

THE COMPANIES ACT 2006

ARTICLES OF ASSOCIATION for THE TABLE
TENNIS ASSOCIATION OF WALES LTD incorporated as
a company limited by guarantee company number
04779322

Adopted by special resolution on the 7 July 2022

- 1.2. Unless the context otherwise requires:-
 - a) words importing the singular number shall include the plural number and vice versa;
 - b) words importing any gender include all other genders; and
 - c) words importing persons shall include corporations and unincorporated associations.
- 1.3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act as in force on the date when these Articles become binding on the Company.
- 1.4. For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.
- 1.5. A reference to an article by number is to the relevant article of these Articles.
- 1.6. Headings used in these Articles shall not affect their construction or interpretation.
- 1.7. References to any statute or section of a statute shall include reference to any statutory amendment, extension, modification or re-enactment of such statute or section of a statute.

2. Name and Registered Office

- 2.1. The name of the Company is THE TABLE TENNIS ASSOCIATION OF WALES LTD.
- 2.2. The Office of the Company is to be in England and Wales.

3. Objects

- 3.1. The objects for which the Company is established ("Objects") are:-
 - a) to act as the governing body for the Sport;
 - b) to act as the representative member for Wales in international affairs and to affiliate to and carry out functions delegated to it by the International Table Tennis Federation and the European Table Tennis Union;
 - c) promote, administer and encourage the development of, and participation in the Sport;
 - d) to develop and implement a strategy for the development of the Sport including strategies for each of performance at international and national level; national competition; and increasing participation.
 - e) to make and vary all such rules and regulations and to formulate and issue Codes of Ethics and conduct for persons participating in the Sport (including rules against doping in the Sport, measures for the proper protection of children), young people and vulnerable adults, anti-discrimination and disciplinary procedures;
 - f) to develop a commercial, marketing and public relations programme for the Sport;
 - g) to develop a competition programme and co-ordinate competition fixtures across Wales;
 - h) to select the representative teams to represent Wales in international events;
 - i) to consult and co-operate with other organisations operating in the Sport in all matters relating to the administration, promotion and playing of the Sport;

- j) to develop and nurture relationships between the Company and Sport Wales, the British Olympic Association, the relevant Home Country Table Tennis Associations, the relevant Commonwealth Games Council and relevant government departments;
- k) to take such action from time to time as the Board may consider desirable for the benefit of the Sport and its participants, and the members of the Company; ^{l)}to undertake and execute charitable trusts for the benefit of the Sport; and
- m) to do all such other things as shall be thought fit to further the interests of the Company or to be incidental or conducive to the attainment of all or any of the Objects stated in this Article 3.

4. Powers

- 4.1. The Company shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects ("the Powers").
- 4.2. The income and property of the Company shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Company.
- 4.3. Nothing in Article 4.2 shall prevent the payment in good faith by the Company:-
 - a) of remuneration of any Director of the Company in accordance with such remunerations that are permitted by Article 23;
 - b) to any Director, committee or sub-committee member of reasonable and proper out-of-pocket expenses in accordance with Article 24;
 - c) of interest on money lent by a member of the Company or its Directors at a commercial rate of interest;
 - d) of reasonable and proper rent for premises demised or let by any member of the Company or by any Director; or
 - e) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Directors (or any of them) in relation to the Company.

5. Liability of Voting Members

- 5.1. The liability of each Voting Member is limited to E1, being the amount that each Voting Member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a Voting Member or within one year after they cease to be a Voting Member, for:-
 - a) payment of the Company ^{l)}s debts and liabilities contracted before they ceased to be a Voting Member;
 - b) payment of the costs, charges and expenses of winding up; and
 - c) adjustment of the rights of the contributories among themselves.

6. Directors' general authority and responsibilities

- 6.1. Subject to these Articles, any Rules and Regulations made pursuant to them and the Companies Acts, the Board is responsible for the management of the Company's business, for which purpose it may exercise all the powers of the Company.
- 6.2. The Directors shall maintain a risk management and internal control system of matters with the potential to negatively impact the Company. The Directors shall conduct an annual review of the effectiveness of the risk management and control system and report the results of the review in the Company's annual report.

7. Quorum for Board meetings

- 7.1. The quorum for meetings of the Board may be fixed from time to time by a decision of the Directors, and unless otherwise fixed is four of the Directors holding office, but it must never be less than four, including at least one Elected Director and one Appointed Director.
- 7.2. At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 7.3. Subject to Article 7.4, the Board may act notwithstanding any vacancy in their body.
- 7.4. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:-
 - a) to fill a casual vacancy arising among the Directors in accordance with Article 27;
or
 - b) to admit Voting Members to the Board.

8. Directors may delegate

- 8.1. Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:-
 - a) to such person or committee;
 - b) by such means (including by power of attorney);
 - c) to such an extent;
 - d) in relation to such matters or territories; and
 - e) on such terms and conditions; as it thinks fit.
- 8.2. All acts and proceedings delegated under Article 8.1 shall be reported to the Board in due course.
- 8.3. If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.
- 8.4. The Board may revoke any delegation in whole or part, or alter its terms and conditions.

9. Committees

- 9.1. The Company may have the following committees:^{a)}finance committee;
- b) Appointment Panel; and
 - c) such other committees as the Board thinks fit.
- 9.2. Committees to which the Board delegates any of its powers must follow procedures which are based, as far as they are applicable, on those provisions of these Articles which govern the taking of decisions by the Board.
- 9.3. The Board may make rules of procedure or Byelaws for all or any committees, which prevail over Rules derived from these Articles if they are not consistent with them.
- 9.4. The quorum for meetings of any sub-committee formed pursuant to the provisions of the Articles shall be as stated in the Byelaws.
- 9.5. The Appointment Panel shall consist of at least four Directors and shall be subject to the following:-
- a) The Appointment Panel shall consist of an equal number of Appointed and Elected Directors, subject to those Directors having the necessary skills or experience. In the event of an equal number of votes, a decision will be made by a majority at a board meeting;
 - b) The Terms of Reference and the procedures for an Appointment Panel shall be published in the Governance Handbook. Such rule will require the Appointment Panel to consider compliance with the principles of good governance set out in the Governance and Leadership Framework for Wales.

10. Directors to take decisions collectively

- 10.1. Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 11.
- 10.2. Each Director shall have one vote at board meetings.

11. Unanimous decisions

- 11.1. A decision of the Board 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 meeting of the Board.
- 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 meeting of the Board

- 12.1. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 12.2. Directors' meetings should be held sufficiently regularly to enable the Directors to discharge their duties effectively and, in any event, not less than once a quarter.
- 12.3. Any Director may call a meeting of the Board by giving notice of the meeting to the Directors or by directing the Chief Executive Officer to give such notice insofar that there is agreement by the Company Secretary and Chair that the agenda items to be discussed are urgent business that warrants an additional meeting.
- 12.4. Notice of any meeting of the Board must indicate:-
 - a) its proposed date and time;
 - b) where it is to take place; and
 - c) 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.
- 12.5. Notice of a meeting of the Board must be given to each Director but need not be in writing.

13. Participation in meetings of the Board

- 13.1. Subject to these Articles, Directors participate in a meeting of the Board, or part of a meeting of the Board, when:
 - a) the meeting has been called and takes place in accordance with these Articles, and
 - b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2. In determining whether Directors are participating in a meeting of the Board, it is irrelevant where any Director is or how they communicate with each other.
- 13.3. If all the Directors participating in a meeting of the Board 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. Chairing of meetings of the Board

- 14.1. The Chair shall chair meetings of the Board. The Chair shall preside as chair at all meetings of the Board at which they shall be present.
- 14.2. If at any meeting the Chair is not present within fifteen minutes after the time appointed for holding the meeting, or they are not willing to preside, the Vice-Chair shall preside.
- 14.3. If the Vice-Chair is also not present or is unwilling to preside the Directors present at the meeting, the Directors must appoint one of themselves to chair it.

15. Casting vote

15.1. If the numbers of votes for and against a proposal are equal, the chair of the meeting of the Board has a casting vote. This does not apply if, in accordance with these Articles, the Chair or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. Records of decisions to be kept

16.1. The Board must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board.

16.2. Where decisions of the Directors are taken by electronic means, such decisions must be recorded by the Directors in permanent form so that they may be read by the naked eye.

16.3. Any such records, if purporting to be signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

16.4. Records of Board meetings shall be published on the Company's website without unreasonable delay, and in any event within 8 weeks of the date of the relevant meeting.

16.5. The Board shall report on their activities to the Voting Members at the Annual General Meeting.

17. Conflicts of interest

17.1. If a Director of the Company is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company, that Director must declare the nature and extent of that interest to the other Directors.

17.2. In respect of the interest declared, the Director shall:-

- a) not be counted in the quorum present at the meeting to consider such matter;
- b) have no vote on such matter; and
- c) absent themselves from the meeting, not privy to, and take no further part in the discussion on such matter.

17.3. The provisions of Article 17.2 shall not apply when:-

- a) the Company by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
- b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- c) the Director's conflict of interest arises from a permitted cause.

17.4. For the purposes of this Article, the following are permitted causes:-

- a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
- b) subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and directors of the Company or any of its subsidiaries which do not provide special benefits for directors or former directors.

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 paragraph 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 Chair whose ruling in relation to any Director other than the Chair 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 Chair, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

18. Directors' discretion to make further rules

18.1. The Board may from time to time make, vary and revoke Rules or Byelaws relating to membership of the Company including (without limitation) Rules:-

- a) setting out different categories of membership of the Company;
- b) setting out rights, privileges and obligations of the different categories of membership;
- c) setting the levels of subscriptions or entrance fees to be paid by the different categories of membership;
- d) for the appointment of committees to assist the Board in the better administration of the Company.

18.2. The Board (or any sub-committee to whom it delegates its powers) shall have the power to make, vary and revoke Rules or Byelaws for the better administration of the Company including (without limitation):

- a) terms of reference as to the function, role and operation of committees to assist the Board in the better administration of the Company;
- b) regulations to ensure compliance with national and international rules relating to doping control;
- c) regulations setting out disciplinary procedures for the membership;

- d) regulations for the promotion and organisation of competitions;
 - e) child protection policies;
 - f) equity and equality policies; and
 - g) such other regulations or policies as the Board thinks fit.
- 18.3. Rules and Regulations or Byelaws made under Articles 18.1 and 18.2 must be compliant with the 2006 Act and these Articles in order to be valid.
- 18.4. Rules or Byelaws made under this Article will have immediate effect.
- 18.5. Rules or Byelaws made under this Article may be varied or revoked at a General Meeting of the Company by way of a special resolution. Any variation or revocation shall not apply retrospectively but is effective from the date of the General Meeting in which the resolution is passed.
- 18.6. Changes to Rules and Byelaws made under this Article must be communicated immediately to Members by way of notice on the Company website.

19. Number and appointment of Directors

- 19.1. The number of Directors shall be not less than six and shall be subject to a maximum of twelve.
- 19.2. The Directors shall be collectively referred to as the Board.
- 19.3. The business of the Company shall be managed by the Directors who shall consist of:
- a) up to five Appointed Directors, including the Chair, the Finance Director and other Directors at least three of which must be Independent Directors appointed by the Directors following open competition and Appointment Panel vetting ("Appointed Directors");
 - b) up to five Directors elected by the Voting Members in accordance with Article 26 following open competition and Appointment Panel vetting ("Elected Directors");
 - c) up to two other Directors as the Board may from time to time in its sole discretion co-opt to the Board following open competition and Appointment Panel vetting ("Co-opted Directors"); and
 - d) The Directors shall appoint one of their number to be the Vice-Chair.
- 19.4. The Directors may make further Rules and Regulations as to the process by which any election or re-election of Directors will be conducted.
- 19.5. The Directors may agree role descriptions and assign specific tasks to any Director as they see fit.
- 19.6. All Directors will be subject to an annual director evaluation process.
- 19.7. When seeking Directors, consideration shall be given by the Board and the Appointment Panel to ensure that a suitable mix of skills on the Board will be maintained.
- 19.8. The Board will maintain a skills matrix of all board members to identify any skills gaps.
- 19.9. The appointment, election or co-option of Directors shall, where possible, provide for equality, diversity and geographical representation upon the Board.

19.10. The Board may use positive discrimination when considering the appointment of Directors to fulfil the objectives in Article 19.9 so long as such positive discrimination is lawful.

20. Directors' Terms of Office

20.1. Each Elected Director shall serve for a three-year term from the Annual General Meeting at which they are elected and shall be eligible for re-election for two further terms of three years. The election of Directors shall be conducted in accordance with Article 26.

20.2. Each Appointed Director shall serve for a three-year term from the date of appointment and shall be eligible for re-appointment for two further terms of three years. The re-appointment of Directors shall be conducted in accordance with Article 19.

20.3. Each Co-opted Director shall serve from the date of co-option until the next Annual General Meeting unless co-opted beyond their initial term by the Voting Members at the Annual General Meeting.

20.4. A Director may have their term extended to fulfil any obligation they may have in representing the Company on any relevant international panel, board, federation, union, or other organisation. Such an extension shall be for the duration of the Directors duties with such an external organisation and at the discretion of the Board.

21. Chair's Term of Office

21.1. The Directors shall appoint a Chair in accordance with Article 19 who shall serve for a three-year term from the date of appointment and shall be eligible for re-appointment for two further terms of three years. The re-appointment of the Chair will be agreed at a meeting of Directors.

22. Termination of a Director's appointment

22.1. Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a Director of the Company as soon as:-

- a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is otherwise prohibited from being a Director by law;
- b) a bankruptcy order is made against that person;
- c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- d) a registered medical practitioner who is treating that person gives a written opinion to the 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;
- e) unless the Board resolves otherwise, that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board;
- f) an Elected Director ceases to be an affiliated member; or

- g) notification is received by the Board from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 22.2. A person serving as Chair or Finance Director who is removed from office as a Director for whatever reason shall be deemed to have resigned from their position as Chair or Finance Director and the vacancy shall be filled in accordance with these Articles.

23. Directors' remuneration

- 23.1. Subject to the provisions of the 2006 Act, and to Article 23.3 below, the Board may enter into an agreement or arrangement with any Director for their employment by the Company, or for the provision by them of any services outside the scope of the ordinary duties of a Director. Any appointment of a Director to an executive office shall terminate if they cease to be a Director, but without prejudice to any claim for damages for breach of the contract of service between the Director and the Company.
- 23.2. Subject to the provisions of the 2006 Act, and to Article 23.3 below, the Board may as it sees fit continue to provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any Director who has held but no longer holds any executive office or employment with the Company or with a body corporate which is or has been a subsidiary of the Company.
- 23.3. Directors are entitled to such remuneration as the Voting Members determine in General Meeting for their services to the Company as Directors. Directors are entitled to such remuneration as the Directors determine for any other service which they undertake for the Company.
- 23.4. Subject to the Articles, a Director's remuneration may take any form, and 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 unless the Directors decide otherwise. Directors' remuneration accrues from day to day unless the Directors decide otherwise. Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested. No Director shall take any loan from the Company.
- 23.5. Unless the Board decides otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries, or of any other body corporate in which the Company is interested.

24. Directors' expenses

- 24.1. Without prejudice to Article 23, the Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:
- a) meetings of the Board or committees of the Board; or
 - b) Annual General Meetings and General Meetings, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

25. Company Secretary

- 25.1. The Directors may appoint any person who is willing to act as the secretary for such term, and upon such conditions as they may think fit and from time to time remove such person and, if the Directors so decide, appoint a replacement, in each case by a decision of the Directors.
- 25.2. The Company Secretary shall not have a vote unless they are also a Director.

26. Election of Directors

- 26.1. Subject to Article 26.1(a), any Voting Member may nominate individuals to be an Elected Director. Any nomination must be made in the form prescribed from time to time by the Board and signed by the nominee. Any nomination must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each post and the form must be completed and returned to the Chief Executive Officer not later than such date as the Board shall prescribe each year.
- a) Based on the Board's assessment of specific skills or other relevant legislative requirements the Board may delegate the receipt of competency-based Director nominations to an Appointment Panel formed in accordance with Article 9 that will subsequently make representations to the Board or the Annual General Meeting.
- 26.2. Should there be more than two candidates nominated for the same post, the nomination attracting the lowest vote(s) is withdrawn and subsequent votes held with the lowest voted candidate being withdrawn at each vote until the over 50% majority is achieved by one candidate.
- 26.3. If there shall be more candidates for election than positions available, the vote must be conducted by secret ballot.

27. Casual Vacancies and Honorary Appointments

- 27.1. A casual vacancy arising among the offices of Chair, Finance Director or an Elected Director, shall be filled in accordance with the procedure set out in Article 19 provided always that the person appointed to fill the vacancy shall hold office until such time as the person they replaced was due to retire but shall be eligible for re-appointment in accordance with these Articles.
- 27.2. Nominations for the position of President or Vice President must be made by a Voting Member and seconded by another Voting Member. The nomination must be submitted (together with the nominee's written consent) on the Companies approved application form. The nomination must be received by the Company at least six calendar weeks before the date of the Annual General Meeting in which the election is to take place. The Company will confirm receipt of valid nominations in writing to the nominator as soon as reasonably practicable after such receipt.
- 27.3. The post holders will be entitled to receive notice of and attend General Meetings but may not, by virtue of holding such office, be entitled to vote at General Meetings

unless they are also Voting Members in their own right. Post holders should retire from their respective offices at the third Annual General Meeting following their appointment but shall be able to apply for re-election for two consecutive terms.

28. Applications for Voting Membership

28.1. The subscribers to the Memorandum of Association of the Company as at the date of incorporation, and such other persons as are admitted to membership by the Company in accordance with these Articles and any applicable Rules and Byelaws shall be the Voting Members.

28.2. No person shall become a Voting Member unless:-

- a) that person has completed an application for membership in such form as required by the Board;
- b) the Directors are satisfied that such a person is a duly appointed representative of a relevant Affiliated Organisation and has paid the appropriate membership, subscription or admission fee determined by the Directors from time to time.

28.3. The Directors shall admit as Voting Members nominations from eligible Affiliated Organisations as outlined by the Company Rules and Byelaws.

28.4. The Board may from time to time fix the levels of admission fees and annual subscriptions to be paid by the different categories of membership.

29. Conditions of membership

29.1. All Voting Members shall be subject to the Rules, Regulations and Byelaws.

29.2. Voting Members shall pay any admission fees and annual subscriptions set by the Board under Article 28.4.

29.3. Any Voting Member who is indebted to the Company and is more than twelve months in arrears of any usual or extraordinary payment agreement shall be deemed to have resigned their membership of the Company unless the Board decides otherwise.

30. Termination of membership

30.1. It shall be the duty of a meeting of the Board, if at any time it considers it is in the interests of the Company to request that a Voting Member withdraw from membership of the Company:-

- a) by notice in hard copy form sent by prepaid post to a Voting Member's address;
- b) within a time specified in such notice.

No such notice shall be sent except on a majority vote of the Directors.

30.2. If upon the expiry of the time specified in such notice, the Voting Member concerned has not withdrawn from membership by submitting their resignation, or if they refuse to resign their membership, the Voting Member concerned shall be subject to the disciplinary policy of the Company that is published from time to time. All rights and procedures will be governed by the disciplinary policy.

30.3. A Voting Member may otherwise withdraw from membership of the Company by giving seven clear days' notice to the Company in writing.

- 30.4. A Voting Membership terminates automatically when an Affiliated Organisation ceases to exist or is disbanded.
- 30.5. Membership is not transferable.
- 30.6. Any person ceasing to be a Voting Member for any reason forfeits all rights in relation to, and claims upon, the Company, its property and its funds and has no right to the return of any part of their subscription. The Board may refund an appropriate part of a resigning Voting Member^s subscription if it considers it appropriate.

31. Affiliation

- 31.1. Affiliated Organisations shall not automatically be Voting Members.
- 31.2. Affiliated Members shall not automatically be Voting Members.
- 31.3. Affiliation fees shall be set by the Board.
- 31.4. Affiliation terminates automatically when a person dies.

32. Notice of and Calling General Meetings

- 32.1. General Meetings are called on at least 14 clear days' written notice
- 32.2. A General Meeting may be called at any time by the Board, or by the Chief Executive Officer acting on behalf of the Board, or may be called on a written request to the Board from at least 5% of the Voting Members.
- 32.3. On receipt of a written request made pursuant to Article 32.2, the Chief Executive Officer must issue a notice calling a General Meeting within 21 clear days. The General Meeting must be held not more than 28 clear days after the date of the notice calling the General Meeting.

33. Annual General Meetings

- 33.1. The Directors of the Company shall call an Annual General Meeting of the company no sooner than eleven months, nor any later than fourteen months, from the date of the last Annual General Meeting.
- 33.2. The Annual General Meeting shall be held for the following purposes:
 - a) to receive from the Board the Company's accounts;
 - b) to receive from the Board a report of the activities of the Company since the previous Annual General Meeting;
 - c) to appoint the Company's auditors;
 - d) to elect the Elected Directors in place of those retiring; and
 - e) to transact such other business as may be brought before it.
- 33.3. An Annual General Meeting shall otherwise be conducted in the same manner as a General Meeting of the Company.
- 33.4. All meetings of the Company, other than Annual General Meetings, shall be called General Meetings.

34. Attendance and speaking at General Meetings

- 34.1. 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, and during the meeting, any information or opinions which that person has on the business of the meeting.
- 34.2. A person is able to exercise the right to vote at a General Meeting when:-
- a) that person is able to vote during the meeting on resolutions put to the vote at the meeting, and 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.
- 34.3. The Board may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
- 34.4. In determining attendance at a General Meeting, it is immaterial whether any two or more Voting Members attending it are in the same place as each other.
- 34.5. 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.

35. Quorum for General Meetings

- 35.1. No business other than the appointment of the chair of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.
- 35.2. Half or more of eligible Voting Members present in person or by proxy shall be a quorum.

36. Chairing General Meetings

- 36.1. The Chair shall chair General Meetings if present and willing to do so. If the Chair shall be absent, or if at any meeting they are not present within fifteen minutes after the time appointed for holding the same, the Vice-Chair shall preside. If the Vice-Chair is also not present or is unwilling to preside within fifteen minutes of the time at which a meeting was due to start the Directors present at the meeting must appoint a Director or Voting Member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 36.2. The person chairing a meeting in accordance with this Article is referred to as "the chair of the meeting".

37. Attendance and speaking by Directors and non-members

- 37.1. Directors may attend and speak at General Meetings, whether or not they are Voting Members.
- 37.2. The chair of the meeting may permit other persons who are not Voting Members to attend and speak at a General Meeting.

38. Adjournment

- 38.1. 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 chair of the meeting must adjourn it.
- 38.2. The chair 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 chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
- 38.3. The chair of the meeting must adjourn a General Meeting if directed to do so by a majority vote of the Voting Members of the meeting.
- 38.4. When adjourning a General Meeting, the chair 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.
- 38.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it:-
- a) to the same persons to whom notice of the Company's General Meetings is required to be given; and
 - b) containing the same information which such notice is required to contain.
- 38.6. 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.

39. Voting: general

- 39.1. Every Voting Member shall be entitled to cast one vote.
- 39.2. A resolution put to the vote of a General Meeting must be decided on a show of hands or other such suitable indication of the voter's intent unless a poll is duly demanded in accordance with these Articles.
- 39.3. Except where otherwise provided by the 2006 Act, an ordinary resolution is decided by a simple majority of votes cast in favour.
- 39.4. Except where otherwise provided by the 2006 Act, a special resolution is decided by 75% or greater of votes cast in favour. This must be at least 75% of the eligible voters, whether they are present or not.
- 39.5. A special resolution shall only be voted upon if it has been properly introduced prior to the meeting and in compliance with the relevant provisions of the 2006 Act.
- 39.6. In the event of an equality of votes, either on a show of hands or a poll, the chair of the meeting is entitled to a casting vote in addition to any other vote they may have.
- 39.7. The results of all votes shall be recorded in the minutes of the meeting, including votes for, votes against, abstentions and any casting votes of the chair of the meeting for each resolution.

39.8. No resolution passed by the Voting Members at a General Meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.

40. Errors and disputes

40.1. Objections about the qualification to vote of any person at any General Meeting may only be raised in the meeting itself and not after the meeting has ended.

40.2. Any such objection must be referred to the chair of the meeting whose decision is final.

41. Poll votes

41.1. A poll on a resolution may be demanded:-

- a) in advance of the General Meeting where it is to be put to the vote, or
- b) at a General Meeting, either before a vote on that resolution or immediately after the result of a vote on that resolution is declared.

41.2. A poll may be demanded by:

- a) the chair of the meeting;
- b) the Board; or
- c) two or more Voting Members present in person or proxy having the right to vote on the resolution or, if less, a person or persons representing not less than one-tenth of the total voting rights of all the Voting Members having the right to vote on the resolution.

41.3. A demand for a poll may be withdrawn if:-

- a) the poll has not yet been taken, and
- b) the chair of the meeting consents to the withdrawal.

41.4. Polls shall be taken as the chair of the meeting directs, and they may appoint scrutineers (who need not be Voting Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

41.5. A poll demanded on the election of a chair of the meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith, or at such time and place as the chair of the meeting directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands, and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

41.6. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

42. Postal Ballot

- 42.1. The Board may decide, in advance of a General Meeting, to call a postal ballot in respect of an election which would otherwise be put to the vote at the General Meeting. If there is to be a postal ballot, the details of the resolution and voting papers shall be sent at such time as the Board shall prescribe to the Voting Members. Voting papers must be returned to the Chief Executive Officer in a sealed envelope by such time as the Board shall prescribe and shall be opened and counted by such person or persons as the Board shall decide.
- 42.2. The result of the postal ballot will be declared at the General Meeting at which it would otherwise have been put to the vote.

43. Content of proxy notices

- 43.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- a) states the name and address of the Voting Member appointing the proxy;
 - b) identifies the person appointed to be that Voting Member's proxy, and the General Meeting in relation to which that person is appointed;
 - c) the person identified to be that Voting Member's proxy is not identified as a proxy for any other Voting Member at the same meeting;
 - d) is signed by or on behalf of the Voting Member appointing the proxy; or is authenticated in such manner as the Directors may determine; and
 - e) is delivered to the Office in accordance with these Articles and any instructions contained in the notice of the General Meeting to which they relate.
- 43.2. The Board may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 43.3. 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.
- 43.4. 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.

44. Delivery of proxy notices

- 44.1. 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 Office by or on behalf of that person.
- 44.2. An appointment under a proxy notice may be revoked by delivering to the Office a notice in writing given by or on behalf of the person by whom, or on whose behalf, the proxy notice was given.

44.3. 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.

44.4. 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.

45. Amendments to resolutions

45.1. An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:-

- a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the General Meeting at which it is to be proposed, not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
- b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

45.2. A special resolution to be proposed at a General Meeting may be amended by ordinary resolution if:-

- a) the chair of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and
- b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

45.3. With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.

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

46. Written resolution

46.1. Subject to Article 46.3, a resolution in writing agreed by the Appropriate Majority of Voting Members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective, provided that a copy of the proposed resolution has been sent to every eligible Voting Member and the Appropriate Majority of Voting Members have signified their agreement to the resolution in an authenticated document which has been received at the Office within the period of 28 clear days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Voting Members have signified their agreement.

46.2. In Article 46.1, the "Appropriate Majority" is:-

- a) in the case of an ordinary resolution, a simple majority of the Voting Members;
- b) in the case of a special resolution, 75% or more of the Voting Members.

46.3. The following may not be passed as a written resolution:-

- a) a resolution to remove a Director before their period of office expires;
- b) a resolution to remove an auditor before their period of office expires;

- c) a resolution to alter the Byelaws or Rules of the Company; and
- d) a special resolution to adopt new Articles of Association of the Company.

47. Means of communication to be used

- 47.1. Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for.)
- 47.2. Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied under these Articles by the Company to a person by being made available on a website.
- 47.3. A notice given by means of a website shall be deemed to have been sent, supplied or given when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 47.4. The applicable address for service of documents shall be:-
- a) in the case of a Voting Member, at their registered address as it appears in the register of members or by giving notice using electronic communications to an address for the time being notified to the Company by the Voting Member; and
 - b) in the case of an Affiliated Member, at their last known address.
- 47.5. Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board 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.
- 47.6. A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 47.7. Any Voting Member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon them, shall be entitled to have notices served upon them at such address, or an address to which notices may be sent using electronic communications.
- 47.8. Save as aforesaid and as provided by the Act, only those Voting Members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
- 47.9. Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

48. No right to inspect accounts and other records

48.1. Except as provided by law, or authorised by the Board 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 Voting Member.

49. Indemnity

49.1. Subject to Article 49.2, 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 2006 Act);
- c) any other liability incurred by that Director as an officer of the Company or an associated company.

49.2. This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law.

49.3. In this Article:-

- a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- b) a "relevant Director" means any Director or former Director of the Company or an associated company.

50. Insurance

50.1. The Board 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.

50.2. In this Article:-

- a) a "relevant Director" means any Director or former Director of the Company or an associated company;
- b) "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.

51. Dissolution

51.1. If upon the winding up or dissolution of the Company, 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 Voting Members but given or transferred to some other organisation or organisations having objects similar to the objects of the Company.