

**Company No: 06710925**

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION  
OF  
INDEPENDENT HIGHER EDUCATION**

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Company No: 06710925

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**INDEPENDENT HIGHER EDUCATION (the "Company")**  
**(Adopted by special resolution passed on [DATE] 2023)**

**Interpretation, objects and limitation of liability**

**1 Interpretation**

1.1 In these Articles, unless the context otherwise requires:

**Act:** means the Companies Act 2006;

**Articles:** means the Company's articles of association for the time being in force;

**Board:** means the board of directors of the Company;

**Business Day:** means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

**Circulation Date:** in relation to a written resolution, has the meaning given to it in the Act;

**Conflict:** means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

**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 Act;

**Eligible Director:** means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 18, any director whose vote is not to be counted in respect of the particular matter);

**Interested Director:** has the meaning given in Article 18.1;

**Member:** means a person whose name is entered in the Register of Members of the Company and **Membership** shall be construed accordingly;

**Member Director:** means a director appointed pursuant to Article 22;

**Model Articles:** means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles and all other regulations or articles

set out in any statute, or in any statutory instrument or other subordinate legislation made under any statute, concerning companies;

**Non-Member Director:** means a director appointed pursuant to Article 23;

**Objects:** has the meaning given in Article 2

**ordinary resolution:** has the meaning given in section 282 of the Act;

**proxy notice:** has the meaning given in Article 43.1;

**Secretary:** means the secretary of the Company and any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

**special resolution:** has the meaning given in section 283 of the Act;

**Student Director:** means a director who is appointed pursuant to Article 24 who is on the date of their appointment, or was in the two years prior to this date, enrolled as a student at an institution which is a Member;

**subsidiary:** has the meaning given in section 1159 of the Act;

**Values:** means the values of the Company as defined and determined by the Board from time to time;

**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 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.

1.6 Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.7 The Model Articles shall not apply to the Company.

## 2 **Objects**

The objects (**Objects**) for which the Company is established are to advance the education and learning of students in the independent tertiary education and training sector in the UK, in particular by:-

- 2.1 Representing, promoting and protecting the interests of independent providers of tertiary education and training, and communicating their collective views to Government, relevant public bodies, the media and other stakeholders;
- 2.2 Promoting the Values of the Company within the UK tertiary education and training sector, including by maintaining its openness to competition from new and emerging providers, and advocating for laws, regulations and policies which have the same effect;
- 2.3 Advising and supporting the Members of the Company, as well as new and emerging providers of tertiary education and training which share the same Values;
- 2.4 Promoting the pursuit of excellence in professional practice in all aspects of the provision of learning, research and knowledge exchange in the sector, and providing appropriate forums and networks through which Members can share this professional practice with each other;
- 2.5 Promoting the maintenance of quality and standards in UK tertiary education and training by means of appropriate regulation, professional accreditation and other relevant quality assurance processes;
- 2.6 Promoting the appropriately regulated, professionally accredited or otherwise quality assured courses provided by Members of the Company as the preferred choice of students;
- 2.7 Promoting the value to the UK as a whole, and the independent tertiary education and training sector in particular, of international students, transnational partnerships and other educational exports in direct economic contribution and by other measures;
- 2.8 Promoting the reputation of the UK and its independent tertiary education and training sector as an international destination for study, professional development, research and knowledge exchange, based on high quality and rigorous standards, and on the diversity, flexibility and innovation of the providers and courses available.

### **3 Powers**

- 3.1 In addition to any other powers it may have, the Company has the following powers in order to further the Objects (but not for any other purpose):
  - 3.1.1 to raise funds. In doing so, the Company must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - 3.1.2 to purchase or form trading companies alone or jointly with others;
  - 3.1.3 to accept any gift or transfer of money or any other property whether or not subject to any special trust;
  - 3.1.4 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - 3.1.5 to sell, lease or otherwise dispose of all or any part of the property belonging to the Company;

- 3.1.6 to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed;
- 3.1.7 to co-operate with charities, education and voluntary bodies and statutory authorities and to exchange information and advice with them;
- 3.1.8 to establish or support any charitable trusts, associations, companies, institutions or other bodies formed for any of the charitable purposes included in the Objects;
- 3.1.9 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Company formed for any of the Objects;
- 3.1.10 to affiliate to or accept affiliation from any body with objects similar in whole or part to the Objects;
- 3.1.11 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 3.1.12 to employ and remunerate such staff as are necessary for carrying out the work of the Company. The Company may employ or remunerate a director only to the extent it is permitted to do so by Article 4 and provided it complies with the conditions in that Article;
- 3.1.13 to enter into contracts to provide services to or on behalf of other bodies;
- 3.1.14 to establish subsidiary companies to assist or act as agents for the Company;
- 3.1.15 to pay out of the funds of the Company the costs of forming and registering the Company both as a company and if later so determined, as a Charity;
- 3.1.16 to do all such other lawful things as are necessary for the achievement of the Objects.

#### **4 Income**

- 4.1 The income and property of the Company from wherever derived shall be applied solely in promoting the Objects.
- 4.2
  - 4.2.1 A director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company.
  - 4.2.2 Subject to the restrictions in Article 50, a director may benefit from insurance cover, including indemnity insurance, purchased at the Company's expense.
- 4.3 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Company. This does not prevent a Member who is not also a director receiving:
  - 4.3.1 a benefit from the Company in the capacity of a beneficiary of the Company;
  - 4.3.2 reasonable and proper remuneration for any goods or services supplied to the Company.
- 4.4 No director may:

- 4.4.1 buy any goods or services from the Company;
- 4.4.2 sell goods, services, or any interest in land to the Company;
- 4.4.3 be employed by or receive any remuneration from the Company;
- 4.4.4 receive any other financial benefit from the Company;

unless the payment is permitted by Article 4.5 and the directors follow the procedure and observe the conditions set out in Article 4.6.

#### 4.5

- 4.5.1 A director may receive a benefit from the Company in the capacity of a beneficiary of the Company.
- 4.5.2 A director may be employed by the Company or enter into a contract for the supply of goods or services to the Company, other than for acting as a director.
- 4.5.3 A director may receive interest on money lent to the Company at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the directors.
- 4.5.4 A company of which a director is a member may receive fees, remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the director holds no more than 1% of the issued capital of that company.
- 4.5.5 A director may receive rent for premises let by the director to the Company if the amount of the rent and the other terms of the lease are reasonable and proper.
- 4.5.6 Insofar as the activities of the Company may tend to courses run by Members of the Company being the preferred choice of students, and insofar as that preference incidentally leads to any appreciation in value in the operation of a centre which is a Member of the Company, the directors of the Company may benefit personally from that appreciation in respect of their terms and conditions of employment with, partnership or shareholding in, or sole ownership of, an education centre which is a Member of the Company.
- 4.5.7 A Student Director may receive a benefit from the Company in the form of an annual stipend in an amount determined by the Board from time to time.

#### 4.6

- 4.6.1 The Company and its directors may only rely upon the authority provided by Article 4.5 if each of the following conditions is satisfied:
  - (a) The remuneration or other sums paid to the director do not exceed an amount that is reasonable in all the circumstances.
  - (b) The director is absent from the part of any meeting at which there is discussion of:-
    - (i) his or her employment or remuneration, or any matter concerning the contract; or

- (ii) his or her performance in the employment, or his or her performance of the contract; or
  - (iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 4.5; or
  - (iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 4.5.
- (c) The director does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
  - (d) The other directors are satisfied that it is in the interests of the Company to employ or to contract with that director rather than with someone who is not a director. In reaching that decision the directors must balance the advantage of employing a director against the disadvantages of doing so (especially the loss of the director's services as a result of dealing with the director's conflict of interest).
  - (e) The reason for their decision is recorded by the directors in the minute book.
  - (f) A majority of the directors then in office have received no such payments.
- 4.6.2 The employment or remuneration of a director includes the engagement or remuneration of any firm or company in which the director is:
- (a) a partner;
  - (b) an employee;
  - (c) a consultant;
  - (d) a director; or
  - (e) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the director holds less than 1% of the issued capital.

4.7 In Articles 4.2 to 4.6:

4.7.1 "Company" shall include any company in which the Company:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more directors to the Board of the company.

4.7.2 "director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the director or any person living with the director as his or her partner.

## 5 **Winding up**

On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this Article) but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Company. Such body to be determined by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the directors at or before the time of winding up or dissolution.

## 6 **Guarantee**

6.1 The liability of each Member is limited to £10, 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

6.1.1 payment of the Company's debts and liabilities contracted before he ceases to be a Member,

6.1.2 payment of the costs, charges and expenses of the winding up, and

6.1.3 adjustment of the rights of the contributories among themselves.

## **Directors**

### 7 **Directors' General Authority**

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.

### 8 **Members' reserve power**

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

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

### 9 **Directors may delegate**

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

9.1.1 to such person or committee;

9.1.2 by such means (including by power of attorney);

9.1.3 to such an extent;

9.1.4 in relation to such matters or territories; and

9.1.5 on such terms and conditions (which shall be minuted);

as they think fit.

- 9.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 9.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 9.4 The directors may from time to time appoint the Secretary, the Chief Executive and agents of the Company for such term and at such remuneration as they think fit, and (subject to the terms of any contract between the Company and any such person) may remove such person. The Chief Executive and the Secretary shall not be eligible to be appointed as directors, but shall be entitled to receive notice of, and attend and speak at, meetings of the Board and any committees of it.

## 10 **Sub-committees**

- 10.1 Sub-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.
- 10.2 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.

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

- 11.1 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 12.
- 11.2 If:
  - 11.2.1 the Company only has one director, and
  - 11.2.2 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.

## 12 **Unanimous decisions**

- 12.1 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.
- 12.2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.
- 12.3 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**

- 13.1 Any director may call a directors' meeting by giving not less than 7 Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the Secretary (if any) to give such notice.
- 13.2 Notice of a directors' meeting shall be given in writing to each director and other person permitted to receive notice of and attend meetings of the directors pursuant to these Articles.
- 13.3 A director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the directors' meeting.

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

- 14.1 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
  - 14.1.1 the meeting has been called and takes place in accordance with the Articles; and
  - 14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 14.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 14.3 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**

- 15.1 Subject to Article 15.2, the quorum for the transaction of business at a meeting of directors is any three Eligible Directors.
- 15.2 For the purposes of any meeting (or part of a meeting) held pursuant to Article 18 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.
- 15.3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:
  - 15.3.1 to appoint further directors; or
  - 15.3.2 to call a general meeting so as to enable the Members to appoint further directors.

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

- 16.1 Meetings of the Board of the Company shall be chaired by the person appointed as Chair in accordance with Article 28.1, or in the absence of that person, by the person appointed as Vice-Chair in accordance with Article 28.1, or in that person's absence

by another of the directors appointed as chair for that meeting by those present. The directors may at any time revoke any such appointment.

- 16.2 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- 16.3 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the directors.

## 17 **Casting vote**

- 17.1 If the numbers of votes for and against a proposal at a meeting of directors are equal, the chair or other director chairing the meeting has a casting vote.
- 17.2 Article 17.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chair or other director is not an Eligible Director for the purposes of that meeting (or part of a meeting).

## 18 **Directors' conflicts of interest**

- 18.1 The directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty to avoid conflicts of interest under section 175 of the Act.
- 18.2 Any authorisation under this Article 18 shall be effective only if:
  - 18.2.1 to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;
  - 18.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
  - 18.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 18.3 Any authorisation of a Conflict under this Article 18 may (whether at the time of giving the authorisation or subsequently):
  - 18.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
  - 18.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
  - 18.3.3 provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;

- 18.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
- 18.3.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
- 18.3.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
- 18.4 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict.
- 18.5 The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 18.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 18.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- 18.7.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
- 18.7.2 shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
- 18.7.3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
- 18.7.4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
- 18.7.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body

corporate in which the Company is otherwise (directly or indirectly) interested; and

18.7.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

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

19.1 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.

19.2 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

## **20 Directors' discretion to make further rules**

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.

## **21 Number of directors**

21.1 Unless otherwise determined by ordinary resolution, the number of directors shall be not fewer than four (4) and not more than eighteen (18). The directors will from time to time determine the number of directors on the Board.

21.2 The Board shall comprise Member Directors, Non-Member Directors and up to one Student Director, and shall at all times comprise a majority of Member Directors.

## **22 Member Directors**

22.1 The directors shall each year call a ballot for Members to elect Member Directors.

22.2 The election procedure shall be determined by the directors pursuant to Article 48.

22.3 The directors shall make regulations pursuant to Article 48 in order to maintain an appropriate balance of Member Directors on the Board.

22.4 Only the authorised representative of a Member of the Company shall be eligible for election as a Member Director.

22.5 Member Directors shall hold office for a term of three years and shall retire at the expiry of that term but may offer themselves for re-election for one further three year term in accordance with the provisions of Article 27 and may on the expiry of a second three year term be appointed by the directors as a Non-Member Director in

accordance with the provisions of Article 26.8, but subject to the provisions of Article 27.2.

- 22.6 An authorised representative of a Member of the Company may, notwithstanding that they have previously held office as a director for the maximum period of time permitted by these Articles, offer themselves for election as a Member Director provided that they have not held office as a director for at least 32 months prior to the date of the ballot in which they stand for election in accordance with the provisions of Article 22.1 and this Article 22.6.

## 23 **Non-Member Directors**

- 23.1 Non-Member Directors may be appointed by a resolution of the directors under the provisions of Article 26.8.
- 23.2 The directors may make regulations pursuant to Article 48 in order to determine the process for appointing a Non-Member Director.
- 23.3 Non-Member Directors shall hold office for a term of three years and shall retire at the expiry of that term unless they are invited, prior to the expiry of such term, to be reappointed by the Board for a further three year term, but subject to the provisions of Article 27.2.

## 24 **Student Director**

- 24.1 A Student Director may be appointed by a resolution of the directors under the provisions of Article 26.8.
- 24.2 The directors may make regulations pursuant to Article 48 in order to determine the process for appointing a Student Director.
- 24.3 A Student Director shall hold office for a term of two years and shall retire at the expiry of that term unless they are invited, prior to the expiry of such term, to be reappointed by the Board for a further one year term.

## 25 **No alternate directors**

A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

## 26 **Appointment of directors**

- 26.1 A director must be a natural person aged 18 years or older.
- 26.2 No one may be appointed a director if they would be disqualified from acting under the provisions of Article 29.
- 26.3 Any person who is willing to act as a director, and who is permitted by law to do so, may be appointed to be a director:
- 26.3.1 by ordinary resolution;
  - 26.3.2 in the case of a Member Director, by election pursuant to Article 22.1; or

- 26.3.3 by resolution of the directors.
- 26.4 The directors shall make regulations pursuant to Article 48 in order to preserve an appropriate balance of skills, experience and knowledge on the Board.
- 26.5 No person may be appointed a director at any general meeting unless:
- 26.5.1 he or she is recommended for election by the directors; or
- 26.5.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Company is given a notice that:
- (a) is signed by a Member entitled to vote at the meeting;
  - (b) states the Member's intention to propose the appointment of a person as a director and a further Member's intention to second that appointment;
  - (c) contains the details that, if the person were to be appointed, the Company would have to file at Companies House; and
  - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 26.6 If there is a casual vacancy on the Board for a Member Director the directors may appoint a person who is willing to act to be a Member Director.
- 26.7 A Member Director appointed pursuant to Article 26.6 must retire at the next annual general meeting but may offer themselves for re-election.
- 26.8 The directors may at any time and from time to time appoint any person to be a Non-Member Director or a Student Director, if they consider it to be in the best interests of the Company.
- 26.9 The appointment of a director, whether by the Company in general meeting, by election in accordance with Article 22.1, or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

## 27 **Term of office**

- 27.1 Save as provided in Article 24, the term of office as a director shall be a maximum of three years, provided that where a Chair is appointed part way through their three year term of office as a director, then their term of office as a director shall be extended to enable them to complete a three year term of office as Chair. A Member Director retiring at the end of a term of office is eligible for re-election up to a maximum number of two three year terms of office.
- 27.2 No director shall serve for more than nine consecutive years.

## 28 **Honorary officers**

- 28.1 The directors shall appoint a Chair and a Vice-Chair of the Board for a term of office not exceeding three years. A Chair or Vice-Chair shall retire at the expiry of that term unless they are invited, prior to the expiry of such term, to be reappointed by the

Board for a further term not exceeding three years, but subject to the provisions of Article 27.2.

28.2 Each of the Chair and Vice-Chair shall at the time of their appointment be a Member Director.

28.3 The directors shall appoint an Honorary Treasurer for a term of office not exceeding three years. The Honorary Treasurer may be either a Member Director or a Non-Member Director. The Honorary Treasurer shall retire at the expiry of that term unless they are invited, prior to the expiry of such term, to be reappointed by the Board for a further term not exceeding three years, but subject to the provisions of Article 27.2.

## 29 **Termination of director's appointment**

A person ceases to be a director if:

29.1 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;

29.2 that person has a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;

29.3 that person is a Member Director and they cease to be a member of the Company (or the representative of a Member organisation);

29.4 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;

29.5 that person resigns as a director by notice to the Company (but only if at least two directors will remain in office when the notice of resignation is to take effect);

29.6 that person is absent without reasonable explanation and the permission of the directors from three consecutive meetings of the Board or from all Board meetings held within a period of six consecutive months and the directors resolve that their office be vacated; or

29.7 that person is requested to resign by a resolution of the directors that it is in the best interests of the Company that that person ceases to be a director.

## **Members: becoming and ceasing to be a Member**

### 30 **Membership**

30.1 Membership of the Company is unlimited.

30.2 The Company shall admit to Membership an individual or organisation which:

30.2.1 applies to the Company using the application process approved by the directors; and

30.2.2 is approved by the directors.

30.3 The directors may in their absolute discretion decline to accept any application for Membership and need not give reasons for doing so.

- 30.4 Membership is not transferable to anyone else.
- 30.5 The directors must keep a register of names and addresses of the Members.

## 31 **Classes of Membership**

- 31.1 The directors may establish different classes of Members and set out the different rights and obligations for each class, with such rights and obligations recorded in the Register of Members.
- 31.2 The Members may not directly or indirectly alter the rights or obligations attached to a class of Membership.
- 31.3 The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members.

## 32 **Termination of Membership**

- 32.1 Membership is terminated if:-
- 32.1.1 the Member dies or, if it is an organisation, ceases to exist;
  - 32.1.2 the Member resigns by written notice to the Company unless, after the resignation, there would be less than two Members;
  - 32.1.3 the Member is an organisation that no longer meets the requirements for Membership which are set out in the rules of the Company;
  - 32.1.4 any sum due from the Member to the Company has been wholly or partly outstanding for at least six months and the Company serves notice in writing on the Member terminating the Membership. In such circumstances the termination of Membership shall take effect from the date and time when the notice is served;
  - 32.1.5 the Member is removed from Membership by a resolution of the directors that it is in the best interests of the Company that his or her Membership is terminated. A resolution to remove a member from Membership may only be passed if:-
    - (a) the Member has been given at least fourteen days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
    - (b) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Company) has been allowed to make representations to the meeting.

## **Decision making by Members**

### **33 General Meetings**

- 33.1 An annual general meeting shall be held once a year, at such time (consistent with the terms of the Act) and place, including partly (but not wholly) by means of electronic facility or facilities, as may be determined by the Board.
- 33.2 The directors may call a general meeting at any time.
- 33.3 A general meeting shall also be called by the Secretary of the Company within 90 days of the receipt at the Company's registered office by a written requisition signed by 20 Members or by 10% of the Members of the Company (whichever is the lesser number). If such Members require the Company to circulate a written statement to accompany the notice of general meeting, the requisition shall be accompanied by an amount of money which in the opinion of the Secretary is sufficient to meet the costs of convening such a meeting.
- 33.4 The Board may resolve to enable persons entitled to attend and participate in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The Members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Board) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that Members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:
- 33.4.1 participate in the business for which the meeting has been convened;
  - 33.4.2 hear all persons who speak at the meeting; and
  - 33.4.3 be heard by all other persons attending and participating in the meeting.

### **34 Notice of general meetings**

- 34.1 A general meeting shall be called by at least such minimum number of clear days' notice as is required or permitted by the Act.
- 34.2 A general meeting may be called by shorter notice if it is so agreed:-
- 34.2.1 in the case of an annual general meeting, by all the Members entitled to attend and vote; and
  - 34.2.2 in the case of an extraordinary general meeting, by a majority in number of Members having a right to attend and vote at the meeting who together hold not less than 95 per cent. of the total voting rights.
- 34.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

- 34.4 The notice must be given to all the Members and to the directors and auditors.
- 34.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company.

### 35 **Attendance and speaking at general meetings**

- 35.1 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.
- 35.2 A person is able to exercise the right to vote at a general meeting when:
- 35.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 35.2.2 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.
- 35.3 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.
- 35.4 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.
- 35.5 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.

### 36 **Quorum for general meetings**

- 36.1 No business shall be transacted at any general meeting unless a quorum is present.
- 36.2 A quorum is:-
- 36.2.1 20 Members entitled to vote upon the business to be conducted at the meeting; or
- 36.2.2 one tenth of the total Membership at the time,
- whichever is the lesser.
- 36.3 The authorised representative of a Member organisation shall be counted in the quorum.
- 36.4 If:
- 36.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or
- 36.4.2 during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the directors shall determine.

36.5 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

36.6 If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting, the Members present at that time shall constitute the quorum for that meeting.

### **37 Chairing general meetings**

37.1 General meetings shall be chaired by the person who has been appointed by the directors as Chair of the Company. If the person appointed as Chair is not present within fifteen minutes of the time appointed for the meeting, the meeting shall be chaired by the person appointed as Vice-Chair.

37.2 If neither of the persons appointed as Chair or Vice-Chair is present within fifteen minutes of the time appointed for the meeting, the Members present and entitled to vote shall choose one of their number to chair the meeting.

37.3 If there is no Member willing to chair the meeting it shall be chaired by the Secretary or senior member of staff.

37.4 The person chairing a meeting in accordance with this Article is referred to as "the chair of the meeting".

### **38 Adjournments**

38.1 The Members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

38.2 The chair of the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

38.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

38.4 If a meeting is adjourned by a resolution of the Members for more than thirty days, notice of the reconvened meeting shall be given as in the case of the original meeting stating the date time and place of the meeting.

### **39 Votes of Members**

39.1 Subject to Articles 31 and 42 and the remaining provisions of this Article 39, every Member, whether an individual or an organisation, shall have one vote.

39.2 No Member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Company.

39.3 On a show of hands or on a poll a Member present in person or by proxy shall have a vote. On a poll, votes may be given either personally or by proxy.

39.4 If there is an equality of votes on a show of hands a poll shall be taken as provided for at Article 42. If there is an equality of votes on a poll, the chair of the meeting shall have a casting vote in addition to any other vote he or she may have.

- 39.5 A ballot of all Members may be carried out by postal or electronic means on any issue which the Board deems significant enough to require a decision by Members between general meetings of the Company. Such a ballot may be instigated by the Board, or by requisition of 20 Members or one-tenth of the Membership at the time, whichever is the lesser. The result of such a ballot shall constitute a decision by the Membership on an ordinary resolution or a special resolution, and shall be recorded as being the equivalent of a decision by the Members in general meeting.
- 39.6 Members with an interest in any contract, appointment or transaction of the Company shall be required to declare that interest to any meeting at which such matters are to be debated or decided and not to vote thereon, and if they do vote thereon their votes shall not be counted.

#### 40 **Written resolutions**

- 40.1 Subject to Article 40.4, a written resolution of the Members passed in accordance with this Article 40 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:
- 40.1.1 as an ordinary resolution if it is passed by a simple majority of the eligible Members; or
  - 40.1.2 as a special resolution if it is passed by Members representing not less than 75 per cent. of the eligible Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 40.2 Where a resolution is proposed as a written resolution of the Company, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 40.3 Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a special resolution shall be passed as an ordinary resolution.
- 40.4 A Members' resolution under the Act removing a director or an auditor before the expiration of their term of office may not be passed as a written resolution.
- 40.5 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 40.6 A Member signifies their agreement to a proposed written resolution when the Company receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
- 40.6.1 if the document is sent to the Company in hard copy form, it is authenticated if it bears the signature of the person sending it;
  - 40.6.2 if the document is sent to the Company in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Company or, where no such manner has been specified by the Company, if

it is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement.

- 40.7 A written resolution is passed when the required majority of eligible Members have signified their agreement to it. In the case of a Member that is an organisation, its authorised representative may signify its agreement.
- 40.8 A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.
- 40.9 Communications in relation to written resolutions shall be sent to the Company's auditors in accordance with the Act.
- 40.10 The Members may require the Company to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

#### 41 **Errors and disputes**

- 41.1 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.
- 41.2 Any such objection must be referred to the chair of the meeting whose decision is final.

#### 42 **Poll votes**

- 42.1 A poll on a resolution may be demanded:
  - 42.1.1 in advance of the general meeting where it is to be put to the vote, or
  - 42.1.2 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.
- 42.2 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:-
  - 42.2.1 by the chair of the meeting; or
  - 42.2.2 by at least five Members having the right to vote at the meeting; or
  - 42.2.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 42.3
  - 42.3.1 The declaration by the chair of the meeting of the result of a vote shall be conclusive unless a poll is demanded.
  - 42.3.2 The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded.
- 42.4
  - 42.4.1 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

42.4.2 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

#### 42.5

42.5.1 A poll must be taken as the chair of the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.

42.5.2 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

#### 42.6

42.6.1 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

42.6.2 A poll demanded on any other question must be taken either immediately or at such time and place as the chair of the meeting directs.

42.6.3 The poll must be taken within thirty days after it has been demanded.

42.6.4 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

42.6.5 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

### 43 Proxies

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

43.1.1 states the name and address of the Member appointing the proxy;

43.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

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

43.1.4 is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate,

and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting.

43.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

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

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

- 43.4.1 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
- 43.4.2 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.

#### **44 Delivery of proxy notices**

- 44.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 44.2 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.
- 44.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 44.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### **45 Member representatives**

- 45.1 Any organisation that is a Member of the Company may nominate any person to act as its representative at any meeting of the Company.
- 45.2 The organisation must give written notice to the Company of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless due notice has been received by the Company. The nominee may continue to represent the organisation until written notice to the contrary is received by the Company.
- 45.3 Any notice given to the Company will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the nominee has been properly appointed by the organisation.

#### **46 Amendments to resolutions**

- 46.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - 46.1.1 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 chair of the meeting may determine), and
  - 46.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

- 46.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 46.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - 46.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 46.3 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.

## **Administrative arrangements**

### **47 Means of communication to be used**

- 47.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company.
- 47.2 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by director may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 47.3 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.
- 47.4 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 47.4.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
  - 47.4.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
  - 47.4.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
  - 47.4.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

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

- 47.5 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

## 48 **Rules**

- 48.1 The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company.
- 48.2 The rules or bye laws may regulate the following matters but are not restricted to them:
- 48.2.1 the admission of members of the Company (including the admission of organisations to Membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
  - 48.2.2 the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers;
  - 48.2.3 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;
  - 48.2.4 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Act or by these Articles;
  - 48.2.5 generally, all such matters as are commonly the subject matter of company rules.
- 48.3 The Company in general meeting has the power to alter, add or repeal the rules or bye laws.
- 48.4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of Members of the Company.
- 48.5 The rules or bye laws shall be binding on all Members of the Company.
- 48.6 No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

## 49 **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.

## 50 **Indemnity and insurance**

- 50.1 Subject to Article 50.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- 50.1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs; and
- 50.1.2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 50.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 50.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- 50.3 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.
- 50.4 In this Article:
- 50.4.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- 50.4.2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer'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
- 50.4.3 a **relevant officer** means any director or other officer or former director or other officer of the Company, but excluding in each case any person engaged by the Company as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).