

Company number 02712531

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
GATWICK DIAMOND BUSINESS

Articles of Association

As amended by special resolution passed on 27th June 2025

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. INTERPRETATION

1.1 In these Articles:

Act	means the Companies Act 2006 including any statutory modification or reenactment thereof for the time being in force.
Annual General Meeting	means the annual meeting of the Members as required by Article 9.1.
Articles	means the articles of association of the Company as set out herein.
Associate	means an associate member of the Company admitted pursuant to Article 8.5.
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.
Board	the board of Directors of the Company.
Chair	means the person appointed to act as chair of the Company pursuant to Article 35.
chair of the meeting	has the meaning given in Article 11.5.
Chief Executive	means the senior administration officer of the Company for the time being appointed in accordance with Article 37.
Clear Days	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
Company	means the company intended to be regulated by these Articles registered at Companies House with company number 02712531.
Co-opted Council Member	means a Council Member appointed by the Elected Council Members under Article 34.3 or appointed automatically by virtue of the provisions of Article 34.1 or 34.2.
Council	means the council of the Company made up of Council Members.
Council Member	means a member of the Council appointed pursuant to Articles 33, 34 and 37 (being an

	Elected Council Member, a Co-opted Council Member or the Chief Executive).
Director	means a director of the Company appointed pursuant to Articles 28.
Document	includes, unless otherwise specified, any document sent or supplied in Electronic Form.
Elected Council Member	means a Council Member appointed by the Members.
Electronic Form	has the meaning given in section 1168 of the Act.
General Manager	means the Chief Executive, having had conferred on them the alternative title of General Manager under the terms of Article 37.6.
Member	means a person (whether an individual, an incorporated body or a partner in an unincorporated firm or a member of an unincorporated group association or body) registered as a Member of the Company on the register of members and "membership" shall be construed accordingly. For the avoidance of doubt "Member" does not include Associates.
Ordinary Resolution	has the meaning given in section 282 of the Act.
Participate	in relation to a Directors' meeting, has the meaning given in Article 20.1.
Post AGM Council Meeting	the meeting of the Elected Council Members held following an Annual General Meeting in accordance with Article 42.2.
Special Resolution	has the meaning given in section 283 of the Act.
Three Year Term	a period which includes three Post AGM Council Meetings since the Director was last appointed as a Director at a Post AGM Council Meeting.
Treasurer	means the person appointed to carry out the role of treasurer and finance director of the Company pursuant to Article 36.
United Kingdom	means Great Britain and Northern Ireland.
Working Group	has the meaning given in Article 38.1.
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:
- 1.2.1 person includes a corporation; the singular includes the plural and vice versa; and the masculine includes the feminine and vice versa; and
 - 1.2.2 words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles became binding on the Company.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 Any phrase introduced by the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.5 No regulations or articles set out in any statute, or in any statutory instrument or other subordinate legislation made under any statute on or before the date of adoption of these Articles, concerning companies (including the regulations in the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall apply as the articles of the Company. The Articles shall be the articles of association of the Company.

2. **LIABILITY OF MEMBERS**

- 2.1 The liability of the Members is limited.

3. **GUARANTEE**

- 3.1 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 they are a Member, or within one year after they cease to be a Member, for:
- 3.1.1 payment of the Company's debts and liabilities contracted before they cease to be a Member;
 - 3.1.2 payment of the costs, charges and expenses of winding up; and
 - 3.1.3 adjustment of the rights of the contributories among themselves.

4. **WINDING UP OR DISSOLUTION**

- 4.1 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 Members of the Company, but shall be given or transferred to some other body or bodies having objects similar to the objects of the Company or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 7 hereof, such body or bodies to be determined by the Members of the Company at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some other charitable body.

PART 2
OBJECTS AND POWERS

5. OBJECTS

5.1 The objects for which the Company is established are:

- 5.1.1 to promote commerce, trade and industry;
- 5.1.2 to secure co-operative action in dealing with problems affecting commerce, trade and industry;
- 5.1.3 collectively to represent the views and needs of Members of the Company to local authorities, central Government, utilities and other public or private organisations;
- 5.1.4 to promote inter-trading and the exchange of information between Members of the Company and persons and organisations in the community;
- 5.1.5 to promote the wider interests of the economy and associated well-being of the whole community in the area in which the Company operates;
- 5.1.6 to undertake market research and process, analyse and publish the results of such research;
- 5.1.7 to promote and market the objects of the Company and any projects to achieve its objectives;
- 5.1.8 to further the common interests and to promote the welfare of Members of the Company generally;
- 5.1.9 to establish or operate or assist to establish or operate whether by giving financial support or otherwise exhibitions, exhibition centres and trade fairs;
- 5.1.10 to maintain contact and work in harmony with public and private organisations whose objectives are similar to or complimentary to those of the Company;
- 5.1.11 to establish or take over and operate any trade or business whatsoever which can in the opinion of the Council be advantageously carried on by the Company in connection with the general business of the Company or its Members;
- 5.1.12 to provide careers advice and vocational guidance to persons attending schools, colleges and other educational institutions in the community;
- 5.1.13 to provide and co-ordinate training programmes to develop and improve labour resources within the community;
- 5.1.14 to provide and support programmes to broaden the pool of labour in the community to create employment opportunities for older persons, handicapped persons and other persons with special needs.

6. POWERS

6.1 The Company shall have the following powers:

- 6.1.1 to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter building or erections;
- 6.1.2 to sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company;
- 6.1.3 to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
- 6.1.4 to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law;
- 6.1.5 to secure the obligations of the Company or the payment of money by the Company by the issue of mortgages, debentures, debenture stock or other securities charged upon all or any part of the Company's property present and future and to secure the obligations of any person or company in a similar manner;
- 6.1.6 to work in union on such terms, and in such manner as may be thought desirable with any company or association, corporate or incorporate, authorised or having power to do any of the things or undertake any of the duties or liabilities which the Company is authorised to do or undertake and to promote or form or assist in the promotion formation of any such company or association;
- 6.1.7 to indemnify Members of the Company or any other persons or bodies whether corporate or incorporate, undertaking any liability or lending any money or making any financial accommodation whatsoever on behalf of the Company or any other person or body whether corporate or incorporate;
- 6.1.8 to take and accept any gift of money, property or other assets whether subject to any special trust or not;
- 6.1.9 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- 6.1.10 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 6.1.11 to invest moneys of the Company not immediately required for its purpose in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) an such consents (if any) as may for the time being be imposed or required by law;
- 6.1.12 to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations, institutions or companies;
- 6.1.13 to undertake and execute charitable trusts;
- 6.1.14 to engage and pay any person or persons whether on a full time or part time basis or whether as consultant or employee to supervise, organise, carry on

the work of and advise the Company and, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants;

- 6.1.15 to amalgamate with any companies, institutions, societies or associations;
- 6.1.16 to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- 6.1.17 to do all such other lawful things as shall further the attainment of the objects of the Company or any of them;
- 6.1.18 to do all or any of the above things, either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by way or through agents sub-contracts, trustees or otherwise.

7. APPLICATION OF INCOME AND PROPERTY

- 7.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Company, provided that nothing herein shall prevent any payment in good faith by the Company:
 - 7.1.1 of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company and of traveling expenses necessarily incurred in carrying out the duties of any Member, officer or servant of the Company;
 - 7.1.2 of interest on money lent by a Member, Director or Council Member of the Company at a rate per annum not exceeding two percentage points less than the base lending rate for the time being of the Company's clearing bankers or 3% whichever is the greater;
 - 7.1.3 to any Director or Council Member of reasonable out-of-pocket expenses;
 - 7.1.4 of fees, remuneration or other benefit in money or money's worth to a Company of which a Member of the Company or a Director may be a member;
 - 7.1.5 of reasonable and proper rent for premises demised or let by any Member of the Company or any Council Member.

PART 3

MEMBERS

8. MEMBERS

- 8.1 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles (or in the case of Members at the date of adoption of these Articles, prior articles of association of the Company) shall be Members of the Company. No person (whether an individual or an incorporated body) or the partners in any unincorporated firm shall be admitted a Member of the Company unless they are involved in business or provides services to or relating to businesses in any of the counties of Surrey, West Sussex, East Sussex

(including the unitary authority of Brighton and Hove), West Kent and also extending to include businesses in the wider functioning economic area surrounding these counties.

- 8.2 Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Board require signed by the applicant.
- 8.3 New applications for membership shall be subject to the prior approval of the Chief Executive for the time being and then circulated among the Council each calendar month. No applicant shall become a Member until such time as all moneys due, as calculated under this Article 8 or otherwise, have been paid.
- 8.4 An applicant for Membership who has been approved by the Chief Executive shall be subject to Board approval and if the Board give approval the Board shall authorise the entry of the applicant's name into the register of members.
- 8.5 The Council may admit persons as associate members of the Company on such terms as the Council deems fit provided that such Associates shall not be entitled to serve notices of or to vote at general meetings of the Company.
- 8.6 Any incorporated body which is a Member of the Company shall only be entitled to receive notice and vote at any general meeting of the Company through an individual person duly authorised as its representative.
- 8.7 All the partners in any unincorporated firm or all the Members of any unincorporated group, association or body who are Members of the Company shall only be entitled to receive notice and attend and vote at any general meeting of the Company through one individual person duly authorised as their representative.
- 8.8 A representative shall be authorised to exercise the same powers on behalf of the Member whom they represent as the Member could exercise as an individual member of the Company and such a Member shall through that representative be deemed to be acting in person as a Member. The appointment of any representative or replacement therefor shall be deemed conditional upon approval of the Board.
- 8.9 A Member shall forthwith cease to be a Member of the Company upon the happening of any of the following events, namely:
 - 8.9.1 if such Member shall tender their resignation in writing to the Company and shall not have withdrawn the same within a period of one month thereafter;
 - 8.9.2 if 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 Member and may remain so for more than three months;
 - 8.9.3 if the Member becomes bankrupt or makes any arrangement or composition with their creditors;
 - 8.9.4 if being an incorporated body it shall go into liquidation or receivership;
 - 8.9.5 if such Member dies or ceases to exist;
 - 8.9.6 if the Council shall decide to exclude such a Member; or
 - 8.9.7 if such Member cease to be a Member under the terms of Article 8.15.

- 8.10 The appointment of a representative shall forthwith cease if the Member appointing them ceases to be a Member of the Company.
- 8.11 Membership shall not be transferrable.
- 8.12 The Board shall be responsible for maintaining the register of Members (but without prejudice to their right to delegate the task of such maintenance to any individual director, employee, professional service provider or such other person as the Board considers appropriate).
- 8.13 Every member shall be bound to contribute to the funds of the Company (i) an amount not less than the agreed membership fee (Annual Membership/Monthly Membership Subscription) and (ii) the amount of any additional levy or other payment determined in accordance with Article 8.16.

Where the membership product is Monthly Membership Subscription, the membership fee will be covered by the submission to the signing of a Bank monthly Direct Debit dated to commence on the first of the same month, operating on a rolling basis, renewing automatically each month unless cancelled in accordance with the notice period. All Monthly Membership Subscriptions require a minimum commitment of three (3) months from the start date.

Where the membership product is Annual Membership, the first membership fee shall be due and payable in full in advance of the commencement of membership. Payment shall be made by either Direct Debit, Credit/Debit Card, or BACS Transfer.

Thereafter all annual renewals of membership shall be subject to the same conditions of payment on the anniversary of the Member having first joined the Company so that:

- 8.13.1 where a member joined the Company on or before 15th day of the month, their annual subscription shall be due on the first day of that month each year; and
- 8.13.2 where the Member joined the Company on or after the 16th day of the months then their membership fee shall be due on the first day of the month the succeeding month each year throughout the continuation of membership.
- 8.14 The date on which any additional levy or other payment shall be due pursuant to Article 8.16 shall be determined by the Board.
- 8.15 If any such sums shall be more than two months in arrears from a Member then that Member shall on receipt of notice from the Chief Executive or the Board of the Company for the time being cease to be a Member of the Company and their name shall be removed from the register of members.
- 8.16 The Board shall from time to time determine any membership/subscription fees and may, subject to any direction by Members at any general meeting, fix from time to time the amount of any levy or other payment which may be required in order to fund the activities of the Company. The Chief Executive of the Company for the time being shall notify all Members of the amount of the subscription fee and the amount of any levy or other payments so determined. Any fees and/or levies may be set at different levels so as to fairly reflect the financial resources of Members.

9. GENERAL MEETINGS

- 9.1 The Company shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as

such in the notices calling it, and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting in each year shall be held at such time and place as the Board shall appoint.

- 9.2 The Board may call general meetings and, on the requisition of Members pursuant to the provisions of the Act or at the request of the Council, shall forthwith proceed to convene a general meeting for a date not later than six weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Board Members to call a general meeting, any Council Member or any Member of the Company may call a general meeting.

10. NOTICE OF GENERAL MEETINGS

- 10.1 The Annual General Meeting and any other general meeting shall be called by at least 14 Clear Days' notice. A general meeting may be called by shorter notice if it is so agreed:

10.1.1 in the case of an Annual General Meeting, by a majority in number of the Members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the Members; and

10.1.2 in the case of any other general meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than 90 per cent of the total voting rights at the meeting of all the Members.

- 10.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

- 10.3 The notice shall be given to all the Members, all the Directors and to the Council Members and to any auditors, if appointed.

- 10.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

11. PROCEEDINGS AT GENERAL MEETINGS

- 11.1 No business shall be transacted at any general meeting unless a quorum is present. Twenty five persons entitled to vote upon the business to be transacted, each being a Member, a proxy for a Member or a duly authorised representative of a Member shall be a quorum.

- 11.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Board may determine.

- 11.3 The Chair shall chair general meetings if present and willing to do so.

- 11.4 If a Chair has not been appointed, or if the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

11.4.1 the Directors present; or

- 11.4.2 (if no Directors are present), the meeting, must appoint a Director or Member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 11.5 The person chairing a meeting in accordance with Article 11.3 or 11.4 is referred to as “the chair of the meeting”.
- 11.6 Directors may attend and speak at general meetings, whether or not they are Members.
- 11.7 The chair of the meeting may permit other persons who are not Members of the company to attend and speak at a general meeting.
- 11.8 The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting and the adjournment not taken place.
- 11.9 When a meeting is adjourned for 14 days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 11.10 In the case of an equality of votes at any general meeting the chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.
- 11.11 A resolution of the Members (or a class of Members) may be passed as a written resolution in accordance with chapter 2 of part 13 of the Act.
- 11.12 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
- 11.12.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
- 11.12.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 11.13 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
- 11.13.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 11.13.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 11.14 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

12. VOTES OF MEMBERS

- 12.1 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.
- 12.2 On a show of hands every Member present in person by proxy or by representative shall have one vote.
- 12.3 In the event of a Member being represented by more than one representative, only one such representative shall be entitled to vote on behalf of that Member, and the Member shall advise the chair of the meeting, prior to its commencement, as to which representative shall be entitled to cast any votes for such Member.
- 12.4 A poll on a resolution may be demanded:
 - 12.4.1 in advance of the general meeting where it is to be put to the vote, or
 - 12.4.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 12.5 A poll may be demanded by:
 - 12.5.1 the chair of the meeting;
 - 12.5.2 any two Directors;
 - 12.5.3 two or more persons having the right to vote on the resolution; or
 - 12.5.4 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 12.6 A demand for a poll may be withdrawn if:
 - 12.6.1 the poll has not yet been taken; and
 - 12.6.2 the chair of the meeting consents to the withdrawal.
- 12.7 On a poll every Member has one vote.
- 12.8 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 12.9 Otherwise, a poll demanded must be taken either immediately or at such time and place as the chair of the meeting directs, provided that it is taken within 30 days after it was demanded. If not taken immediately, either the time and place at which it is to be taken shall be announced at the meeting at which it was demanded or at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 12.10 The poll shall be conducted in such manner as the chair of the meeting directs and the chair of the meeting may 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.
- 12.11 If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting.

- 12.12 A Member shall not be entitled to vote at any general meeting unless all moneys presently owing by them and due to the Company have been paid.
- 12.13 Except as prescribed by the Act and as otherwise mentioned in these Articles, resolutions of Members shall be carried by simple majority of Members represented and voting at general meetings.
- 12.14 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.
- 12.15 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:
- 12.15.1 states the name and address of the Member appointing the proxy;
 - 12.15.2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
 - 12.15.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 12.15.4 is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 12.16 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 12.17 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.
- 12.18 Unless a proxy notice indicates otherwise, it must be treated as:
- 12.18.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 12.18.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 12.19 The instrument appointing a proxy may be deposited at the registered office of the Company or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and an instrument of proxy which is not deposited or delivered in a manner so permitted may be declared invalid by the chair of the meeting.
- 12.20 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.
- 12.21 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.
- 12.22 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.

- 12.23 A vote given by proxy or by the duly authorised representative of a corporation or unincorporated firm or group shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Company before the commencement of the meeting at which the vote is given.

PART 4

DIRECTORS

13. **DIRECTORS' GENERAL AUTHORITY**

- 13.1 Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

14. **MEMBERS' RESERVE POWER**

- 14.1 The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action.
- 14.2 No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution.

15. **DIRECTORS MAY DELEGATE**

- 15.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:
- 15.1.1 to such person or committee;
 - 15.1.2 by such means (including by power of attorney);
 - 15.1.3 to such an extent;
 - 15.1.4 in relation to such matters or territories; and
 - 15.1.5 on such terms and conditions;
- as they think fit.
- 15.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 15.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

16. **COMMITTEES**

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

17. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 17.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 18.

18. UNANIMOUS DECISIONS

- 18.1 A decision of the Directors is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- 18.2 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.
- 18.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- 18.4 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.

19. CALLING A DIRECTORS' MEETING

- 19.1 Any Director may call a Directors' meeting by giving notice of the meeting to the Directors.
- 19.2 Notice of any Directors' meeting must indicate:
- 19.2.1 its proposed date and time;
 - 19.2.2 where it is to take place; and
 - 19.2.3 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.
- 19.3 Notice of a Directors' meeting must be given to each Director, but need not be in writing.
- 19.4 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

20. PARTICIPATION IN DIRECTORS' MEETINGS

- 20.1 Subject to the Articles, Directors Participate in a Directors' meeting, or part of a Directors' meeting, when:
- 20.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 20.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

20.2 In determining whether Directors are Participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

20.3 If all the Directors Participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

21. **QUORUM FOR DIRECTORS' MEETINGS**

21.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

21.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than three, and unless otherwise fixed it is three.

21.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to call a general meeting so as to enable the Members to appoint further Directors.

22. **CHAIRING OF DIRECTORS' MEETINGS**

22.1 The Chair shall chair meetings of the Directors.

22.2 If the Chair is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the Participating Directors must appoint one of themselves to chair it.

23. **CASTING VOTE**

23.1 If the numbers of votes for and against a proposal are equal, the Chair or other Director chairing the meeting has a casting vote.

23.2 But this does not apply if, in accordance with the Articles, the Chair or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

24. **CONFLICTS OF INTEREST**

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

24.2 But if Article 24.3 applies, a Director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

24.3 This Article applies when:

24.3.1 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;

24.3.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

24.3.3 the Director's conflict of interest arises from a permitted cause.

- 24.4 For the purposes of this Article, the following are permitted causes:
- 24.4.1 a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
 - 24.4.2 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
 - 24.4.3 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.
- 24.5 For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- 24.6 Subject to Articles 24.7, 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.
- 24.7 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.

25. **INTERESTS OF DIRECTORS**

- 25.1 Subject to the provisions of the Act and provided that they have disclosed to the Board the nature and extent of any material interest they have, a Director notwithstanding their office:
- 25.1.1 may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - 25.1.2 may be a director or other officer of or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - 25.1.3 shall not, by reason of their office, be accountable to the Company for any benefit which they derive from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit,
- 25.2 For the purposes of Article 25.1
- 25.2.1 a general notice given to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and

25.2.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs.

26. RECORDS OF DECISIONS TO BE KEPT

26.1 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 unanimous or majority decision taken by the Directors.

26.2 The Council shall be entitled to inspect and receive copies of all board minutes produced by the Board and such other records as are referred to in Article 26.1 (above).

27. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

27.1 Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

28. APPOINTMENT OF DIRECTORS

28.1 The minimum number of Directors shall be three and the maximum number shall be six.

28.2 Subject to these Articles, any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:

28.2.1 by a decision of the Elected Council Members; or

28.2.2 if at any time there are fewer than three Directors in office or if there are no Elected Council Members, by Ordinary Resolution of the Members.

28.3 Save as provided otherwise by Special Resolution, no person shall be entitled to be a Director of the Company unless they are or represent a fully paid up Member of the Company or they are appointed as the Chief Executive.

28.4 No more than one person who represents a single Member may hold office as Director at the same time.

28.5 The Chair and the Chief Executive shall each be Directors of the Company and the appointment of the Chair and the Chief Executive shall be conditional on such persons being eligible to be a Director, save as provided otherwise by Special Resolution.

28.6 At each Post AGM Council Meeting each of the Directors that have served a Three Year Term or have been appointed since the last Post AGM Council Meeting shall retire from office.

28.7 Subject to Article 28.10, if the Elected Council Members by way of a resolution of the Elected Council Members passed at a Post AGM Council Meeting at which a Director retires, do not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless it is resolved by the Elected Council Members not to fill the vacancy or unless a resolution for the reappointment of the Director is put to a vote of the Elected Council Members and lost.

28.8 Nominations of candidates for Directorship may be made by:

28.8.1 an Elected Council Member nominating themselves for election; or

- 28.8.2 the Chair or the Chief Executive nominating any other Member (or their representative) who is not an Elected Council Member for election.
- 28.9 In relation to each vacancy for the position of Director, the candidate which receives the most votes will be elected, provided that in the event of two or more candidates receiving an equal number of votes in relation to a vacancy, the chair of the relevant meeting shall have a casting vote even if not an Elected Council Member (and in addition to any other vote they may otherwise have if an Elected Council Member). Where there is more than one vacancy for the position of Director the chair of the relevant meeting may implement such process as they consider appropriate for the casting of votes for numerous candidates for numerous positions.
- 28.10 A Director shall not serve more than two Three Year Terms, save for the Chief Executive and the Treasurer for which there shall be no limit on the number of Three Year Terms which they can serve while holding such positions (but for the avoidance of doubt, shall still be subject to the process in Article 28.6 and 28.7 above).
- 28.11 The Elected Council Members may at any time appoint any person to fill a vacancy provided such person is eligible to be a Director and that the appointment does not cause the number of Directors to exceed any number fixed in accordance with the Articles as the maximum number of Directors.
- 28.12 The holding of the position of Elected Council Member shall not preclude a person from being elected as a Director by the Elected Council Members.
- 28.13 The Chair shall, notwithstanding their position as Chair, be subject to Articles 28.6, 28.7 and 28.10.
- 28.14 The persons stated in part 1 of the schedule to these Articles (already being directors of the Company) shall be deemed to be Directors at the date of adoption of these Articles, provided that in order to take account of their prior service, the Post AGM Council Meeting immediately following the adoption of these Articles shall be deemed for the purpose of Article 28.6 and 28.10 to be such number since their appointment as is stated in part 1 of the schedule to these Articles.

29. **TERMINATION OF DIRECTOR'S APPOINTMENT**

- 29.1 A person ceases to be a Director as soon as:
- 29.1.1 that person ceases to be a Director by virtue of any provision of the Act or is prohibited from being a Director by law;
 - 29.1.2 a bankruptcy order is made against that person;
 - 29.1.3 composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 29.1.4 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;
 - 29.1.5 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;

- 29.1.6 save as provided otherwise by Special Resolution, the person or the organisation which they represent ceases to be or be represented by a Member for any reason or the person leaves the employment or is no longer a partner of a Member, unless the Director concerned is the Chief Executive (whose appointment is not subject to the pre-condition of them being or representing a fully paid up Member of the Company);
- 29.1.7 they retire from office in accordance with Article 28.6 unless reappointed in accordance with Article 28.7;
- 29.1.8 the Council resolve (at any time and at its discretion) to remove such person as a Director, for any reason or without reason (including by reason of the person's misconduct); or
- 29.1.9 the Members by way of Ordinary Resolution resolve to terminate such directorship (such right of the Members being in addition to and without prejudice to section 168 of the Act).

30. DIRECTORS' REMUNERATION & EXPENSES

- 30.1 Directors may undertake any services for the Company that the Directors decide.
- 30.2 Without prejudice to Article 7.1.1, any remuneration for:
 - 30.2.1 services to the Company by any Director; or
 - 30.2.2 any other service which any Director undertakes for the Company,shall be subject to the approval of the Council.
- 30.3 The Directors may be paid such travelling, hotel, and other expenses properly incurred by them in connection with the discharge of their duties as have been previously authorised by the Council.

PART 5

COUNCIL

31. NUMBER OF COUNCIL MEMBERS

- 31.1 The Council shall consist of up to a maximum of 19 Council Members, consisting of:
 - 31.1.1 no more than 12 Elected Council Members;
 - 31.1.2 no more than ten Co-opted Council Members (save as provided Article 34.2); and
 - 31.1.3 the Chief Executive (if any).
- 31.2 No more than one person who represents a single Member may hold office as a Council Member at the same time.

32. POWERS OF COUNCIL

- 32.1 The Council shall have the power to appoint and remove Directors in accordance with the terms of Article 28 and 29.1.8.

- 32.2 The Council by decision of the Elected Council Members (only) shall appoint the Chief Executive, the Chair and the Treasurer.
- 32.3 The Council may make recommendations to, advise and consult with the Board and assist the Board in carrying out such activities as the Board may request, but shall not have the powers of the Board and membership of the Council does not itself confer the position or powers of directorship (subject to Article 28.5).
- 32.4 The Council shall approve the terms of reference and membership of Working Groups appointed pursuant to Article 38.

33. **APPOINTMENT AND RETIREMENT OF ELECTED COUNCIL MEMBERS**

- 33.1 Subject to the provisions of these Articles, the Elected Council Members shall be elected by the Members at the Annual General Meeting of the Company.
- 33.2 Nominations of Elected Council Member candidates may be made by a Member nominating themselves (or their representative) for election. Written notice of any such nominations must have been sent to the Chief Executive of the Company for the time being not later than 30 days prior to the date of the appropriate Annual General Meeting.
- 33.3 The Chief Executive shall be responsible for implementing the processes and administration associated with the election of Elected Council Members, including inviting Members to make nominations and the retirement by rotation process set out in Article 33.6 (including advising Council Members of their impending retirement and their eligibility to stand for re-election).
- 33.4 No person shall be entitled to be elected as an Elected Council Member of the Company unless they are or represent a fully paid up Member of the Company.
- 33.5 In relation to each vacancy for the position of Elected Council Member, the candidate which receives the most votes will be elected, provided that in the event of two or more candidates receiving an equal number of votes in relation to a vacancy, the chair of the meeting shall have a casting vote (in addition to any other vote they may otherwise have as a Member or representative of a Member). Where there is more than one vacancy for the position of Elected Council Member the chair of the meeting may implement such process as they consider appropriate for the casting of votes for numerous candidates for numerous positions.
- 33.6 At each Annual General Meeting:
 - 33.6.1 four Elected Council members being those who have been in office as Elected Council Members for the longest period where the length of period shall be deemed from their most recent election or re-election; or
 - 33.6.2 to the extent any Elected Council Members have held office for an equal period of time which results in more than four Elected Council Members being capable of being considered as one of the four longest serving, then such greater number of Elected Council Members that includes those holding office for an equal period of time; or
 - 33.6.3 if there are fewer than four Elected Council Members in office, all Elected Council Members,shall retire from office.

- 33.7 Subject to Article 33.10, if the Company, at the meeting at which an Elected Council Member retires, does not fill the vacancy the retiring Elected Council Member shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Council Member is put to the meeting and lost.
- 33.8 If a person ceases to be an Elected Council Member prior to an Annual General Meeting, then the Chair shall offer the position of Elected Council Member to such person who gained the most votes at the last Annual General Meeting but not enough to be elected at that last general meeting. If such offer is accepted then such person shall be appointed as an Elected Council Member. The Chief Executive shall maintain a list of votes made at each Annual General Meeting for such purposes.
- 33.9 If at any time there are fewer Elected Council Members than the limit referred to in Article 31.1.1, the Members may at any time by Ordinary Resolution appoint one or more persons as Elected Council Members provided that the total number of Elected Council Members does not exceed the limit referred to in Article 31.1.1.
- 33.10 Elected Council Members, other than the Treasurer, may not serve beyond the sixth Annual General Meeting following the date on which they were first appointed as a Council Member (whether Elected or Co-opted) and shall not be eligible for reappointment at the sixth Annual General Meeting.
- 33.11 The persons stated in part 2 of the schedule to these Articles shall be deemed to be Elected Council Members at the date of adoption of these Articles, provided that in order to take account of their prior service, each person is deemed for the purpose of Articles 33.6 and 33.10 to have first been appointed as an Elected Council Member at the Annual General Meeting stated opposite their name in part 2 of the schedule to these Articles.

34. APPOINTMENT AND RETIREMENT OF CO-OPTED COUNCIL MEMBERS

- 34.1 Each Director (if not a Elected Council Member) shall ex officio be appointed as a Co-opted Council Member for duration of their directorship.
- 34.2 Elected Council Members that are elected as Directors pursuant to Article 28 will automatically become Co-opted Council Members if they cease to be an Elected Council Member by virtue of Article 33.6 (and are not reappointed as an Elected Council Member under Article 33.7) or Article 33.10 during their term as a Director and notwithstanding that this may cause the limit of Co-opted Council Members to be exceeded until the next Post AGM Council Meeting.
- 34.3 The Elected Council Members shall have the right by resolution of the Elected Council Members to appoint Co-opted Council Members provided that any such appointment when taking account of any ex officio appointments pursuant to Articles 34.1 and 34.2 shall not cause the limit in Article 31.1.2 to be exceeded.
- 34.4 No person shall be entitled to be appointed as a Co-opted Council Member unless they are or represent a fully paid up Member of the Company, save as provided otherwise by Special Resolution.
- 34.5 Each Co-opted Council Member (other than the Chair if a Co-Opted Council Member and any Co-opted Council Member that is a Director) is to serve until the next Post AGM Council Meeting at which time Co-opted Council Member shall retire and may be re-elected as the Elected Council Members may resolve.

- 34.6 There shall be no limit on the number of occasions on which a person may be re-elected as a Co-opted Council Member following their retirement as a Co-opted Council Member.
- 34.7 When voting for Co-opted Council Members each Member shall be entitled to cast up to as many votes as is equal to the lower of either the number of vacant positions or the number of candidates, and in any case no Member may cast more than one vote in favour of each candidate. The candidates with the most votes shall be elected. Votes may be cast by electronic means.
- 34.8 The Chair shall announce to the Members the names and position of all the Council Members on or before the first general meeting following the Post AGM Council Meeting.
- 34.9 If a person ceases to be a Co-Opted Council Member prior to a Post AGM Council Meeting, the Elected Council Members may appoint a Co-opted Council Member to fill such vacancy until the next Post AGM Meeting.
- 34.10 The Chair and each Director that are Co-opted Council Members shall remain a Co-opted Council Member for so long as they hold office as Chair or Director. Upon ceasing to be a Chair or Director, such person shall cease to be a Co-opted Council Member unless re-elected by the Elected Council Members as a Co-opted Council Member.

35. **CHAIR**

- 35.1 The Elected Council Members shall appoint one of the Directors (other than the Chief Executive or the Treasurer) to be the Chair.
- 35.2 The Chair shall automatically retire from the position as Chair at the third Post AGM Council Meeting since being first appointed as Chair. The Chair shall be eligible for re-election but shall not be entitled to serve a further consecutive term which extends beyond the sixth Post AGM Council Meeting following first being appointed as Chair.
- 35.3 Nominations for the position of Chair shall be made by Elected Council Members and Co-opted Council Members nominating themselves for election. Nominations for the position of Chair will be submitted to the Chief Executive (or if none, the Elected Council Members) no less than two business days prior to the Post AGM Council Meeting.
- 35.4 Each Elected Council Member shall have one vote, and the candidate with the most votes shall be elected as Chair, provided that in the event of two or more candidates receiving an equal number of votes in relation to a vacancy, the Chief Executive or other person chairing the meeting shall have a casting vote.
- 35.5 A person ceases to be Chair immediately upon:
- 35.5.1 ceasing to be a Director;
 - 35.5.2 the Council passing a resolution to remove that person as Chair;
 - 35.5.3 their retirement pursuant to Article 35.2; or
 - 35.5.4 their resignation as Chair.
- 35.6 Unless the Chair is an Elected Council Member, they shall ex officio be appointed as a Co-opted Council Member.

35.7 The person that holds the position of Chair pursuant to the articles of association of the Company immediately prior to the adoption of these Articles shall be deemed to be appointed as Chair under these Articles at the time of adoption of these Articles, provided that in order to take account of prior service, the Post AGM Council Meeting immediately following the adoption of these Articles shall be deemed for the purpose of Article 35.2 to be such person's second Post AGM Council Meeting since their appointment.

36. **TREASURER**

36.1 The Elected Council Members shall from time to time appoint one of the Directors to be Treasurer of the Company for such period as the Council sees fit.

36.2 A person ceases to be Treasurer immediately upon:

36.2.1 ceasing to be a Director;

36.2.2 the Council passing a resolution to remove that person as Treasurer; or

36.2.3 their resignation as Treasurer.

36.3 The first Treasurer following the adoption of these Articles shall be appointed at the Post AGM Council Meeting immediately following the adoption of these Articles.

37. **CHIEF EXECUTIVE**

37.1 The Elected Council Members shall appoint the Chief Executive of the Company for such term, at such remuneration and upon such conditions as they may think fit (and which may include employment by the Company).

37.2 The recruitment of the Chief Executive shall be carried out by the Chair, subject to the process and any appointment being approved by the Council.

37.3 The Chief Executive shall ex officio be appointed a Director and Council Member.

37.4 The Chief Executive shall continue to serve as a Director and Council Member for so long as he or she holds the position of Chief Executive.

37.5 A person ceases to be a Chief Executive immediately upon:

37.5.1 ceasing to be a Director;

37.5.2 ceasing to be a Council Member;

37.5.3 the Council at any time passing a resolution to remove such person as Chief Executive;

37.5.4 the expiry of any term of appointment as Chief Executive;

37.5.5 to the extent engaged as an employee by the Company, the termination of their employment; or

37.5.6 their resignation as Chief Executive.

37.6 The Elected Council Members may at their discretion determine the Chief Executive shall be known as and have the title "General Manager", but notwithstanding such

alternative title, the holding of such position shall nevertheless confer all the rights and obligations as Chief Executive as set out in these Articles.

37.7 The Chair shall assume the duties of the Chief Executive in the event that no Chief Executive has been appointed or the Chief Executive is unavailable or indisposed.

37.8 The person holding the position of chief executive pursuant to the articles of association of the Company immediately prior to the adoption of these Articles shall be deemed to be appointed as Chief Executive at the time these Articles are adopted.

38. **WORKING GROUPS**

38.1 The Chair and the Chief Executive may together form working groups which may consist of Members or third parties, for the purpose of supporting the Board or the Council on certain matters (**Working Groups**)

38.2 Working Groups shall have no constitutional role and appointment to a Working Group does not thereby confer any right or power of Council Member or Director.

38.3 All Working Groups will automatically disband upon the occurrence of each Annual General Meeting of the Company, but without prejudice to the right of the Chair and the Chief Executive to reform any Working Group following the Annual General Meeting.

39. **DISQUALIFICATION AND REMOVAL OF COUNCIL MEMBERS**

39.1 The office of a Council Member shall be vacated:

39.1.1 on the death of the Council Member;

39.1.2 if they cease to be a Council Member by virtue of any provision of the Articles;

39.1.3 if they become bankrupt or make any arrangement or composition with their creditors generally;

39.1.4 if a registered medical practitioner who is treating that person gives a written opinion to the Company stating that person has become physically or mentally incapable of acting as a Council Member and may remain so for more than three months;

39.1.5 if they resign their office by notice to the Company;

39.1.6 if they are convicted of a criminal offence, other than a road traffic offence which attracts a fine or other non-custodial sentence;

39.1.7 if they commit any act of fraud or dishonesty or act in any manner which in the opinion of the other members of the Council brings or is likely to bring the Council or the Company into disrepute or is materially adverse to the interests of the Company;

39.1.8 if they are, in the reasonable opinion of the other members of the Council, negligent and incompetent in the performance of their duties;

39.1.9 if they shall for more than three consecutive meetings of the Council have been absent and the Council resolve that their office be vacated;

39.1.10 if they or the organisation they represent ceases to be a Member for any reason or they leave the employment or are no longer a director or partner of a Member, save as provided otherwise by Special Resolution;

39.1.11 if they are Co-opted by virtue of Article 34.1 or 34.2 and cease to be a director;
or

39.1.12 if the Company by Ordinary Resolution decides to remove them.

40. COUNCIL MEMBERS EXPENSES

40.1 The Council Members may be paid such travelling, hotel, and other expenses properly incurred by them in connection with the discharge of their duties as have been previously authorised by the Board.

41. INTERESTS OF COUNCIL MEMBERS

41.1 Provided that they have disclosed to the Council the nature and extent of any material interest of they have, a Council Member notwithstanding their office:

41.1.1 may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

41.1.2 may be a director or other officer of or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and

41.1.3 shall not, by reason of their office, be accountable to the Company for any benefit which they derive from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit,

41.2 For the purposes of Article 41.1

41.2.1 a general notice given to the Council that a Council Member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Council Member has an interest in any such transaction of the nature and extent so specified; and

41.2.2 an interest of which a Council Member has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs.

42. PROCEEDINGS OF COUNCIL MEMBERS

42.1 Subject to the provisions of the Articles, the Council may regulate their proceedings as they think fit. A Council Member may, and the Chief Executive for the time being at the request of a Council Member shall, call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Council Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote unless the vote is at a Post AGM Council Meeting.

- 42.2 Following each Annual General Meeting of the Company the Chief Executive or the Chair shall call a meeting of the Elected Council Members for the purpose of appointing the Directors, Co-opted Council Members and the Chair (**Post AGM Council Meeting**). The post AGM Council Meeting shall be chaired by the Chief Executive (who shall not be entitled to vote at such meeting save as provided by Article 35.4).
- 42.3 The quorum for the transaction of the business of the Council may be fixed by the Council and unless so fixed at any other number shall be:
- 42.3.1 in the case of business which by these Articles is to be decided upon by the Elected Council Members, five Elected Council Members (or if there are fewer Elected Council Members in office than five, then all the Elected Council Members);
- 42.3.2 in the case of all other business, seven Council Members (or if there are fewer Elected Council Members in office than seven, then all the Council Members).
- 42.4 The continuing Council Members or a sole continuing Council Member may act notwithstanding any vacancies in their number, but, if the number of Council Members is less than the number fixed as the quorum, the continuing Council Members or Council Member may act only for the purpose of filling vacancies or requiring the Directors to call a general meeting.
- 42.5 Unless they are unwilling to do so, the Chair shall preside at every meeting of Council Members (other than Post AGM Council Meetings) at which they are present as the Chair but if there is no Chair holding that office at any particular time, or if the Chair is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the Council Members present may appoint one of their number to be chair of the relevant meeting but unlike the Chair such person shall not have a second or casting vote.
- 42.6 In the case of the Post AGM Council Meetings if the Chief Executive is unavailable to preside or is not present within five minutes after the time the time appointed for the meeting, the Elected Council Members present may appoint one of their number to be chair of the relevant meeting. Such person shall not in the case of equality of votes have a second or casting vote other than in the case of Article 35.4.
- 42.7 All acts done by a meeting of the Council, or of a committee of Council Members, or by a person acting as a Council Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member and had been entitled to vote.
- 42.8 A resolution in writing signed by all the Council Members entitled to receive notice of a meeting of Council Members or of the Elected Council Members or a committee of Council Members shall be as valid and effectual as if it had been passed at a meeting of Council Members, Elected Council Members or a committee of Council Members (as the case may be) duly convened and held and may consist of several Documents in the like form each signed by one or more Council Members.
43. **VOTING OF INTERESTED COUNCIL MEMBERS**
- 43.1 A Council Member shall not vote at a meeting of Council Members, Elected Council Members or of a committee of Council Members on any resolution concerning a matter

in which they have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

- 43.2 For the purpose of this Article, an interest of a person who is connected (within the meaning of section 1122 of the Corporation Tax Act 2010) with a Council Member (including any Member represented by a Council Member) shall be treated as an interest of the Council Member.
- 43.3 A Council Member shall nevertheless be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 43.4 The Members of the Company may by Ordinary Resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Council Member from voting at a meeting of Council Members, Elected Council Member or of a committee of Council Members.
- 43.5 Where proposals are under consideration concerning the appointment of two or more Council Members to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Council Member separately and (provided they are not for another reason precluded from voting) each of the Council Members concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment.
- 43.6 If a question arises at a meeting of Council Members, Elected Council Member or of a committee of Council Members as to the right of a Council Member to vote, the question may, before the conclusion of the meeting, be referred to the chair of the relevant meeting and their ruling in relation to any Council Member other than themselves shall be final and conclusive.

44. **MINUTES**

- 44.1 The Council shall cause minutes to be made in books kept for the purpose:
- 44.1.1 of all appointments of officers made by the Council; and
- 44.1.2 of all proceedings at meetings of the Company, and of the Council and Elected Council Members, and of committees of Council Members, including the names of the Council Members present at each such meeting.

45. **PRESIDENT, VICE-PRESIDENTS AND PATRONS**

- 45.1 The Council may appoint any person to be the president and any person or persons to be vice-presidents or patrons of the Company for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointments be Council Members, Directors or Members of the Company.

PART 6

ADMINISTRATIVE ARRANGEMENTS

46. **MEANS OF COMMUNICATION TO BE USED**

- 46.1 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 Act provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

- 46.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director or Council Member in connection with the taking of decisions by Directors or Council Members may also be sent or supplied by the means by which that Director or Council Member has asked to be sent or supplied with such notices or Documents for the time being.
- 46.3 A Director or Council Member may agree with the Company that notices or Documents sent to that Director or Council Member 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. **INSURANCE**

- 47.1 Without prejudice to any insurance policy which any Director of the Company or any Council Member may be entitled to take out, the Directors of the Company may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director or Council Member of the Company in respect of any relevant loss.
- 47.2 In this Article:
- 47.2.1 a "relevant Director or Council Member" means any Director or former director of the Company or an associated company or any Council Member or former Council Member of the Company,
- 47.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director or Council Member in connection with that Director's or Council Member's duties or powers in relation to the Company or any associated company, and
- 47.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

48. **INDEMNITY**

- 48.1 Subject to the provisions of the Act but without prejudice to any indemnity to which any Director or Council Member may otherwise be entitled, every Director or Council Member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgments given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- 48.2 Without prejudice to Article 48.1 or any other indemnity to which any Director or Council Member of the Company may be entitled, and subject to Article 48.3, a relevant Director or Council Member of the Company or an associated company may be indemnified out of the Company's assets against:
- 48.2.1 any liability incurred by that Director or Council Member in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
- 48.2.2 any other liability incurred by that Director as an officer of the Company or an associated company or that Council Member as a member of the Council.

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

48.4 In this Article:

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

48.4.2 a "relevant Director or Council Member" means any Director, former director of the Company or an associated company or any Council Member or former Council Member of the Company.

49. **RULES OR BYE LAWS**

49.1 The Board may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:

49.1.1 the admission and classification of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;

49.1.2 the conduct of Members of the Company in relation to one another, and to the Company's employees;

49.1.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes; and

49.1.4 generally, all such matters as are commonly the subject matter of Company rules.

49.2 The Company in General Meeting shall have power to alter or repeal the rules or bye laws and to make additions to them and the Board shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such rules or bye laws, which, so long as they shall be in force, shall be binding on all Members of the Company provided, nevertheless, that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

SCHEDULE
TRANSITIONAL ARRANGEMENTS

Part 1 – Directors

Director	Next Post AGM Council Meeting following adoption of these Articles to be:
Dee Mathieson	1 st since appointment
Brett North	2 nd since appointment
Julie Kapsalis	1 st since appointment
Sally Brown	1 st since appointment
Jeffrey Downs	Not applicable – retiring on the date of adoption of these Articles

Part 2 – Elected Council Members

Elected Council Member	Deemed to have been appointed at:
Dee Matheson	the Annual General Meeting falling in 2023
Lee Hills	the Annual General Meeting falling in 2023
Joe Cheal	the Annual General Meeting falling in 2023
Paul Rolfe	the Annual General Meeting falling in 2023
Andrew Manley	the Annual General Meeting falling in 2023
Gemma Funnell	the Annual General Meeting falling in 2023
Mike Jones	the Annual General Meeting falling in 2023