1 If you agree to the proposed Written Resolution please sign and date this document overleaf on the dotted line where indicated and return it to the Company in each case by no later than the date 28 days after the Circulation Date stated overleaf by hand or by post to the Company's registered office
- 2 If you do not agree to the Written Resolution you do not need to do anything You will not be deemed to agree if you fail to reply
- 3 The Written Resolution will lapse if the agreement of the required majority of eligible members is not received by the Company by the date 28 days after the Circulation Date stated overleaf If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Written Resolution is passed
- 4 The Written Resolution is passed on the date and time that the Company receives the agreement of the required majority of eligible members The required majority for a Special Resolution is eligible members representing not less than 75% of the total voting rights of eligible members
- 5 You may not revoke your agreement to the Written Resolution once you have signed and returned this document to the Company
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

**No. 6191860**



**The Companies Act 2006**

**Private company limited by guarantee**

**Articles of Association of**

**The Responsible Use of Medicines in  
Agricultural Alliance**

(As adopted by Special Resolution passed on 6 June 2012)

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**THE COMPANIES ACT 2006**

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

**ARTICLES OF ASSOCIATION OF THE RESPONSIBLE USE OF MEDICINES IN  
AGRICULTURE ALLIANCE**

**1 INTERPRETATION**

1 1 In these articles, unless the context requires otherwise:

"**articles**" means the company's articles of 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,

"**company**" means The Responsible Use of Medicines in Agriculture Alliance,

"**chairman**" means the chairman of the board of directors,

"**director**" means a director of the company,

"**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,

"**general meeting**" means a meeting of the members of the company,

"**member**" means a member of the company,

"**objects**" are the objects of the company as set out in article 2, 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 company

1 3 The relevant model articles (as defined in section 20 of the Companies Act 2006) are excluded from applying to the company

## **2 OBJECTS AND POWERS**

2 1 The objects for which the company is established are

- (a) to promote a co-ordinated and integrated approach to best practice in the use of medicines which counteract illness or prevent the occurrence of illness or maintain and/or enhance the health and well being of animals throughout the United Kingdom,
- (b) to promote the effective use and where possible the incorporation of veterinary medicines in suitable husbandry and management practices,
- (c) to enhance the effectiveness in treatment or control of illness and disease in animals and to promote their positive health and well-being

2 2 The company shall have the power to do anything within the law that may promote or may help to promote the objects or any of them. In particular (but without limitation) the company has the following powers

- (a) to identify issues of scientific and public concern in the areas of public health, animal health, animal welfare and the environment,
- (b) to liaise with representatives of voluntary organisations, government departments, national authorities, statutory authorities, non-governmental bodies and individuals,
- (c) to arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, conferences, seminars and training courses,
- (d) to collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects whether in this country or overseas,
- (e) to influence future regulation on the development, production, distribution, use and integration of animal medicines in livestock production,
- (f) to promote the appropriate use of animal medicines for disease prevention and control as a part of good husbandry and welfare,
- (g) to provide information, advice and encouragement to Farm Assurance Schemes and others to assist in the adoption of good practice in animal medicine, usage and the promotion of public health, animal health and animal welfare,

- (h) to raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise,
- (i) to carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object of the company or is ancillary or incidental to the carrying out of the objects,
- (j) to cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects,
- (k) subject to such consents as may be required by law, to borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary,
- (l) to invest the money of the company not immediately required for the said objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law, and
- (m) to buy, hire, take on lease or in exchange or otherwise acquire property and assets of any kind,
- (n) to acquire the whole or any part of the business or assets of any person, firm, or company carrying on any activity in support of the objects and to give any form of consideration in return for the business or assets,
- (o) to sell, lease, license or otherwise dispose of the whole or any part of the assets or property of the company, either together or in portions, and to accept anything of value in return,
- (p) to give guarantees and indemnities on any terms,
- (q) to charge subscription or membership fees to members whether on a one-off or regular basis,
- (r) to subscribe for, purchase or otherwise acquire, take, hold or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any person (including any subsidiary of the company),
- (s) to make grants, donations or loans of money,
- (t) to enter into contracts to provide services to or on behalf of other bodies,



- (u) to support and subscribe to, or guarantee money for, any charitable or benevolent objects or for any public, general or useful object,
- (v) to amalgamate, merge with or support any other company or undertaking whose objects are or include objects similar to those of the company or which may (in the opinion of the directors) advantageously be combined with the objects, or which is possessed of property, assets or rights suitable for any of the purposes of the company and on any terms whatsoever,
- (w) to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the company, or of undertaking any business or operations which (in the opinion of the directors) is likely to assist or benefit the company, and to subscribe for or otherwise acquire all or any part of the shares or securities of any such company,
- (x) to employ or engage such paid or unpaid staff, agents or advisers as are necessary for carrying out the work of the company,
- (y) to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and dependants,
- (z) to insure the property of the company against any foreseeable risk and to take out insurance policies to protect the company when required,
- (aa) to provide indemnity insurance for the benefit of any persons who are or were at any time directors, officers or employees of the company or any other company which is a subsidiary or subsidiary undertaking of the company or in which the company has any interest, whether direct or indirect, or who are or were at any time Board of any pension fund in which any employee of the company or of any other such company or subsidiary undertaking are or have been interested,
- (bb) to establish and finance branches or subsidiaries, and to promote any other company which (in the opinion of the directors) is likely to assist or benefit the company, and to subscribe for or otherwise acquire all or any part of the shares or securities of any such company,
- (cc) to act as agent or broker or director for any person, firm or company, and to undertake and perform any form of contract,

- (dd) to pay out of the company's funds the costs incurred in forming the company,
- (ee) subject to the Companies Act 2006, to do any other thing that a natural person might lawfully do

### **3 APPLICATION OF INCOME AND PROPERTY**

3 1 The income and property of the company must be applied solely towards the promotion of the objects. No part of the income or capital may be paid or transferred, directly or indirectly, to the members of the company, whether by way of dividend or bonus or in any other way that amounts to a distribution of profit or surplus. This does not prevent the payment of

- (a) reasonable and proper remuneration and benefits to any officer, employee, or member of the company in return for any services or goods provided to the company,
- (b) discounts provided to members in respect of their purchase of goods or services provided by the company,
- (c) grants, donations or loans to members of the company,
- (d) a reasonable rate of interest on money lent to the company by members,
- (e) reasonable rent for property let to the company by members,
- (f) reasonable expenses to any officer, employee or member of the company, or
- (g) any indemnity and insurance referred to in article 31

### **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 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 contributories among themselves

4 2 If upon the winding up or dissolution of the company there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be transferred to

one or more institutions having objects similar to the objects of the company, each of which has restrictions in its constitution or governing instrument on the distribution of profits and surpluses that are as least as restrictive as those in the articles. Such institution or institutions shall be determined by the members of the company on dissolution. If and so far as effect cannot be given to the aforesaid provisions then such property shall be given or transferred to any company or charities.

## **5 MEMBERS – ELIGIBILITY FOR MEMBERSHIP**

5.1 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.

5.2 The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the company to refuse the application and if an application is refused, the directors

- (a) must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision,
- (b) must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing and shall be final.

## **6 CATEGORIES OF MEMBERSHIP**

6.1 The directors may establish categories of membership by organisations, called Categories A, B and C, with different rights and obligations, and it shall record the rights and obligations of each Category in the register of members. Different subscription levels may be applied to each Category at the directors' discretion.

## **7 MEMBERS - TERMINATION OF MEMBERSHIP**

7.1 Membership is not transferable and shall be automatically terminated

- (a) in the case of an individual, on his or her death, bankruptcy or when the person makes any arrangement or composition with creditors generally,
- (b) in the case of a corporate body or other organisation with independent legal identity, on completion of a winding up or any other dissolution or where the entity ceases to exist for whatever reason,

- (c) when the member resigns by written notice to the company,
- (d) when any membership subscription due from the member to the company is not paid in full within six months of it having been demanded and it falling due, unless otherwise agreed between the departing member and the directors

7 2 Without prejudice to article 7 1, a member may be removed from membership by a resolution of the directors that it is in the best interests of the company that his or her membership is terminated. A resolution to remove a member from membership may only be passed if

- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed, and
- (b) the member or, at the option of the member, the member's representative (who need not be a member of the company) has been allowed to make representations to the meeting

7 3 No member of the company is entitled to any refund of subscription or membership fee on ceasing to be a member for any reason

## **8 SUSPENSION OF MEMBERSHIP**

8 1 The directors shall have the right to suspend or terminate the membership of any individual or organisation where the directors resolve unanimously that it is in the best interests of the company that his, her or its membership is terminated or suspended

8 2 A resolution of the directors to remove or suspend a member from membership may only be passed if

- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed,
- (b) the individual member or, in the case of an organisation, its representative, has been allowed to make representations to the meeting

8 3 Where an individual or organisation is suspended from membership the directors shall specify in advance the proposed terms and/or duration of the suspension

## **9 GENERAL MEETINGS – NOTICE**

9 1 A general meeting shall be called on not less than 14 clear days' notice

9 2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 per cent of the total voting rights

9 3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 14

9 4 The notice must be given to all the members and to the directors and auditors

## **10 GENERAL MEETINGS – QUORUM**

10 1 No business is to be transacted at a general meeting if the persons attending it do not constitute a quorum The quorum is six members entitled to vote upon the business to be conducted at the meeting present in person, by proxy or by an authorised representative (appointed in accordance with article 16)

## **11 GENERAL MEETINGS - CHAIRMAN**

11 1 If the directors have appointed a Chairman (in accordance with article 19), the Chairman shall chair general meetings if present and willing to do so

11 2 If the directors have not appointed a Chairman, or if the Chairman is unwilling to chair the general meeting or is not present within ten minutes of the time at which a general meeting was due to start the Deputy Chairman (if appointed, in accordance with article 19) shall chair the meeting If the directors have not appointed a Deputy Chairman or if the Deputy Chairman is unwilling to chair the general meeting or the Deputy Chairman is not present within ten minutes of the time at which a general meeting was due to start

(a) the directors present, or

(b) if no directors are present, the members present in person or by proxy and entitled to vote at the general meeting,

must appoint a director or member to chair the general meeting

11 3 The person chairing a general meeting in accordance with this article is referred to as "the Chairman of the meeting"

## **12 GENERAL MEETINGS – ADJOURNMENT**

12 1 If the persons attending a general meeting within half an hour of the time at which the general meeting was due to start do not constitute a quorum, or if during a general

meeting a quorum ceases to be present the Chairman of the meeting must adjourn it (unless the general meeting was called on the requisition of members in which case it shall be dissolved)

12 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

12 3 The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

12 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

12 5 If the continuation of an adjourned meeting is to take place more than 30 days after it was adjourned, notice of the adjourned meeting shall be given as in the case of the original general meeting

12 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

### **13 GENERAL MEETINGS - ATTENDANCE AND SPEAKING**

13 1 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

13 2 Members are entitled to attend general meetings either personally, by proxy or (in the case of a member organisation) by an authorised representative (appointed in accordance with article 16) who attends in person

13 3 Directors may attend and speak at general meetings, whether or not they are members

13 4 The Chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting

**14 GENERAL MEETINGS - VOTING**

- 14 1 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
- 14 2 Subject to article 6, every member shall have one vote on any resolution, which may be exercised in person, by proxy or through an authorised representative who is present in person except that no member shall be entitled to vote on any resolution if he has failed to pay the membership subscription to the company within three months of it having been demanded and falling due
- 14 3 No objection may be raised to the qualification of any person voting at a general meeting except at the general meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the general meeting is valid
- 14 4 Any such objection must be referred to the Chairman of the meeting whose decision is final
- 14 5 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
- 14 6 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
- 14 7 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
- 14 8 Polls must be taken in such manner as the Chairman of the meeting directs

14 9 If, on a show of hands or on a poll, there is an equality of votes, the person who is chairing the meeting shall have a casting vote in addition to any other vote he may have

14 10 The board may appoint and delegate any of its powers to such special or standing committees as it thinks fit and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the board as soon as possible

## **15 PROXIES AND PROXY NOTICES**

15 1 Any member entitled to attend a general meeting is entitled to appoint another person (whether or not a member) to exercise all or any of the member's rights to attend, speak, vote (on a show of hands or a poll), join in the demand for a poll or otherwise participate at a general meeting

15 2 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

- (a) states the name and address of the member appointing the proxy,
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
- (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which it relates, including the date stated in the notice of general meeting by which the proxy notice must be delivered to the company (which shall not be more than 48 hours before the start of the general meeting)

15 3 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

15 4 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

15 5 Unless a proxy notice indicates otherwise, it must be treated as

- (a) 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
- (b) 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



- 15 6 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 general 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
- 15 7 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
- 15 8 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
- 15 9 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

## **16 CORPORATE REPRESENTATIVE**

- 16 1 Any corporation which is a member of the company may by resolution of its directors or governing body authorise a person or persons to act as its representatives at any general meeting and, to the extent permitted by the Companies Act 2006, any person so authorised is entitled (on behalf of the corporation) to exercise the same powers as the corporation could exercise if it were an individual member of the company
- 16 2 The organisation must give written notice to the company of the name of its representative The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the company The nominee may continue to represent the organisation until written notice to the contrary is received by the company
- 16 3 Any notice given to the company will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked The company shall not be required to consider whether the nominee has been properly appointed by the organisation

## **17 MEMBERS' WRITTEN RESOLUTIONS**

- 17 1 A resolution in writing agreed and passed by the required majority of eligible members in accordance with the procedure set out in sections 288 – 300 of the Companies Act 2006 has effect as if passed by the company in general meeting

## **18 DIRECTORS – APPOINTMENT AND REMOVAL**

- 18 1 The number of directors shall not exceed the total of -

- (a) the number of organisations which are Category A members (each of which will automatically be entitled to appoint a director pursuant to article 18 5), plus
- (b) the two elected directors appointed collectively by the Category B and C organisations pursuant to article 18 6, plus
- (c) a Chairman, Deputy Chairman and Treasurer and any other officers appointed pursuant to article 19

The minimum number of directors shall be five (5) unless otherwise determined by the company by ordinary resolution in general meeting

18 2 Unless agreed otherwise by the directors in respect of directors co-opted under Article 18 8 below, only full members of the company whether an individual or a representative of a member organisation shall be eligible to serve as directors, Chairman or Deputy Chairman appointed in accordance with this article 18 or article 19

18 3 No person may be appointed or re-appointed as a director by the members of the company at any general meeting unless

- (a) he is recommended by the directors, or
- (b) he is proposed at the meeting for appointment or re-appointment as a director by a member of the company and he is willing to be appointed or re-appointed,

and provided that the appointment does not cause the directors to exceed any maximum so permitted by these articles at such time

18 4 The members of the company may by ordinary resolution in general meeting appoint or re-appoint as a director a person who is willing to act, either to fill a vacancy or as an additional director

18 5 An organisation holding Category A membership shall be entitled to appoint one director to the board of directors, and shall be entitled to remove any person so appointed by it Unless so removed by the appointor, there shall be no time limit on the term of office of such a director A director appointed or removed pursuant to this article shall be appointed or removed (as the case may be) automatically and immediately following receipt by the company at the company's registered office of a written notice executed by or on behalf of the relevant appointor

18 6 The member organisations comprising Category B and Category C membership shall collectively be entitled to appoint two directors to the Board by ordinary resolution in general meeting Each Category B or C member organisation has the right to nominate

an individual for appointment as a director by the deposit of a nomination notice with the details of the nominee that, if the person were to be appointed, would have to be filed at Companies House, and his or her signed consent to such nomination. Such notice must be lodged with the company at the company's registered office at least seven days before the relevant general meeting.

- 18.7 A director appointed by a resolution of the Category B and C members who has held office without retirement for a period of three years shall retire automatically at the conclusion of the third year following his appointment but shall be eligible for re-appointment by a resolution of the Category B and C members for a further term of three years.
- 18.8 The director may co-opt as a director a person who is willing to act, either to fill a vacancy or as an additional director. If the directors agree such co-opted directors need not be members of the company. A director co-opted by the directors under this article will hold office only for a maximum period of twelve months, after which he will be eligible for re-appointment.
- 18.9 A person ceases to be a director as soon as
- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
  - (b) that person dies,
  - (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 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) 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,
  - (g) 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,

- (h) that person is absent without the permission of the directors for more than two consecutive meetings of the directors and the directors resolve that his or her office be vacated, or
- (i) that person ceases to be a member

## **19 OFFICERS AND SECRETARY**

- 19 1 The directors will elect a Chairman, a Deputy Chairman and a Treasurer, and such other officers as the company shall from time to time decide. Such officers may or may not be existing directors.
- 19 2 The Chairman and the Deputy Chairman shall hold office for two years after their election but shall be eligible for re-election provided that neither shall hold office for more than three consecutive two-year terms. On the expiration of such period one further year must elapse before either shall be eligible for re-election. For the avoidance of doubt, there shall be no limit on the term of office of the Treasurer, notwithstanding any other provisions in these articles to the contrary.
- 19 3 The Treasurer shall be paid such fee as the directors shall determine from time to time.

## **20 DIRECTORS – POWERS AND AUTHORITY**

- 20 1 Subject to these 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 as are not required by the Companies Act 2006 to be exercised by the members in general meeting or otherwise.
- 20 2 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action. No such special resolution invalidates anything which the directors have done before the passing of the resolution.
- 20 3 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, and
  - (d) in relation to such matters or territorieson such terms and conditions as they think fit

- 20 4 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
- 20 5 The directors may revoke any delegation in whole or part, or alter its terms and conditions
- 20 6 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
- 20 7 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

## **21 DIRECTORS - DECISION-MAKING**

- 21 1 Any decision of the directors must be either
- (a) a majority decision at a directors' meeting, or
  - (b) a unanimous resolution in writing of the directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting. Such resolution in writing may comprise several copies in like form each of which is signed by one or more directors

## **22 DIRECTORS' MEETINGS**

- 22 1 The directors may regulate their meetings as they think fit, subject to the provisions of these articles
- 22 2 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice
- 22 3 Notice of a directors' meeting must be given to each director in such form and with such content as the directors determine, but need not be in writing unless the directors so determine
- 22 4 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another directors' meeting
- 22 5 The quorum for a directors' meeting may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is four
- 22 6 If the total number of directors of the company 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

22 7 A director may be counted towards the quorum and participate in a directors' meeting, or part of a directors' meeting, by electronic means when

- (a) the directors have agreed suitable electronic means (for a specific directors' meeting or generally), and
- (b) he can communicate to the others any information or opinions he has on any particular item of the business of the meeting, and
- (c) the meeting has been called and takes place in accordance with these articles and any other rules of participation determined by the directors

22 8 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

### **23 DIRECTORS' MEETINGS - CHAIRMAN**

23 1 If the Chairman is not participating in a directors' meeting within 15 minutes of the time at which it was to start, the Deputy Chairman shall chair the meeting. If the Deputy Chairman is also not participating in a directors' meeting within 15 minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

23 2 If the numbers of votes for and against a proposal are equal, the Chairman or other director chairing the meeting has a casting vote. 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.

### **24 DIRECTORS' MEETINGS - RECORDS OF DECISIONS TO BE KEPT**

24 1 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.

### **25 DIRECTORS' INTERESTS – DECLARATIONS IN TRANSACTIONS WITH THE COMPANY**

25 1 A director must declare the nature and extent of any interest, direct or indirect, which he has in

- (a) a proposed transaction or arrangement with the company, or

- (b) in an existing transaction or arrangement entered into by the company which has not previously been declared

to the directors in accordance with the requirements of the Companies Act 2006 and any other rules determined by the directors to apply to such declarations of interest

25 2 No declaration of an interest shall be required by a director

- (a) in relation to an interest which cannot reasonably be regarded as likely to give rise to a conflict of interest, or

- (b) if, or to the extent that, it concerns the terms of his service contract

25 3 A director may be counted as participating for quorum and voting purposes in relation to the directors' decision-making process concerning any proposed or existing transaction or arrangement with the company in which he has an interest where such interest has been duly declared in accordance with this article 25

## 26 DIRECTORS' INTERESTS – CONFLICTS OF INTEREST

26 1 The directors may authorise, to the fullest extent permitted by law, any matter which may otherwise constitute or give rise to a breach of the duty of a director under section 175 of the Companies Act 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company

26 2 A director shall not be regarded as having a conflict of interest solely because he is also a member of the company

26 3 Authorisation of a matter under this article 26 shall be effective only if

- (a) any requirement as to the quorum at the directors' meeting at which the matter is considered is met without counting the director in question and any other interested director (together the "**interested directors**"), and

- (b) the matter was agreed to without the interested directors voting or would have been agreed to if the votes of the interested directors had not been counted

26 4 Any authorisation of a matter under this article 26

- (a) shall be subject to such conditions or limitations as the directors may determine, whether at the time such authorisation is given or subsequently, including as to the director's right to participate for quorum or voting purposes in any future directors' decision-making process which concerns the authorised interest, and

(b) may be terminated or suspended by the directors at any time

provided always that any such termination or suspension or the imposition of any such conditions or limitations will not affect anything done by the director concerned prior to such event in accordance with the relevant authorisation

26 5 A director shall comply with the terms of any such authorisation and with any policies or procedures dealing with conflicts of interest which are from time to time approved by the directors

26 6 A director shall not by reason of his or her holding office as director be accountable to the company for any benefit, profit or remuneration which that director or any person connected with him or her derives from any matter declared in accordance with article 25 or authorised under this article 26

26 7 Subject to any terms of any authorisation and with any policies or procedures dealing with conflicts of interest which are from time to time approved by the directors, a director shall be under no obligation to disclose to the company any information which he or she obtains or has obtained otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person in relation to any matter declared in accordance with article 25 or authorised under article 26

## **27 DIRECTORS' - REMUNERATION AND EXPENSES**

27 1 Directors are entitled to such remuneration and other benefits (if any) as the directors determine

(a) for their services to the company as directors, and

(b) for any other service which they undertake for the company

27 2 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at

(a) meetings of directors or committees of directors,

(b) general meetings

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

## **28 COMMUNICATIONS**

28 1 Subject to these 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

28 2 Subject to these 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

28 3 Any notice to be given to or by any person pursuant to these articles must be in writing (which includes in electronic form)

28 4 The company may give any notice to a member either

- (a) personally, or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
- (c) by leaving it at the address of the member, or
- (d) by giving it using electronic communications to the member's address provided for the purpose

28 5 A member present in person at any meeting of the company shall be deemed to have received notice of the meeting and of the purposes for which it was called

28 6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

28 7 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given

28 8 A notice shall be deemed to have been given

- (a) 48 hours after the envelope containing it was posted, or
- (b) in the case of an electronic communication, 48 hours after it was sent

## **29 ACCOUNTS AND OTHER RECORDS**

29 1 The directors must

- (a) prepare, circulate and file accounts,
- (b) keep accounting records,

- (c) prepare and file annual returns, and
- (d) keep minutes of all meetings of the directors and members and all other proper records

as required by the Companies Act 2006

29 2 Except as required 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

### 30 SEAL

30 1 If the company has a seal it must only be used by the authority of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director

### 31 DIRECTORS' INDEMNITY AND INSURANCE

31 1 Subject to article 31 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 liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the company or an associated company

31 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law

31 3 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

31 4 In this article 31

- (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, any associated company or any pension fund or employees' share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

## **32 RULES**

32 1 The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the company

32 2 Without prejudice to the generality of the directors' powers under article 32 1, the rules or by laws may regulate the following matters but are not restricted to them

- (a) the admission of members and any admission fees, subscriptions and other fees or payments to be made by members, including procedures in the event of non-payment,
- (b) the rights, responsibilities and conduct of members to the extent not dealt with by these articles or the Companies Act 2006,
- (c) the procedures at general meetings and directors' meetings to the extent such procedure is not regulated by these articles or the Companies Act 2006, and
- (d) generally, all such matters as are commonly the subject matter of rules in a company of a similar nature as the company

32 3 Any rules or bye laws may be altered or repealed by a decision of the directors or by ordinary resolution

32 4 The directors shall adopt such means as they think sufficient to bring the rules and bye laws to the notice of members

32 5 The rules or bye laws, shall be binding on all members. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in these articles

## **33 DISSOLUTION**

33 1 On the winding up or dissolution of the company any property whatsoever remaining after the satisfaction of all debts and liabilities

- (a) shall not be paid to or distributed among the members of the company,

- (b) shall be transferred to one or more institutions having objects similar to the objects of the company, each of which has restrictions in its constitution or governing instrument on the application of property that are equivalent to the restrictions in these articles or, if that is not possible then such property shall be applied or transferred towards any charity or charities