

**ARTICLES OF ASSOCIATION FOR A PRIVATE  
COMPANY LIMITED BY GUARANTEE**

**Articles of Association**

**of**

**ONLINE DATING ASSOCIATION**

**(as amended by special resolution dated 29 November 2013)**

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### PART 1A

#### INTERPRETATION AND LIMITATION OF LIABILITY

##### 1. Defined terms

In the articles, unless the context requires otherwise—

“**Adjudication Panel**” means any adjudication panel set up by the company, whether pursuant to the Code of Practice or otherwise, which is charged with the responsibility for adjudicating on any breaches of the Code of Practice by members;

“**articles**” means the company’s articles of association;

“**bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“**chairman**” has the meaning given in article 16;

“**chairman of the meeting**” has the meaning given in article 31;

“**Code of Practice**” means the company’s code of practice setting out (amongst other things) the responsibilities of, and standards of behaviour expected from, members;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“**connected person**” means a child, parent, grandchild, grandparent, brother or sister of the director or any such person’s (or the director’s) spouse or civil partner or a person carrying on business in partnership with the director or with any other connected person or an institution controlled by the director and/or by one or more connected person or a company in which the director and/or any connected person has a substantial interest;

“**Court**” means the relevant court of law having jurisdiction in respect of the matter being referred to;

“**director**” means a director of the company, and includes any person occupying the position of director of the company, whether that person is in practice called a trustee or is given some other title;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**Independent**” means an individual who is not a member nor is connected to a member (whether by being on the board of management of that member or employed by that member or by having some other connection to that member which in the opinion of the directors could affect his or her independence);

“**member**” has the meaning given in section 112 of the Companies Act 2006;

“**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**participate**”, in relation to a directors’ meeting, has the meaning given in article 14;

“**person**” can mean either an individual or a corporate organisation;

“**special resolution**” has the meaning given in section 283 of the Companies Act 2006;

“**subsidiary**” has the meaning given in section 1159 of the Companies Act 2006;  
and

“**writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

For the avoidance of doubt these articles are governed by the laws of England and Wales.

## **2. Liability of members**

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## **PART 1B**

### **OBJECTS, POWERS, APPLICATION OF INCOME/PROPERTY, DIRECTORS' BENEFITS**

## **3. Objects**

The objects for which the company is formed are (in each case primarily but not necessarily exclusively for the benefit of the public and of members):-

- (a) to promote, protect and develop the operation, techniques, growth, status, standards and image of the online dating industry (hereinafter called "**the Industry**");
- (b) to provide an organisation and forum to benefit and service the Industry and the public in its dealings with the Industry and generally to consider questions connected with the operation of the Industry; and
- (c) to establish, support and enforce a credible and effective system of self-regulation that will meet the reasonable expectations of the general public regarding the conduct of the Industry and of those organisations involved in the Industry which are members of the company.

## **4. Powers**

The company has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular it has power:

- (a) to present, express and give effect to the views and opinions of the Industry and any sections of it and to participate and negotiate with Government, authorities, councils and regulatory and enforcement bodies of all kinds both in the United Kingdom and internationally;
- (b) to establish if appropriate codes of conduct of practice and standards for the proper regulation of the relationships of members with each other and with the general public;
- (c) to provide advisory services for the benefit of the general public and persons using services through the Industry;

- (d) to establish if considered appropriate an independent panel for the purposes of investigating complaints against members regarding online dating services and their marketing and adjudicating as necessary, monitoring compliance with codes of conduct, practice or standards, making recommendations as to changes or alterations to them and preparing such reports as the directors may from time to time require;
- (e) to institute, promote, support or oppose bills of Parliament and legislative or other measures anywhere in the world affecting the Industry including in connection with any customs or usages affecting the Industry;
- (f) to provide members with a service of information and advice on matters relating to the Industry;
- (g) to raise funds and to invite and receive contributions;
- (h) to work with other agencies or organisations having similar or compatible aims and, where appropriate, acquire, merge with or enter into any partnership, joint venture or other arrangement with such organisations;
- (i) to set aside income as a reserve against future expenditure;
- (j) to conduct research and collect information about issues relevant to the purposes of the company and to make the results of such research and such information available to interested people and organisations;
- (k) to create, hold, produce and/or contribute to performances, exhibitions, conferences, workshops, courses, lectures and other formal and informal educational and/or social events and training and other programmes using any available medium;
- (l) to write, create and/or publish text or material using any available medium;
- (m) to draw or accept cheques and other types of funds and to operate bank or other accounts in the name of the company;
- (n) to employ staff, agents or consultants and to provide for their proper payment including any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their dependants;
- (o) subject to such consents as may be required by law:
  - (i) to buy, lease, hire or otherwise acquire any property, assets or rights and to construct, maintain and alter any buildings or works;
  - (ii) to sell, let, licence, mortgage or dispose of all or any of the property or assets of the company;

- (iii) to borrow or raise money for the purposes of the company on such terms and on such security as it shall think fit;
- (iv) to lend money on such terms and subject to such security as may be thought fit;
- (v) to invest any money of the company not immediately needed for its purposes in any way as it shall think fit and to take professional investment advice where necessary;
- (p) to provide indemnity insurance for the directors;
- (q) to indemnify any director or former director against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006; and
- (r) to do all other lawful things which further any or all of the above objects.

#### **5. Application of income and property**

- (a) The company is intended to be a not-for-profit company and the income and property of the company shall be applied solely towards the promotion of the objects.
- (b) None of the income or property of the company may be paid out by way of dividend or otherwise by way of profit to any member of the company, but this does not prevent a member receiving a benefit in his or her capacity of a beneficiary of the company's services or receiving reasonable remuneration for any goods or services supplied to the company.

## **PART 2**

### **DIRECTORS**

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

#### **6. Directors' general authority**

(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.

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

## **7. Power to change name of company**

The directors may change the name of the company at any time by majority resolution.

## **8. Directors' power to set up committees**

(1) The directors may delegate any of their powers or functions to a committee of two or more directors and the directors may at any time revoke or alter any such delegation.

(2) In addition to delegating their powers or functions to committees of the nature envisaged by article 8(1) above, the directors may also from time to time set up other committees, and these other committees may include non-directors and non-members and need not necessarily be chaired by, or even include, a director.

(3) In relation to any committee set up pursuant to article 8(2), the directors shall carefully consider the extent of that committee's remit and shall clearly communicate the extent of that remit to the committee in question. The directors may at any time alter that remit or disband such committee.

## **9. Procedural issues relating to committees**

All committees set up pursuant to article 8 shall follow all rules of procedure laid down by the directors.

## **10. Rules**

(1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or useful for the proper conduct and management of the company, save that no rule or bye law shall be inconsistent with or shall purport to repeal anything contained in these articles.

(2) The rules or bye laws may regulate (but are not restricted to) the following matters:-

- (a) the admission of members, the rights and privileges of members and the subscriptions and other fees or payments to be made by members (if any) and different categories of membership, associate membership etc;
- (b) the procedure at general meetings and directors' meetings insofar as such procedure is not regulated by these articles or the Companies Acts;
- (c) the conduct of members, employees and volunteers; and
- (d) generally all such matters as are commonly the subject matter of company rules.

(3) The company in general meeting has the power to alter, add to or repeal any of the rules or bye laws.

(4) The directors must adopt such means as they consider sufficient to bring the rules and bye laws to the notice of the members.

## DECISION-MAKING BY DIRECTORS

### **11. Directors to take decisions collectively**

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 12.

### **12. Unanimous decisions**

(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

### **13. Calling a directors' meeting**

(1) Any director may call a directors' meeting by giving not less than 14 days' notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting 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.

(3) Notice of a directors' meeting must be given to each director and must be in writing.

(4) The directors shall aim to hold at least 4 directors' meetings in each calendar year.

### **14. Participation in directors' meetings**

(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—  
(a) the meeting has been called and takes place in accordance with the articles,  
and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

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

### **15. Quorum for directors' meetings**

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

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than one-third of the directors or 3 of the directors, whichever is the greater number.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(a) to appoint further directors, or

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

### **16. Chairing of directors' meetings**

(1) The directors shall appoint a director to chair their meetings, and the person so appointed for the time being shall be known as the chairman. Subject to article 16(2), chairmen shall be appointed for a fixed term of 2 years, although a chairman may be re-appointed for one or more further 2 year terms at the expiry of the previous fixed term.

(2) The directors may remove a person as chairman before the end of his or her fixed term if at least 75% of the directors (not including the chairman) consider that it would be in the best interests of the company for them to do so, but no decision to remove a person as chairman shall be taken before that person has been given a reasonable opportunity to make oral and written representations to the other directors and the other directors have had an opportunity to consider these.

(3) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint the vice chairman to chair the meeting if a vice chairman has been chosen and is at the meeting and willing to chair it, failing which the directors must appoint one of themselves to chair the meeting.

### **17. Casting vote**

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

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

## **18. Declaration and conflicts of interest**

(1) A director must declare the nature and extent of any interest which he or she has in an actual or proposed transaction or arrangement with the company and must absent himself or herself from any discussions in which a conflict may arise between his/her duty to act solely in the interests of the company and any personal interest.

(2) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person (other than one involving a direct or indirect benefit to that director) and the conflict is not authorised by virtue of any other provisions in these articles, the unconflicted directors may authorise such a conflict if (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person, (b) the conflicted director does not vote on any such matter and is not counted when determining whether there is a quorum and (c) the unconflicted directors consider it to be in the interests of the company to authorise the conflict in the circumstances.

(3) Subject to paragraph (4), if a question arises as to the right of a director to participate in a meeting for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

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

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

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.

## **20. Directors' remuneration**

(1) Directors may undertake any services for the company that the directors decide.

(2) Directors are entitled to such remuneration as the directors determine—

- (a) for their services to the company as directors, and
- (b) for any other service which they undertake for the company.

(3) Subject to the articles, a director's remuneration may—

- (a) take any form, and
- (b) 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.

## 21. Directors' expenses

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at directors' meetings, general meetings, or committee meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

## APPOINTMENT, NUMBER, RETIREMENT, TERMINATION OF APPOINTMENT OF DIRECTORS

## 22. Methods of appointing directors

(1) Subject to the other provisions of this article 22 and to article 23, the company may by ordinary resolution appoint a person who is willing to act as a director.

(2) All director appointments shall be for a fixed term of 2 years, although for the avoidance of doubt a director may resign before the end of that fixed term, PROVIDED ALWAYS that a director who comes to the end of a fixed term of office or purports to resign early shall remain as a director if the effect of that person ceasing to be a director would be to cause the company to cease to comply with article 23, in which case that director shall only cease to be a director once one or more additional directors have been appointed such that the company will be complying with article 23 even after the director who is stepping down ceases to be a director.

(3) No person other than a director automatically retiring at the end of his or her fixed term of office may be appointed as a director at any general meeting unless either (a) that person is recommended for election by the directors or (b) not less than 7 days nor more than 35 days before the date of the relevant general meeting the company is given a notice signed by a member stating that member's intention to propose the appointment of a person as a director and is also signed by the proposed appointee.

(4) No person may be appointed to act as a director unless he or she is either (a) an authorised representative of a member or (b) an individual who is Independent (an "**Independent Director**") PROVIDED ALWAYS that no person may be appointed as an Independent Director if after that person's appointment more than 25% of the directors would be Independent Directors.

(5) No person may be appointed to act as a director if this would result in a member having more than one representative on the board of directors.

(6) The directors may co-opt a person who is willing to act to be a director provided that at any one time there are no more than 3 co-opted directors. Any co-opted person must retire at the next annual general meeting following his or her co-option, although he or she shall be eligible for re-election if article 22(3) is complied with in relation to that person.

### **23. Number of directors**

The number of directors shall not be less than 5 nor more than 9.

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

A person ceases to be a director as soon as—

(a) that person ceases to be a director by virtue of any provision of the Companies Act 2006;

(b) a bankruptcy order is made against that person or in the case of a corporate or other organisation it goes into liquidation or any other act of insolvency occurs in relation to that organisation;

(c) 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;

(d) notification is received by the company that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

(e) that person is removed from office by a resolution passed pursuant to section 168 of the Companies Act 2006;

(f) that person (or its authorised representative) fails without reasonable excuse to attend three consecutive board meetings;

(g) two-thirds of the directors vote to remove that person from office on any ground PROVIDED THAT that person has been given an opportunity to be heard at a directors' meeting;

(h) in the case of a director who is an authorised representative of a member, that member ceases to be a member; or

(i) in the case of a director who was appointed as an Independent Director, that director ceases to be Independent.

## PART 3

### MEMBERS

#### BECOMING AND CEASING TO BE A MEMBER / REGISTER OF MEMBERS

#### **25. Applications for membership**

(1) No person other than the subscribers to the company's memorandum of association (whether an individual or an organisation) shall become a member of the company unless—

- (a) that person has completed an application for membership in a form approved by the directors,
- (b) the directors have approved the application, and
- (c) that person accepts that it will abide by the Code of Practice (or in the case of an individual who represents an organisation which does not have a corporate identity, that individual confirms that the organisation concerned will abide by the Code of Practice).

(2) The directors shall from time to time prescribe criteria for membership but shall not be obliged to accept as members all persons who fulfil those criteria.

(3) No individual (as distinct from a corporate organisation) other than a subscriber to the company's Memorandum of Association may become a member unless he or she represents an organisation which meets the criteria for membership but which does not have a corporate identity that is separate from its governing body or its membership, in which case an individual may be approved as a member in his/her capacity as a representative of the organisation concerned.

(4) The directors may at their discretion levy subscriptions and/or registration fees on members at such rate or rates as they shall decide.

(5) The directors may approve an application for an organisation which aspires to, but does not yet, meet the criteria for membership to become an observer member. Observer members do not have any voting or other powers but shall be entitled to attend members' meetings.

#### **26. Register of members**

The directors shall keep a register of names and addresses of the members.

#### **27. Termination of membership**

(1) A member may withdraw from membership of the company by giving 6 months' notice to the company in writing.

(2) Membership is not transferable.

(3) A person's membership terminates when that person dies or (in the case of an organisation) ceases to exist.

(4) The directors shall have the right to terminate the membership of any member in circumstances where the Adjudication Panel has recommended the termination of that person's membership.

(5) The directors shall also have the right for any other good and sufficient reason to terminate the membership of any member PROVIDED ALWAYS that the member concerned shall have a right to be heard before a final decision is made. Where a complaint against a member is under investigation the directors may temporarily suspend that person's membership pending the outcome of the investigation.

(6) Failure to pay any subscription or any other sum due to the company within 60 days of it falling due shall result in the disqualification of the relevant member.

## GENERAL MEETINGS

### **28. Calling general meetings**

(a) The company shall hold an annual general meeting once in every calendar year.

(b) The directors may also call an extraordinary general meeting at any time.

(c) At least 14 days' notice of the date of any general meeting shall be given to all members, except that a general meeting may be called by shorter notice if it is so agreed by a majority in number of members who together hold not less than 90% of the voting rights.

(d) The notice must state the date, time and place of the meeting and the general nature of the business to be conducted, and if the meeting is to be an annual general meeting the notice shall state this. The notice must also contain a statement setting out the right of members to appoint a proxy.

(e) The notice must be given to all members and to the auditors (if any).

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

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

(2) A person is able to exercise the right to vote at a general meeting when—  
(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and  
(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

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

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

### **30. Quorum for general meetings**

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum, and the quorum shall be 50% of the members or 8 members, whichever is the lower number

### **31. Chairing general meetings**

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

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start the directors present must appoint the vice chairman to chair the meeting if a vice chairman has been chosen and is at the meeting and is willing to chair it, failing which they must appoint another director or a member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

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

### **32. Attendance and speaking by non-members**

Directors may attend and speak at general meetings, and the chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

### **33. Adjournment**

(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

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

(4) When adjourning a general meeting, the chairman of the meeting must—  
(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and  
(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## VOTING AT GENERAL MEETINGS

### **34. Voting: general**

(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.

(2) Each member shall have one vote.

### **35. Errors and disputes**

(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

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

### **36. Poll votes**

For the avoidance of doubt, the provisions of the Companies Acts relating to the right to demand a poll shall apply.

### **37. Proxy voting**

For the avoidance of doubt, the provisions of the Companies Acts relating to the right to appoint proxies shall apply.

### **38. Amendments to resolutions**

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## WRITTEN RESOLUTIONS

### **39. Written resolutions**

A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

- (a) a copy of the proposed resolution has been sent to every eligible member,
- (b) a simple majority (or in the case of a special resolution by a majority of not less than 75%) of members has signified its agreement to the resolution, and
- (c) each member's agreement is contained in an authenticated document which has been received by the company within 28 days after (and including) the date on which the resolution was circulated.

## PART 4

### ADMINISTRATIVE ARRANGEMENTS

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

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

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

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

#### **41. Accounts**

The directors shall ensure that accounts are prepared for each financial year and shall ensure that accounting records are kept, in each case as required by the Companies Acts.

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

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

### **DIRECTORS' INDEMNITY**

#### **43. Indemnity**

(1) Subject to paragraph (2), a director or former director of the company may be indemnified out of the company's assets against—

- (a) any liability incurred by that person in connection with any negligence, default, breach of duty or breach of trust in relation to the company,
- (b) any liability incurred by that person in connection with the activities of the company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that person as an officer of the company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

### **PART 5 DISSOLUTION**

#### **44. Dissolution**

(1) The members of the company may at any time before (and in expectation of) its dissolution resolve that any net assets of the company after all its debts and liabilities

have been paid (or provision for them has been made) shall on or before the dissolution of the company be applied (i) directly in pursuance of the company's objects or (ii) by transfer to another (or more than one other) organisation whose purposes are similar to the company's objects or (iii) if there are no suitable organisations with similar objects, by transfer to any other not-for-profit organisation or organisations chosen by the members.

(2) Subject to any such resolution of the members, the directors may at any time before (and in expectation of) the company's dissolution resolve that any net assets of the company after all its debts and liabilities have been paid (or provision made for them) shall on or before the dissolution of the company be applied in any manner set out in sub-paragraphs (i) to (iii) of article 44(1).

(3) In no circumstances shall the net assets of the company be paid to, or distributed amongst, the members of the company.