

**THE COMPANIES ACT 2006**

PRIVATE ASSOCIATION LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION  
OF  
BRITISH CHIROPRACTIC ASSOCIATION  
(Association number 01781531)**

(Adopted by special resolution passed on 13<sup>th</sup> October 2018)  
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Number Ten Elm Court  
Arden Street  
Stratford upon Avon  
CV37 6PA  
Tel 01789 203259

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**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 Association;

**director:** means a director of the Association 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 24, any director whose vote is not to be counted in respect of the particular matter);

**Full Members:** those members referred to in Article 32.1;

**Interested Director:** has the meaning given in Article 24;

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

**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 reference to a numbered "**Model Article**" is a reference to that Article of the Model Articles;

**non-officer directors:** those members of the Board appointed in accordance with Articles 11 and 13;

**officers:** those person specified in Article 26;

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

**participate:** in relation to a director's meeting, has the meaning given in Model Article 10;

**President:** the person elected as President in accordance with Articles 26, 27 and 28;

**proxy notice:** has the meaning given in Model Article 31;

**scrutineers:** two independent persons or an independent body appointed by the Board in relation to any elections;

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

**Special Members:** those members referred to in Article 32.2;

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

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

**Treasurer:** the person elected as Treasurer in accordance with Articles 26, 27 and 28;

**Vice President:** the person elected as Vice President in accordance with Articles 26, 27 and 28;

**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 Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, 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 apply to the Association, except in so far as they are modified or excluded by these Articles.
- 1.8 The following Model Articles shall not apply to the Association:
- (a) 1 (Defined terms);
  - (b) 2 (Liability of Members);
  - (c) 8 (Unanimous decisions);
  - (d) 9(1) and (3) (Calling a directors' meeting);
  - (e) 11(2) and (3) (Quorum for directors' meeting);
  - (f) 13 (Casting vote);
  - (g) 14 (1), (2), (3) and (4) (Conflicts of interest);
  - (h) 17(2) (Methods of appointing directors);
  - (i) 21 (Applications for membership);
  - (j) 22(1) (Termination of membership);
  - (k) 23(4) and 23(5) (Attendance at meetings);
  - (l) 25 (Chairing general meetings);
  - (m) 30(4) (Poll votes);
  - (n) 31(1)(d) (Content of proxy notices);
  - (o) 35 (Association seals);
  - (p) 38 (Indemnity);
  - (q) 39 (Insurance).
- 1.9 Model Article 3 (Directors' general authority) shall be amended by the insertion of the words "in accordance with its objects" after the words "the management of the Association's business".
- 1.10 Model Article 7 (Directors to take decisions collectively) shall be amended by:

- (a) the insertion of the words "for the time being" at the end of Model Article 7(2)(a); and
- (b) the insertion in Model Article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may".

## **2. NAME**

The name of the Association is the "British Chiropractic Association".

## **3. REGISTERED OFFICE**

The registered office of the Association is to be in the United Kingdom.

## **4. OBJECTS**

The objects for which the Association is established are, with a view to the benefit of the community at large, to promote and encourage -

1. the practice and application of chiropractic and allied sciences;
2. further education and life time continuing training and learning in the principles, practice and application of chiropractic and allied sciences;
3. the development of chiropractic and allied sciences and their representation and promotion on behalf of members and within the public domain; and
4. maintenance of the honour and interests of the profession of chiropractic.

## **5. POWERS**

In order to achieve the objects but not otherwise, the Association may -

1. take over and hold the whole of the real and personal property held by or on behalf of the corporate body known as the "British Chiropractic Association";
2. encourage and promote the study of chiropractic and its allied sciences and encourage members to participate in life time learning and continuing training to develop and maintain standards of competence;
3. represent and support chiropractors who are members of the Association, when their competence and conduct is called into question



by the General Chiropractic Council if the Directors think it right to do so;

4. maintain a register of chiropractors who are members of the Association;
5. ensure appropriate standards of conduct as laid down in the Association's Code of Conduct.
6. (a) maintain and develop the Association's members as the providers of the highest standards of chiropractic care;  
  
(b) increase awareness and uptake of the Association's chiropractic as a safe and effective treatment amongst the public, healthcare professionals and external agencies.
7. associate with or affiliate to any association or institution with objects which are wholly or partly similar to those of the Association and the application of whose income and property is restricted in the same way as the application of the income and property of the Association under this Memorandum of Association; pay any necessary subscriptions in respect of that association or affiliation; and establish, subsidise, promote, co-operate with or affiliate with any such association or institution;
8. promote and assist in securing legislation in the interests of chiropractic and the development of the profession in the United Kingdom and to effect improvements in external links with the chiropractic profession and to improve access to chiropractic care;
9. carry out promotional work for the Association and its members;
10. collate and distribute relevant information to its members;
11. provide an insurance scheme for its members against any claim against a member arising from the performance of his professional duties as a chiropractor;
12. buy, lease or deal in any other way with any real or personal property or any rights or privileges necessary or convenient for the purposes of the Association and to build, alter and maintain any buildings required for the purposes of the Association;
13. sell, improve, manage or deal in any other way with all or any part of the property of the Association;
14. borrow any money required for the purposes of the Association;
15. invest any spare money of the Association in any way it decides;

16. represent the Association's members in relations with other professions, government departments and agencies, the General Chiropractic Council and all other public and local authorities nationally and internationally;
17. establish, manage or contribute to any charitable or benevolent fund from which gifts or loans may be made to chiropractic professionals or their dependants;
18. to do anything else which may help achieve the objects as long as -
  - (a) any property of the Association is bound by a trust, that property must be dealt with according to the trust deed;
  - (b) the Association does not regulate relationships between employers and workers or their respective organisations;
  - (c) the Association obtains any property under the jurisdiction of the Charity Commissioners, it must not deal with that property without getting the necessary approvals; the Board of the Association will be personally responsible for their actions in dealing with that property as if the Association had not been incorporated.

## **6. APPLICATION OF INCOME AND PROPERTY**

Any money or property of the Association may be applied only towards the objects of the Association set out in Article 4. It may not be given to any member of the Association in any way unless the payment is -

- (a) reasonable pay for any work done by a member for the Association;
- (b) reasonable interest on any loan made by a member to the Association; or
- (c) reasonable fair rent on any property let by a member to the Association.

## **7. CONTRAVENTION OF ARTICLE 6**

If any member of the Association pays or receives any money or property in contravention of Article 6, the liability of each of those members and of every director will be unlimited.

## **8. CONTRIBUTION ON WINDING-UP**

If the Association is wound up, every member of the Association and every person who was a member up to one year before the winding-up or dissolution will pay up to £1 towards the debts of the Association, the costs of the winding-up and adjusting the

amounts of money due as between the members. This does not apply to a member whose liability has become unlimited under Article 6.

## **9. APPLICATION OF SURPLUS ON WINDING-UP**

If the Association is wound up or dissolved and there is a surplus left after paying all its debts, that surplus will not be distributed among the members but instead given to another body, decided on by the members, which has objects similar to the Association's. The body concerned must not allow its money or property to be given to its members to any greater extent than under Article 6. If no such body can be found, the surplus will be given to a registered charity.

## **10. THE BOARD**

1. The minimum number of directors is five and the maximum number of directors is nine.
2. The Board shall consist of the following persons:-
  - (a) The President appointed in accordance with Articles 27 and 28;
  - (b) The Vice President appointed in accordance with Articles 27 and 28;
  - (c) The Treasurer appointed in accordance with Articles 27 and 28;
  - (d) Five persons elected by the members in accordance with Article 11;
  - (e) Up to one person co-opted by a resolution of the Board to be members of the Board in accordance with Article 14.

## **11. APPOINTMENT OF NON-OFFICER DIRECTORS**

Subject to Article 13 the five non-officer directors who are not co-opted must be elected at the same time and in the same manner as the officers of the Association.

## **12. TERMINATION OF DIRECTORS AND ELIGIBILITY FOR APPOINTMENT**

1. The term of office of any non-officer directors may be terminated by a vote of two thirds majority of the voting members of the Board, if that officer or member has failed to reasonably participate in the management of the affairs of the Board; and/or acts in a manner which is deemed by the Board to be contrary to

the best interests of the Board and/or the Board). The membership will be informed of any such decision and the reasons for it soon as reasonably possible unless the matter is referred for disciplinary proceedings.

2. If a person has either:

(a) Resigned or been removed as a director; or

(b) Served four consecutive periods of two years as a non-officer director

a period of not less than four years must elapse before such a person may be elected or appointed for any further period as a non-officer director. For the purpose of this Article a period of one year shall be deemed to include the period between two successive Annual General Meetings.

### **13. ELECTION AND RETIREMENT OF NON-OFFICER DIRECTORS**

1. At the first Annual General Meeting following the date of adoption of these Articles all the non-officer directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors.

2.

(a) Each non-officer director shall be elected for two years.

(b) For the purpose of these Articles the period between two successive Annual General Meetings shall be deemed to be a period of one year.

(c) If a non-officer director is required to retire at an Annual General Meeting by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.

### **14. APPOINTMENT OF CO-OPTED DIRECTORS**

1. A director appointed by a resolution of the other directors pursuant to Article 10.2(e) must retire at the next Annual General Meeting.

2. The appointment of a director, by the Board must not cause the number of directors to exceed any number fixed as the maximum number of directors.
3. The co-option of an additional member of the Board may take place in accordance with Article 10.2(e) by a resolution of the Board at any time, subject to Article 14.4 and in the manner therein provided.
4. The director co-opted in accordance with Article 10.2(e) shall be a lay person not practicing chiropractic in the United Kingdom of Great Britain and Northern Ireland; the Channel Islands; Isle of Man or Gibraltar.

## **15. CASUAL VACANCIES**

1. In addition to its power under Article 10.2(e) to co-opt one additional director, the Board may from time to time appoint any Member to fill a Casual Vacancy among the directors and in considering whether or not to approve a person for such appointment the Board shall have regard to the need to have a broad representation of Members' interests on the Board.
2. A person appointed under Article 15.1 shall hold office for the term of office of the director whose departure from the Board has caused the Casual Vacancy to arise. The person so appointed shall be deemed to have served the full term of office of the director whose departure from the Board has caused the Casual Vacancy to arise.

## **16. OBJECTIVES AND TERMS OF REFERENCE OF BOARD**

The responsibility of the Board is to develop policy, to maintain and implement the business plan of the Association and to provide direction to the committees and discharge all of the legal responsibilities of the Association acting at all times in the best interest of the Association and its Members.

## **17. POWERS AND PROCEDURES OF THE BOARD**

1. Subject to the provisions of the Act, and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the Board who may exercise all the powers of the Association. The Board shall have absolute control over all the affairs and property of the Association and shall prescribe, alter or cancel rules for the regulation of the Association and of the committees thereof (provided that no rule so prescribed, altered or cancelled shall amount to such an alteration of or addition to these Articles as could only legally be made by a special resolution).

2. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as it determines, including authority for the agent to delegate any of its power.
3. The Board may regulate its own procedure.
4. The Board may exercise all such powers of the Association as are not by the Act or by these Articles, require to be exercised by the Association in General Meeting, or by these Articles expressly stated to be exercisable with the authority of a General Meeting, subject nevertheless to any provisions of these Articles and to the provisions of the Statutes, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
5. No act done by the Board, whether beyond the powers of the Board or not, which shall receive the express or implied sanction of the members in General Meeting shall, if it be within the powers of the Association, be afterwards impeached by any member of the Association, on any ground whatsoever, but shall be deemed to be an act of the Association.
6. All acts done by any meeting of the Board or by any person acting as a member of the Board shall notwithstanding that it afterwards be discovered that there was some defect in the appointment of any such Board member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if such person had been duly appointed and was qualified to be a member of the Board.
7. The Board may invite the chairs or representatives of any committee to report on their activities, at meetings of the Board.

## **18. REMOVAL OF MEMBERS OF THE BOARD**

1. The office of a member of the Board shall be vacated if:
  - (a) he or she abstains without leave of the Board from attending the meetings of the Board on three consecutive occasions;
  - (b) he or she is deemed by the Board (other than the relevant member of the Board) to have acted in a manner which is contrary to the best interests of the Association; or
  - (c) he or she ceases to be a Full Member.
2. A resolution of the Board declaring a member of the Board to be re-qualified to serve as a director shall be conclusive as to that fact.

## **19. UNANIMOUS DECISIONS**

1. A decision of the directors is taken in accordance with this Article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.
2. Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.
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.

## **20. CALLING A DIRECTORS' MEETING**

1. Any director may call a directors' meeting by giving not less than 10 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.
2. Notice of a directors' meeting shall be given to each director in writing.
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.

## **21. QUORUM FOR DIRECTORS' MEETINGS**

1. Subject to Article 21.2, the quorum for the transaction of business at a meeting of directors is any five Eligible Directors.
2. For the purposes of any meeting (or part of a meeting) held pursuant to Article 24 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.
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:
  - (a) to appoint further directors; or
  - (b) to call a general meeting so as to enable the Members to appoint further directors.

## **22. CASTING VOTE**

1. If the numbers of votes for and against a proposal at a meeting of directors are equal, the President or other director chairing the meeting has a casting vote.
2. Article 22.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman or other director is not an Eligible Director for the purposes of that meeting (or part of a meeting).

## **23. CHAIRMAN OF BOARD**

The chairman of the Board is the President of the Association or in his absence the Vice President. If both of them are absent, the chairman of the Board will be the Treasurer. In the absence of all these officers those present will elect a chairman by simple majority on a show of hands.

## **24. DIRECTORS' CONFLICTS OF INTEREST**

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.
2. Any authorisation under this Article 24 shall be effective only if:
  - (a) 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;
  - (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
  - (c) 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.
3. Any authorisation of a Conflict under this *Article 24* may (whether at the time of giving the authorisation or subsequently):



- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
  - (b) 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;
  - (c) 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;
  - (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
  - (e) 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 Association) information that is confidential to a third party, he shall not be obliged to disclose that information to the Association, or to use it in relation to the Association's affairs where to do so would amount to a breach of that confidence; and
  - (f) 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.
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.
  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.
  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 Association 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 Association 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.

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 Association:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise (directly or indirectly) interested;
  - (b) 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;
  - (c) 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;
  - (d) may act by himself or his firm in a professional capacity for the Association (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
  - (e) 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 Association is otherwise (directly or indirectly) interested; and
  - (f) shall not, save as he may otherwise agree, be accountable to the Association 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.
8. (i) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
  - c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.
- (ii) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a director or indirect benefit of any nature to a director or to a connected person.

## **25. RECORDS OF DECISIONS TO BE KEPT**

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.

## **26. OFFICERS OF THE ASSOCIATION**

1. The officers of the Association are the President, the Vice President and the Treasurer.
2. The Immediate Past President means the President who held office for the year immediately preceding the present year of office. He will sit, but have no voting rights on the Board.
3. All officers must be Full Members of the Association.

## **27. DURATION OF OFFICE**

1. At the first Annual General Meeting following the date of adoption of these Articles all of the officers shall retire from office and shall be elected for two years, subject in each case to the provisions of these Articles and the Companies Acts. Thereafter each of the officers are elected for two year terms.
2. All the officers may be re-elected upon retirement in accordance with Article 27.1 but if the President has held that office for four years then in any immediately subsequent re-election at least a two thirds majority of the members voting is required for him or her to be re-elected. In such a case, there shall always be such an

election even if the officer concerned is the only nominee for the post.

3. The term of office of an officer may be terminated by a vote of two thirds majority of the voting members of the Board, if that officer or member has failed to reasonably participate in the management of the affairs of the Board; and/or acts in a manner which is deemed by Board to be contrary to the best interests of the Board and/or the Association. The membership will be informed of any such decision and the reasons for it as soon as reasonably possible, unless the matter is referred for disciplinary proceedings.
4. In the event that for any reason an officer ceases to be an officer before he or she has served a full term of office the Board shall co-opt a person to replace such officer for the remainder of the term of office.

## **28. ELECTION OF OFFICERS**

1. The officers will be elected by a postal or electronic ballot (at the discretion of the Board) of all eligible members, conducted on the Association's behalf by such persons (members or otherwise) as the Board may appoint to be scrutineers. The results of the elections will be declared at the Annual General Meeting.
2. Nominees for the various offices must be nominated by two Full Members and the nominee must complete a declaration of interest form without which the nomination will be invalid. The nominations and declaration of interest forms must be sent by recorded delivery or in electronic form with the nominee's consent in writing to the Association's head office for the attention of such person as the Board shall have specified not later than 45 days before the date of the Annual General Meeting and only persons so nominated are eligible for election.
3. A ballot paper listing all nominations for contested offices including brief biographical details together with the names of proposers and seconders must be circulated to each Full Member not later than 28 days before the date of the Annual General Meeting. Ballot papers completed in the form prescribed by the scrutineer must be received by them not later than 15 days before the date of the Annual General Meeting otherwise they will be invalid. If the ballot is held electronically it shall be held in accordance with rules established by the Board for the purpose.

4. Nominations for the post of President, Vice President and Treasurer will be drawn from existing members of the Board.
5. If there is only one nominee for any office, then that nominee will be declared elected to that office at the Annual General Meeting, subject to the provisions of Article 27.2.
6. If there is no nominee for any office then a non-officer director may be nominated by the Board who (either at the Annual General Meeting or as soon as practicable thereafter) shall be deemed elected to that office at the Annual General Meeting.
7. No election will be invalidated because of any minor misdescription or non-compliance with these provisions, or of the non-delivery, loss or miscarriage in the course of post of any material required to be sent by post, if the Scrutineers conclude that the election was conducted substantially in accordance with these provisions and that these matters did not affect the return of any candidate at the election.

The decision of the Scrutineers is final.

## **29. SECRETARY**

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

## **30. CHANGE OF ASSOCIATION NAME**

The name of the Association may be changed by:

- (a) a decision of the directors; or
- (b) a special resolution of the Members,

or otherwise in accordance with the Act.

## **MEMBERS: BECOMING AND CEASING TO BE A MEMBER**

## **31. MEMBERSHIP**

The Association shall admit to Membership an individual or organisation which:

- (a) applies to the Association using the application process approved by the directors; and
- (b) is approved by the directors.

### **32. CATEGORIES OF MEMBERSHIP**

Members of the Association are -

- 1. Full Members; and
- 2. Special Members of the following categories:
  - a) Associate Members;
  - b) Student Members;
  - c) Honorary Members; and
  - d) Provisional Members.

### **33. OBLIGATIONS AND PRIVILEGES OF MEMBERSHIP**

All Members of the Association have the rights and privileges of the category of membership allocated to them and are subject to the obligations set out in these Articles as determined by their category of membership.

### **34. NUMBER OF MEMBERS**

The number of Full Members and of Special Members of the Association is unlimited.

### **35. INITIAL MEMBERSHIP**

All persons who at the date of adoption of these Articles are registered as members (of whatever category) of "The British Chiropractic Association" may on payment of the due subscription, be entered as Full Members or Special Members of the Association in the Register in the category each of them previously held.

### **36. FUTURE MEMBERS**

Subsequent Full Members and Special Members of the Association will be the people who, being eligible, have been duly elected as Members under Article 31 and in accordance with the Bye Laws.

### **37. ELECTION TO MEMBERSHIP**

The method and conditions of application and election of persons eligible for membership will be as set out in the Bye-Laws.

### **38. REJECTION OF MEMBERSHIP**

The Board may recommend rejection of any application for membership of the Association to the membership at the next Annual General Meeting or Special General Meeting if in the opinion of the Board the applicant has acted contrary to the aims, interests or professional standards of the Association before applying. The majority decision of those members present, and voting will decide whether to approve or reject the application for membership.

### **39. QUALIFICATIONS FOR FULL MEMBERS**

A person is eligible for election as a Full Member of the Association if he -

1. (a) is registered with the General Chiropractic Council; or  
(b) is practising or teaching chiropractic in the Channel Islands, Isle of Man or Gibraltar;
2. holds a qualification in relation to chiropractic approved by the Association under its Bye-Laws;
3. has gained sufficient professional experience by completing the Post-Registration Training programme or its successor as determined by the Association. Those applicants who have not completed an approved Post-Registration Training programme or its equivalent must satisfy the Board, at their own expense, that they are eligible for membership by fulfilling any requirements the Board deems necessary in each individual case;
4. is of a good character.

### **40. CONCESSIONARY RATES OF MEMBERSHIP**

A person eligible for Full or Provisional membership may at the discretion of the Board be eligible for a concessionary rate of membership (whether or not previously in another category of membership of the Association) if it is considered that they are suffering hardship outside his or her control or any other circumstances which the Board considers merits the status of a concessionary membership. The Board will review each year the criteria for concessionary membership and the status of concessionary members, which will be subject to application according to terms that will be set from time to time by the Board

### **41. ASSOCIATE MEMBERS**

A person may become an Associate Member if he is a qualified chiropractor but -

- (a) he is not practising chiropractic in either the UK the Channel Islands, Isle of Man or Gibraltar; or
- (b) he practises as a chiropractor or teaches chiropractic in some country other than the UK, the Channel Islands, Isle of Man or Gibraltar and is a member in good standing of his national association of chiropractic (where such an association exists).

#### **42. STUDENT MEMBERS**

A person may become a Student Member if he attends a chiropractic college in the UK or overseas approved by the Association under the Bye-Laws.

#### **43. HONORARY MEMBERS**

A person may be elected an Honorary Member, following nomination by the Board and resolution by the membership at an AGM.

#### **44. PROVISIONAL MEMBERS**

A person may become a Provisional Member if he fulfils the qualifications set out in Articles 39.1, 39.2 and 39.4 subject to the provisions of the Byelaws. A person may be a Provisional Member for five years from the date of his first application for that form of membership.

#### **45. DURATION OF MEMBERSHIP**

Every member will remain a member until he ceases to be so in accordance with the provisions of these Articles.

#### **46. RIGHTS OF MEMBERSHIP NOT TRANSFERABLE**

The rights of members are personal and not transferable in any way.

#### **47. RIGHTS OF SPECIFIC CLASSES OF MEMBERS**

1. Provisional Members have all the rights and privileges of a Full Member except that they may not:
  - a) become a director of the Association; or
  - b) vote at any meeting of the Association.
2. Associate Members, Student Members and Honorary Members have all the rights and privileges of a Full Member except that they may not:
  - a) become a director of the Association;
  - b) vote at any meeting of the Association; or



- c) have the benefit of any insurance arranged by the Association.

#### **48. RATE OF SUBSCRIPTION**

1. The subscription payable by members of the Association will be the sum or sums decided by the Association at General Meetings.
2. The Association may fix different rates of subscription.
3. In cases of genuine hardship, a member may apply to the Board for a concessionary rate.

#### **49. PAYMENT OF SUBSCRIPTIONS**

1. Subscriptions are due on the 1<sup>st</sup> January each year, at the appropriate rate then in force, payable at the Association's Head Office. Payment may be in advance in full or alternatively by direct debit upon the terms the Board decides.
2. If a member fails to pay the subscription within 21 days of its becoming due he may receive a reminder from the Association's Head Office.

#### **50. PRIVILEGES ON PAYMENT OF SUBSCRIPTION**

Payment of the subscription or transmission of direct debit details confers the privileges of membership of the Association and the right to receive publications of the Association issued to members during the year covered by the subscription, unless the member ceases to be a member.

#### **51. SUPPLEMENTAL SUBSCRIPTIONS**

The Association may, following a recommendation by the Board, by a simple majority in a postal ballot of Full Members, require all Full Members at that time to pay an additional subscription to meet the obligations of the Association. Each Full Member must pay the additional subscription within thirty days of demand. This Article does not vary the limitation on liability contained in the Memorandum of Association of the Association and any member required to pay an additional subscription may resign from membership without payment of the additional subscription.

#### **52. ESTABLISHMENT OF FURTHER CLASSES**

The directors may establish further 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.

### **53. EXPULSION OF MEMBER**

1. The directors may terminate the Membership of any Member without his consent by giving the Member written notice if, in the reasonable opinion of the directors, the Member:
  - (a) is guilty of conduct which has or is likely to have a serious adverse effect on the Association or bring the Association or any or all of the Members and directors into disrepute; or
  - (b) has acted or has threatened to act in a manner which is contrary to the interests of the Association as a whole;
  - (c) has failed to observe the terms of these Articles; or
  - (d) has been removed from the roll at the General Chiropractic Council.

Following such termination, the Member shall be removed from the Register of Members.

2. The notice to the Member under paragraphs (a) and (b) of this Article 53.2 must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the Membership of a Member.
3. A Member whose Membership is terminated under this Article shall not be entitled to a refund of any subscription or Membership fee and shall remain liable to pay to the Association any subscription or other sum owed by him.

### **54. CHAIRMAN OF MEETINGS**

The Chairman at all general meetings of the Association will be the President or, failing him the Vice President. If neither of them is present within fifteen minutes of the time appointed or if neither is willing to act, the person appointed by the members present at the General Meeting will take the chair.

### **55. ANNUAL GENERAL MEETINGS**

A general meeting ("the Annual General Meeting") of the Association will be held once every year at the time and place decided by the Association at the preceding Annual General Meeting or, if no time or place was decided, the time and place decided by the Board. An Annual General Meeting must be specified as such in the notice calling it. Not

more than fourteen months may pass between one Annual General Meeting and the next.

**56. SPECIAL GENERAL MEETINGS**

1. All general meetings of the Association except Annual General Meetings are called Special General Meetings.
2. A Special General Meeting of the Association will be convened whenever the Board thinks fit.

**57. NOTICE OF MEETINGS**

1. At least twenty one days' notice in writing must be given of every Annual General Meeting and at least fourteen days' notice in writing of every other Special General Meeting (excluding in either case the day upon which the notice is given or deemed to be given and the day appointed for the meeting). That notice must state the place day and hour of the meeting and in the case of special business defined in Article 59.2, details thereof. That notice must be given to the members and to the auditors of the Association.
2. The accidental omission to send a notice of a meeting to or the non-receipt of that notice by any person entitled to receive it will not invalidate the proceedings of the meeting.

**58. BUSINESS OF MEETINGS**

1. The Annual General Meeting will consider the annual report, accounts, balance sheets and reports of the Board, the report of the auditors and the election of the Board and officers.
2. All other business that is transacted at an Annual General Meeting and all business that is transacted at a Special General Meeting is special business and full details of that business shall be set out in the notice of the relevant meeting.
3. A Full member must give the Association at least twenty-eight days' notice of any business which they wish to have discussed at an Annual General Meeting or a Special General Meeting of the Association.
4. A Full member must give the Association at least twenty-eight days' notice of any resolution which they wish to have considered at an Annual General Meeting or a Special General Meeting of the Association. All such resolutions

must be proposed and seconded by Full Members of the Association.

**59. QUORUM AT MEETINGS**

In order to carry out any business at a General Meeting at least fifty Full Members entitled to vote ("the quorum") must be present within two hours of the time set for the meeting. If there is no quorum, there can be no meeting.

**60. VOTES AT MEETINGS**

1. Each Full Member shall have one vote on each issue at a General Meeting.
2. The Board may decide to ballot the whole membership on certain issues from time to time. The procedure for this will be by the circulation of numbered ballot papers and the nomination of scrutineers by the Board to oversee the ballot.

**61. VOTING PROCEDURE**

1. All issues arising at a General Meeting requiring a vote will be decided by a show of hands of Full Members present unless a poll is demanded by:-
  - (a) the Chairman; or
  - (b) at least five Full Members present and entitled to vote.
2. Unless a poll is demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or lost or carried by a particular majority or not so carried and an entry to that effect in the book of the proceedings of the Association will be sufficient evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against the resolution.
3. No poll can be demanded on the election of a Chairman or on the question of an adjournment.

**62. POLL**

1. If a poll is demanded under 62.1, it will be taken at the same time and place and in such way as the Chairman decides, and the result of the poll will be the resolution of the Association in

General Meeting.

2. The demand for a poll will not prevent the meeting continuing, or the carrying out of any business except the question on which the poll was demanded.
3. Model Article 30(3) shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of

a show of hands declared before the demand was made" as a new paragraph at the end of that Article

**63. CHAIRMAN'S CASTING VOTE**

If the votes at any General Meeting, whether on a show of hands or a poll are equal, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded has a second, casting, vote.

**64. MINUTES OF MEETINGS**

The Association must ensure that minutes of all proceedings at General Meetings are taken and that the minutes are entered in books kept for that purpose. Those books must be retained at the Registered Office of the Association and be open for inspection by any Member without charge during normal business hours. The Association must provide a Member with a copy of the minutes of any General Meeting within ten days of receiving a request for them from that Member.

**65. PROXIES**

1. Model Article 31(1)(d) shall be deleted and replaced with the words "is delivered to the Association 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".
2. Model Article 31(1) shall be amended by the insertion of the words "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" as a new paragraph at the end of that Article.

**ADMINISTRATIVE ARRANGEMENTS**

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

1. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

- (a) 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);
- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- (c) if properly addressed and sent or supplied by electronic means, then at 9.00am on the day following that or on which the document or information was sent or supplied; and
- (d) 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.

2. 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.

## **67. RULES**

The directors may establish rules governing matters relating to Association administration that are required from time to time for the effective operation of the Association (for example, the provisions relating to classes of Members, Membership fees and subscriptions and the admission criteria for Members) and the procedure for electronic voting for officers and non-officer directors in the event that such is required by the Board. If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail.

## 68. INDEMNITY AND INSURANCE

1. Subject to Article 60.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
  - (a) each relevant officer shall be indemnified out of the Association's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them  
  
including (in each case) 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 Association's (or any associated company's) affairs; and
  - (b) the Association 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 this Article 60 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
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.
3. The directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant officer in respect of any relevant loss.
4. 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 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 Association, any associated company or any pension fund or employees' share scheme of the Association or associated Association; and



- (c) a **relevant officer** means any director or other officer or former director or other officer of the Association (including any company which is a trustee of an occupational pension, but excluding in each case any person engaged by the Association (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

## 69. ACCOUNTS

The Association must keep proper accounts of income and expenses, and assets and liabilities. The accounts may be inspected by a member at any reasonable time laid down by the regulations of the Association. At least once a year the accounts must be audited.

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY GUARANTEE

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PART 1  
INTERPRETATION AND LIMITATION OF LIABILITY

**Defined terms**

- 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;

“chairman” has the meaning given in article 12;

“chairman of the meeting” has the meaning given in article 25;

“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;

“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 10;

“proxy notice” has the meaning given in article 31;

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

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

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

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

### **Liability of members**

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

- (a) payment of the company’s debts and liabilities contracted before he ceases to be a

- member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

PART 2  
DIRECTORS  
DIRECTORS' POWERS AND RESPONSIBILITIES

**Directors' general authority**

**3.**—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.

**Members' reserve power**

- 4.**—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

**Directors may delegate**

- 5.**—(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.
- (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.
- (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

**Committees**

**6.**—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(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.

## DECISION-MAKING BY DIRECTORS

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

**7.**—(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 8.

(2) If—

(a) the company only has one director, and

(b) 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.

### **Unanimous decisions**

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

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

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

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

### **Calling a directors' meeting**

**9.**—(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.

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(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.

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

**10.**—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

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

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

### **Quorum for directors' meetings**

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

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

(3) If the total number of directors for the time being is less than the quorum required, the

directors must not take any decision other than a decision—

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

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

**12.**—(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

## **Casting vote**

- 13.**—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **Conflicts of interest**

- 14.**—(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.
- (2) But if paragraph (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.
- (3) This paragraph 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.
- (4) For the purposes of this article, the following are permitted causes—
- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
  - (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
  - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- (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.
- (6) Subject to paragraph (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 chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.



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

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

15. 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.

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

16. 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**

### **Methods of appointing directors**

17.—(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—

- (a) by ordinary resolution, or
- (b) by a decision of the directors.

(2) 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.

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

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

18. A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) *[paragraph omitted pursuant to The Mental Health (Discrimination) Act 2013]*

(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.

### **Directors' remuneration**

- 19.**—(1) Directors may undertake any services for the company that the directors decide.
- (2) Directors are entitled to such remuneration as the directors determine—
- (a) for their services to the company as directors, and
  - (b) for any other service which they undertake for the company.
- (3) Subject to the articles, a director's remuneration may—
- (a) take any form, and
  - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (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.

### **Directors' expenses**

- 20.** 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,
  - (b) general meetings, or
  - (c) separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3  
MEMBERS  
BECOMING AND CEASING TO BE A MEMBER

**Applications for membership**

- 21.** No person shall become a member of the company unless—
- (a) that person has completed an application for membership in a form approved by the directors, and
  - (b) the directors have approved the application.

**Termination of membership**

- 22.**—(1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- (2) Membership is not transferable.
  - (3) A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

**Attendance and speaking at general meetings**

- 23.**—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
    - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
    - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
  - (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
  - (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
  - (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

### **Quorum for general meetings**

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

### **Chairing general meetings**

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

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

- (a) the directors present, or
- (b) (if no directors are present), the meeting,

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

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

### **Attendance and speaking by directors and non-members**

**26.—**(1) Directors may attend and speak at general meetings, whether or not they are members.

(2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

### **Adjournment**

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

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

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

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

(4) When adjourning a general meeting, the chairman of the meeting must—

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

- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## VOTING AT GENERAL MEETINGS

### **Voting: general**

**28.** A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

### **Errors and disputes**

- 29.—**(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

### **Poll votes**

- 30.—**(1) A poll on a resolution may be demanded—
- (a) in advance of the general meeting where it is to be put to the vote, or
  - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by—
- (a) the chairman of the meeting;
  - (b) the directors;
  - (c) two or more persons having the right to vote on the resolution; or
  - (d) 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.
- (3) A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
  - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

## **Content of proxy notices**

- 31.**—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
- (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) 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.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **Delivery of proxy notices**

- 32.**—(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.
- (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.
- (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.
- (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.

## **Amendments to resolutions**

- 33.**—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less

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

## PART 4

### ADMINISTRATIVE ARRANGEMENTS

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

- 34.**—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### **Company seals**

- 35.**—(1) Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this article, an authorised person is—
- (a) any director of the company;
- (b) the company secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

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

**36.** 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.

### **Provision for employees on cessation of business**

**37.** The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **Indemnity**

**38.**—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

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

(2) This article does not authorise any indemnity which would be prohibited or rendered void by

any provision of the Companies Acts or by any other provision of law.

(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.

### **Insurance**

**39.**—(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.



(2) In this article—

(a) a “relevant director” means any director or former director of the company or an associated company,

(b) 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 association, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.