

The Companies Act of 2006

**Articles of Association
of Birkbeck Counselling Association Limited**

Private company limited by guarantee

INDEX TO THE ARTICLES

PART 1 INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY	1
1. Defined terms 1	
2. Objects of the Company	4
3. Liability of Members	4
4. Directors' general authority	5
5. Members' reserve power.....	5
6. Directors' may delegate	5
7. Committees.....	6
8. Directors to take decisions collectively.....	6
9. Unanimous decisions	6
10. Calling a Directors' meeting	6
11. Participation in Directors' meetings.....	7
12. Quorum for Directors' meetings	7
13. Chairing of Directors' meeting.....	7
14. Casting a vote	8
15. Conflicts of interest	8
16. Records of decisions to be kept	9
17. Directors' discretion to make further rules.....	9
18. Methods of appointing Directors	9
19. Termination of Directors' appointment	9
20. Directors' Remuneration	11
21. Directors' Expenses	11
22. Company Expenditure and accounts	11
23. Indemnity	12
24. Insurance	12
PART 3 MEMBERS.....	12
25. Applications for membership.....	13
26. Termination of membership	13
27. Staff Membership	13

28. Termination of membership.....	14
29. Associate Membership.....	15
30. Attendance and speaking at general meetings	15
31. Quorum.....	16
32. Annual General Meeting	16
33. Voting: general	15
34. Adjournment.....	16
35. Annual General Meeting.....	17
36. Voting.....	17
37. Errors and disputes.....	17
38. Poll votes	18
39. Content of proxy notices	18
40. Delivery of proxy notices.....	19
41. Amendments to resolutions.....	19
Part 4 Administrative Arrangements.....	20
42. Means of communication used.....	20
43. No right to inspect accounts and other records.....	20
44. Irregularities.....	20
45. Communications	20

PART 1

INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1. Defined terms

1.1 In the articles, unless the context requires otherwise:

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

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

“**Birkbeck**” means Birkbeck, University of London, a public research university located in Bloomsbury, London;

“**Business Day**” means a day (other than a Saturday or a Sunday) on which banks are open for business in London, UK;

“**chairperson**” has the meaning given in article 13;

“**chairperson of the meeting**” has the meaning given in article 30;

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

“**Continuing Director**” has the meaning given in article 18;

“**director**” means a director of the company, and includes any person occupying the position of director, by whatever name called;

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

“**electronic form**” has the meaning given in section 1168 of the Companies Act 2006; “**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 11; “**proxy**

notice” has the meaning given in article 37;

“**relevant director**” has the meaning given in article 23.3 and 24.2;

“**relevant loss**” has the meaning given in article 24;

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

“**spending threshold**” has the meaning given in article 22;

“**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.

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

2. Objects of the Company

2.1 The objects of the company are as follows:

- (a) to provide a range of meetings and events for the purposes of ongoing learning and continuing professional development;
- (b) to promote the application of psychodynamic/psychoanalytic ideas to a variety of occupational and professional settings, drawing upon the knowledge of individual, group and organizational processes which are unique aspects of the counselling training at Birkbeck, and/or relevant courses offered at Birkbeck;
- (c) to help members sustain and develop contacts and networks both socially, and for professional purposes, including the possibility of client referrals;
- (d) to share and reflect on the experience of good practice in a broad range of work settings; and
- (e) to facilitate individual members of the Company in their application process to register with the British Psychoanalytic Council.

2.2 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these 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:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company;
- (b) of any interest on money lent by any member of the Company or any director at a reasonable and proper rate;
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or any director, and
- (d) to any director of out-of-pocket expenses.

3. Liability of members

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:

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

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

4. Directors' general authority

4.1 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.

5. Members' reserve power

5.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

5.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

6. Directors may delegate

6.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions; as they think fit.

6.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

6.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

7. Committees

- 7.1 The directors may appoint such sub-committees as may be deemed necessary, and shall determine their terms of reference, powers, duration and membership by board resolution.
- 7.2 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.
- 7.3 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

8. Directors to take decisions collectively

- 8.1 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 9.
- 8.2 If the company only has one director, and no provision of the articles requires it to have more than one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

9. Unanimous decisions

- 9.1 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.
- 9.2 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.
- 9.3 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.
- 9.4 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.

10. Calling a directors' meeting

- 10.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 10.2 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.

- 10.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 10.4 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 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 10.5 The directors shall meet not less than three times per year.

11. Participation in directors' meetings

- 11.1 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.
- 11.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 11.3 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.

12. Quorum for directors' meetings

- 12.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 12.2 The quorum for directors' meetings shall be at least 50 per cent. of the directors eligible and entitled to vote.
- 12.3 If a quorum is not present at a directors' meeting within 120 minutes from the time specified for the directors' meeting, or if during the meeting a quorum is no longer present, the meeting shall be adjourned for at least two, but no more than five, Business Days (excluding the date of the original meeting and the date of the adjourned meeting) to the same place and time of day (or such other place and/or time as a majority of the directors may determine). The quorum for the adjourned directors' meeting shall be two Directors.

13. Chairing of directors' meetings

- 13.1 The directors may appoint a director to chair their meetings.
- 13.2 The person so appointed for the time being is known as the chairperson.
- 13.3 The directors may terminate the chairperson's appointment at any time.

13.4 If the chairperson 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.

14. Casting vote

14.1 If the numbers of votes for and against a proposal are equal, the chairperson or other director chairing the meeting shall have a casting vote.

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

15. Conflicts of interest

15.1 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.

15.2 However, if article 15.3 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.

15.3 This article applies when:

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

15.4 For the purposes of this article, the following are permitted causes:

- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries; and
- (b) 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.

15.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

15.6 Subject to article 15.7, 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 chairperson whose ruling in relation to any director other than the chairperson is to be final and conclusive.

15.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in

respect of the chairperson, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

16. Records of decisions to be kept

16.1 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.

17. Directors' discretion to make further rules

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

APPOINTMENT OF DIRECTORS

18. Methods of appointing directors & Terms of office

18.1 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 by ordinary resolution, or by a decision of the directors, provided that the number of directors appointed by a decision of the directors shall not exceed one third of the total number of directors.

18.2 The company shall have not less than two and not more than 10 directors at any given time.

18.3 Directors appointed by ordinary resolution at a general meeting shall be appointed for a period of two years, commencing on the date of the general meeting at which they were appointed and terminating on the date of the general meeting which occurs approximately 24 months from the date of the general meeting at which such director was appointed. A Director chairing the BCA Executive Committee shall do so for a period of two years from the date of appointment/election. Other existing Executive role responsibility shall be served for one year but a re-appointment/election shall take place if deemed necessary for this purpose.

18.4 EXECUTIVE OFFICERS

18.5 Key Officers of the Association shall be a Chairperson, Vice-Chairperson, Administrator, Treasurer, Networking Secretary, Events Coordinator, Publicity Officer, Student Liaison Officer and such others as are deemed necessary.

18.6 NOMINATIONS

18.7 Nominations from full members for the Chairperson and for the Executive Committee may be made at the Annual General Meeting. Should nominees exceed vacancies, election shall be by ballot.

19. Termination of Director's appointment

19.1 Directors appointed by a board resolution of the directors shall be appointed for a period commencing on the date of the board resolution and ending on the date of the next general meeting of the company.

- 19.2 At a general meeting, any director who was not appointed at a general meeting of the company which was held in the previous 18 months, and who wishes to continue as a director (a “**Continuing Director**”) shall be considered for reelection. At such general meeting, the members shall vote, by ordinary resolution, on whether each such Continuing Director shall be reappointed as a director of the company. If an ordinary resolution to reappoint the Continuing Director as a director of the company is not passed at the general meeting, the Continuing Director shall immediately cease to be a director.
- 19.3 Members may nominate candidates for the position of director by giving notice to the board at least five Business Days prior to the date of a general meeting. If the number of nominees received by the board exceeds the number of available director positions, the members shall vote by ballot on who should be nominated, with the person(s) with the most votes being put forward to be formally nominated by ordinary resolution at such general meeting. The format of any such ballot shall be determined by the board in their absolute discretion.
- 19.4 In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

20. Termination of director’s appointment

- 20.1 A person ceases to be a director as soon as:
- (a) that person’s term of office as established by either article 18.3 or 18.4 (as applicable) expires;
 - (b) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - (c) a bankruptcy order is made against that person;

- (d) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (e) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (f) 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; or
- (g) that person ceases to be a member.

21. Directors' remuneration

21.1 Directors may undertake any services for the company that the directors decide.

21.2 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.

21.3 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.

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

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

22. Directors' expenses

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

- (a) meetings of directors or committees of directors; or
- (b) general meetings.

23. Company expenditure and accounts

23.1 All monies collected for the purposes of the company shall be held in a bank account.

23.2 The directors shall, from time to time, determine, by board resolution, a spending threshold for directors (the "**Spending Threshold**").

- 23.3 Any expense to be incurred by the company above the Spending Threshold must be authorised by at least two directors.
- 23.4 Any expense to be incurred by the company which is below the Spending Threshold need only be authorised by one director.
- 23.5 The directors may by board resolution delegate authority to any individual to make payments or incur costs on behalf of the company, which will not require any additional director authorisation.
- 23.6 Accounts shall be presented annually at the annual general meeting and shall be available for inspection by the membership.
- 23.7 Any profits or surplus monies at the end of each financial year shall be retained by the company for future use.
- 23.8 Any monies left over at the dissolution of the company shall be donated to counselling charities, as determined by the directors by board resolution prior to the dissolution.

DIRECTORS' INDEMNITY AND INSURANCE

24. Indemnity

- 24.1 Subject to article 23.2 below, a relevant director of the company or an associated company may be indemnified out of the company's assets against:
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;
 - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and/or
 - (c) any other liability incurred by that director as an officer of the company or an associated company.
- 24.2 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.
- 24.3 In this article:
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - (b) a "**relevant director**" means any director or former director of the company or an associated company.

25. Insurance

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

25.2 In this article:

- (c) a “**relevant director**” means any director or former director of the company or an associated company;
- (d) a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company; and
- (e) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

26. Applications for membership

- 26.1 The board of directors, acting by board resolution, shall, from time to time, determine the eligibility criteria for membership of the company. Once determined by the directors, the eligibility requirements for membership shall be listed on the website of the company.
- 26.2 Subject to article 25.3, only those persons who are able to satisfy the eligibility requirements for membership are entitled to be members of the company.
- 26.3 If a person is unable to satisfy the eligibility requirements to become a member, then such person can apply to the board of directors for special dispensation to become a member. The board, acting by board resolution, shall have absolute discretion in determining whether to grant or deny such application.
- 26.4 Only full members will be entitled to vote on resolutions of the company or become directors of the company.
- 26.5 The company shall maintain a register of members and any person ceasing to be a member shall be removed from the register.
- 26.6 Membership is not transferable.

27. Staff Membership

BCA is evolving amidst a changing landscape and mental health support environment. Within the interest of unified working together, BCA welcomes staff members of Birkbeck College counselling Centre involved in teaching and supporting the learning of Birkbeck trainee students/prospective counsellors and psychotherapists. Tutors involved in the Foundation and Clinical courses are welcomed to join the BCA as Staff Member.

This will:

- ❖ provide enhancement of student trainees and ensure high standard of learning and sharing of expertise and good practice
- ❖ assist maintaining a good level of service and delivery of ongoing support and professional development through newsletters, activities and advice
- ❖ Propagate and sustain a vital and shared role in preparation of trainees for the therapeutic field, sharing ideas and experiences to enable higher standard and impact
- ❖ boost the BCA effort to group and address specific needs of students, tutors and teaching staff of Birkbeck Counselling team more appropriately
- ❖ maintain inclusion and avoid a big divide between those members training and those already trained
- ❖ Explore opportunities to better address ongoing present and future ways of meeting the needs of trainees and wider membership group.

Termination of membership

- 27.1 A member shall cease to be a member if: Avoid a big divide between those members training and those already trained
- (f) the member dies or, if the organisation ceases to exist;
 - (g) the member resigns by giving notice to the company in writing, unless the resignation would cause there to be fewer than one member;
 - (h) any subscription or other sum payable by the member to the company remains unpaid within six months of it falling due and the company notifies the member in writing of the termination of their membership; and
 - (i) the member is removed from membership by a resolution of the directors that it is in the best interests of the company that the membership is terminated. Such a resolution may not be passed unless:
 - (i) the member has been given at least 14 clear days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it will be proposed; and
 - (ii) the member or, at the option of the member, the member's representative (who need not be a member of the company) has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The directors must consider any representations made by the member (or the member's representative) and inform the member of their decision following such consideration.

28. Membership rules

28.1 The board of directors may, acting by board resolution, from time to time establish such rules as they may consider necessary for or conducive to the effective operation of the company. In particular, but without prejudice to the generality of the above, such rules may regulate:

- (a) the admission of members of the company, their rights and privileges and other conditions of membership;
- (b) the conduct of members in relation to one another and to the company's employees and volunteers; and
- (c) the procedure at general meetings and meetings of the directors and committees to the extent that such procedure is not regulated by the Companies Act or by the articles.

28.2 The rules shall be binding on all members and no rule shall be inconsistent with or shall affect or repeal anything contained in the articles.

29. Associate Membership

A BCA member and past Executive members who retain interest in the work of the Committee and who wish to contribute their skills, knowledge and support to the Association may join as Associate members. They will be approved and welcomed by the Committee upon expressing interest. A clear statement of the support and role they will contribute to will be stated. If they wish, they may be identified to the BCA membership.

ORGANISATION OF GENERAL MEETINGS

30 Attendance and speaking at general meetings

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

30.2 A person is able to exercise the right to vote at a general meeting when:

- (a) that person can vote, during the meeting, on resolutions put to the vote at the meeting; and
- (b) that person's vote can be considered in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

30.3 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.

30.4 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.

30.5 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.

31 Quorum for general meetings

31.1 The quorum for general meetings shall be a minimum of 25 subscription paid BCA members.

31.2 No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

32 Chairing general meetings

32.1 If the directors have appointed a chairperson, the chairperson shall chair general meetings if present and willing to do so.

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

32.2.1 the director's present; or

32.2.2 (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairperson of the meeting must be the first business of the meeting.

32.3 The person chairing a meeting in accordance with this article is referred to as "the chairperson of the meeting".

33 Attendance and speaking by directors and non-members

33.1 Directors may attend and speak at general meetings, whether or not they are members.

33.2 The chairperson of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

34 Adjournment

34.1 If 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 chairperson of the meeting must adjourn it. The quorum for such an adjourned meeting shall be reduced to 15 members.

34.2 The chairperson of the meeting may adjourn a general meeting at which a quorum is present if:

34.2.1 the meeting consents to an adjournment; or

34.2.2 it appears to the chairperson 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.

34.3 The chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.

34.4 When adjourning a general meeting, the chairperson of the meeting must:

34.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and

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

34.5 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):

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

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

34.6 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.

35 Annual general meetings

35.1 The company shall hold an annual general meeting each year, with not more than 15 months elapsing between successive annual general meetings.

35.2 Each notice calling for an annual general meeting shall specify the meeting as such and each annual general meeting shall take place at such time and place as the directors shall think fit.

35.3 The business at the annual general meeting shall include:

35.3.1 the consideration of the accounts, balance sheets, reports of the directors and auditors (if applicable); and

35.3.2 the retirement, appointment or re-appointment of directors in accordance with article 18.

VOTING AT GENERAL MEETINGS

36 Voting: general

36.1 Each full member of the company shall have one vote on any resolution to be passed at a general meeting.

36.2 A resolution put to the vote of a general meeting must be decided by a show of hands (or other form of indication of intent as determined by the chairperson) unless a poll is duly demanded in accordance with the articles.

37 Errors and disputes

37.1 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.

37.2 Any such objection must be referred to the chairperson of the meeting whose decision is final.

38 Poll votes

38.1 A poll on a resolution may be demanded:

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

38.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

38.2 A poll may be demanded by:

38.2.1 the chairperson of the meeting;

38.2.2 the directors.

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

38.2.4 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

38.3 A demand for a poll may be withdrawn if:

38.3.1 the poll has not yet been taken; and

38.3.2 the chairperson of the meeting consents to the withdrawal.

38.4 Polls must be taken immediately and in such manner as the chairperson of the meeting directs.

39 Content of proxy notices

39.1 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:

39.1.1 states the name and address of the member appointing the proxy;

39.1.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;

39.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

39.1.4 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.

39.2 The company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

39.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

39.4 Unless a proxy notice indicates otherwise, it must be treated as:

39.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

39.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

40 Delivery of proxy notices

40.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

40.2 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.

40.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

40.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

41 Amendments to resolutions

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

41.1.1 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 chairperson of the meeting may determine); and

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

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

41.2.1 the chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

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

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

PART 4

ADMINISTRATIVE ARRANGEMENTS

42 Means of communication to be used

- 42.1 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.
- 42.2 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 which that director has asked to be sent or supplied with such notices or documents for the time being.
- 42.3 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.

43 No right to inspect accounts and other records

- 43.1 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.

44 Irregularities

- 44.1 The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

45 Communications

- 45.1 The Company may deliver a notice or other document to a member:
- 45.1.1 by delivering it by hand to the address recorded for the member in the register of members;
 - 45.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address recorded for the member in the register of members;
 - 45.1.3 by fax to a fax number notified by the member in writing;
 - 45.1.4 by electronic mail to an address notified by the member in writing;
 - 45.1.5 by a website, the address of which shall be notified to the member in writing; or
 - 45.1.6 by advertisement in at least two national newspapers.

45.2 This article does not affect provisions in any relevant legislation or the articles requiring notices or documents to be delivered in a particular way.

45.3 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.

45.4 If a notice or document is sent:

45.4.1 by post or other delivery service in accordance with article 43.1(b), it is treated as being delivered:

- (i) 24 hours after it was posted, if first class post was used; or
- (ii) 72 hours after it was posted or given to delivery agents, if first class post was not used,

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:

- A. properly addressed; and
- B. put into the post system or given to delivery agents with postage or delivery paid.

45.4.2 by fax, it is treated as being delivered at the time it was sent.

45.4.3 by electronic mail, it is treated as being delivered at the time it was sent;

45.4.4 by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

45.5 For the purposes of article 43.4, no account shall be taken of any part of a day that is not a Business Day.

45.6 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

* * *