



ICCE

*International Council for
Coaching Excellence*

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

INTERNATIONAL COUNCIL FOR COACHING EXCELLENCE

Approved by the ICCE General Assembly in Lisbon, Portugal on 19 November 2021

ARTICLES FOR PRIVATE COMPANIES LIMITED BY GUARANTEE

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PART 1

INTERPRETATION OBJECTS, POWER AND LIMITATION OF LIABILITY

1 Preliminary and defined terms

- 1.1 These Articles of Association set out the management and administrative structure of the Company in order to regulate (amongst other things) how members join and leave the Company, how meetings are conducted, the voting and other rights of members and provisions relating to the officers of the Company
- 1.2 These Articles of Association are intended to be consistent with the Promise. In the event of any inconsistency between these Articles and the Promise, these Articles shall prevail
- 1.3 The regulations in the Companies (Model Articles) Regulations 2008 as in force at the date of incorporation of the Company (or subsequently) shall not apply to the Company
- 1.4 In these Articles of Association, unless the context requires otherwise:

AB Members means the members of the Administrative Board,

Administrative Board means the board constituted under Article 6, which is the board of directors of the Company,

Articles means the Company's articles of association,

Blended Profession refers to the specific composition of the coaching workforce internationally, comprising a mix of volunteer, part-time paid and full-time paid coaches and which will vary according to sport, nation and context,

Board means the general board of persons constituted under Article 7,

Board Member means a member of the Board,

Category A Member means a national body with responsibility for the development of sport coaches that is formally recognised by the Government and/or the National Olympic/Paralympic Committee of that nation provided that only one national body per country may comprise a Category A Member at any time or an International Federation or any other organisation or body as shall be determined in accordance with the Membership Policy,

Category B Member means a Coaches Association or a Higher Educational Institution or an Educational Institution or a national or international organisation,

Category C Member means an Individual Member,

Category D Member means an Honorary Member,

Chairman has the meaning given in Article 5,

Chairman of the Meeting has the meaning given in Article 33,

Coaches Association means an organisation operating at the national level and/or international level representing interests of coaches and including an organisation performing functions on behalf of coaches and recognised by the appropriate national or international bodies,

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,

Company means International Council for Coaching Excellence,

Educational Institution means an organisation which is involved in the education and development of coaches at non-University level and which is recognised as such by the relevant Government and/or federation at the national and/or international level,

Electronic Form has the meaning given in section 1168 of the Companies Act 2006,

General Assembly means the Members of the Company acting at a general meeting of Members in accordance with these Articles of Association or as otherwise permitted by the Companies Acts,

Global Coach Conference means the biannual conference organised by the Company,

Higher Educational Institution means an organisation which is involved in the education and development of coaches at University level and which is recognised as such by the relevant Government and/or federation at the national and/or international level,

Honorary Member means an Individual Member who has been admitted with honorary status in accordance with the Membership Policy,

Individual Member means a person or organisation who has a bona fide involvement in the development of coaching and/or coach education as coaches, coach developers, policy makers, managers, researchers, academics or other related activities,

International Federation means an international federation involved in the development of coaching and/or coach education within the sport(s) for which they have official jurisdiction,

Member has the meaning given in section 112 of the Companies Act 2006,

Membership Policy has the meaning given to it in paragraph 26(1) of Article 26,

Ordinary Resolution has the meaning given in section 282 of the Companies Act 2006,

Participate, in relation to a Board meeting, has the meaning given in Article 13,

Past President means the person who held the office of President immediately prior to the current President,

President means the person designated by the Company to hold the office of president of the Company,

Promise means the Company's "Promise" document as adopted from time to time,

Relevant AB Member, for the purposes of Articles 42 and 43, means any AB Member or former AB Member of the Company

Relevant Person means an AB Member, a Board Member or a member of the Management Committee,

Secretary General means the person appointed by the Company to be responsible for the overall management, finance and day to day operations of the Company,

Special Resolution has the meaning given in section 283 of the Companies Act 2006,

Vice President means any person designated by the Company to hold the office of vice president of the Company (of which there shall be between two and five such persons), 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

2 Residual Assets, Objects, Powers, Not for Profit and Liability of Members

(1) If

- (a) the Company is wound up under the Insolvency Act 1986, and
- (b) all its liabilities have been satisfied,

any residual assets shall be given or transferred to a body that meets the criteria in Paragraph 2(2) of this Article 2 below

(2) For the purposes of this Article 2, any of the following bodies are specified as a potential recipient of the Company's assets under Paragraph 2(1) of this Article 2

- (a) any body which has similar objects to the Company, or
- (b) any body which promotes a charity registered in the UK or any non-UK equivalent charitable body

(3) Not for profit

The Company is not established or conducted for private gain any surplus or assets are used principally for the benefit of the promotion of the objects set out in Paragraph 2(4) of this Article 2

(4) Objects

- (a) The objects of the Company are to carry on activities on a cooperative basis which benefit the global community of sports coaching, to promote the development of sports coaching as a Blended Profession across the globe and all ancillary activities related to sports coaching and in particular (without limitation) to
 - (I) Create a network for engagement and exchange of knowledge among organisations and practitioners involved in the development of coaches and coaching systems,
 - (II) Undertake research, development innovation and dissemination in sport coaching, coach development and coaching system development,
 - (III) Provide educational opportunities for coaches, coach educators and coaching system developers that are complementary to existing programmes at national and international level,
 - (IV) Provide specialist advice and consultancy services in coaching and coach development,

- (V) Provide systems of quality assurance and endorsement for sport coaching and coach development at national and international levels,
 - (VI) Communicate with and engage the community of sport coaches around the globe, and
 - (VII) Promote the ethical conduct of sport at all levels
- (5) Powers
- To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds
- (6) 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

MEMBERS OF THE ADMINISTRATIVE BOARD

AB MEMBERS' POWERS AND RESPONSIBILITIES

3 AB Members' general authority

Subject to the Articles, the AB Members are responsible for the overall management of the Company's business, for which purpose they may exercise all powers of the Company

4 Members' reserve power

- (1) The Members may, by Special Resolution, direct the AB Members to take, or refrain from taking, specified action
- (2) No such Special Resolution invalidates anything which the AB Members have done before the passing of the resolution

5 AB Members may delegate

- (1) Subject to the Articles, the AB Members 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 AB Members so specify, any such delegation may authorise further delegation of the AB Members' powers by any person to whom they are delegated
- (3) The AB Members may revoke any delegation in whole or part, or alter its terms and conditions

GOVERNING BODIES

6 Administrative Board

- (1) The Administrative Board is the board of directors of the Company and the AB Members are to be the only statutory directors of the Company. The Administrative Board is separate from the Board.
- (2) The Board shall appoint up to three persons to the Administrative Board.
- (3) The President must be one of the members of, and shall act as the chairman of, the Administrative Board
- (4) Members of the Administrative Board shall act as the representatives of the Company for the purposes of executing agreements and documents (whether legally binding or otherwise) to which the Company is a party.
- (5) The members of the Administrative Board shall have the same responsibilities to the Company in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Administrative Board that a duly appointed director of the Company would have under the laws of England and Wales
- (6) The Administrative Board shall meet on an ad hoc basis
- (7) The Administrative Board is subject to the provisions of Articles 11 to 20 inclusive and Articles 24 and 25, to the extent such Articles are expressed to apply to the Administrative Board and/or AB Members
- (8) No person (including any Board Member) shall execute any document on behalf of the Company (whether legally binding or otherwise) unless they do so in accordance with the signing protocols of the Company and they are either (a) a member of the Administrative Board or (b) authorised to do so in Writing and in advance by the Administrative Board
- (9) The Company may pay any reasonable expenses which the members of the Administrative Board properly incur in connection with their attendance at:
 - (a) meetings of the committee, or
 - (b) general meetings,or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Administrative Board
- (9) A person ceases to be an AB Member as soon as:
 - (c) 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,
 - (d) the term of appointment of that AB Member expires, or

- (e) notification is received by the Company from the AB Member that the AB Member is resigning from office, and such resignation has taken effect in accordance with its terms (in which event the place of the resigned AB Member shall remain vacant until the next election of AB Members by the Board)

7 The Board

- (1) The Board is a general body of persons, representing the management of the Company and the Members but is not a board of directors under English law
- (2) The Board has the rights and powers which are attributed to it under these Articles and as may be granted to it in writing by the Members and/or the Administrative Board, in each case provided that this complies with English law
- (3) Subject to the Articles, the Board Members may delegate any of the powers which are conferred on them
 - (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
- (4) The Board is subject to the provisions of Articles 11 to 25 inclusive, to the extent such Articles are expressed to apply to the Board and/or Board Members

8 Committees

- (1) Committees to which the AB Members and/or the Board Members 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 the Administrative Board or the Board, as the case may be
- (2) The Administrative Board and/or the Board as the case may be 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
- (3) The terms of reference of each committee shall be as approved by the Administrative Board and/or the Board as the case may be, subject only to the provisions of these Articles
- (4) The composition of each committee shall be as approved by the Administrative Board and/or the Board as the case may be, subject only to the provisions of these Articles

9 Management Committee

- (1) The Board shall appoint up to five persons (who may or may not be Board Members or Administrative Board Members) to the Management Committee
- (2) The President must be one of the members of, and shall act as the chairman of, the Management Committee

- (3) The Management Committee is responsible for making the day to day operational decisions of the Company and will have the overall executive management responsibility of the Company (other than as specified in the Articles) and the Board and the Administrative Board delegate such of their rights and powers to the Management Committee as is strictly necessary for this purpose
- (4) The Management Committee shall meet on a quarterly basis
- (5) The Management Committee is subject to the provisions of Articles 8 and 9
- (6) The Company may pay any reasonable expenses which the members of the Management Committee properly incur in connection with their attendance at
 - (a) meetings of the committee, or
 - (b) General Assembly,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Management Committee

10 Inspection Committee

- (1) The General Assembly shall appoint three persons (who may not be Board Members) to the Inspection Committee. Each of the three persons appointed by the General Assembly must either be a Member or a Member's Representative (as defined in Article 30 below)
- (2) Each member of the Inspection Committee shall serve a four year term of office
- (3) The Inspection Committee shall be responsible for reviewing the operations and affairs of the Company, including the financial operations of the Company, and shall report any errors, omissions or deficiencies in such operations and affairs to the General Assembly
- (4) The Inspection Committee shall meet on an annual basis
- (5) The Inspection Committee is subject to the provisions of Articles 8 and 10
- (6) The chairman of the Inspection Committee shall have the right to attend any meeting of the Board as an observer in accordance with Article 13(4)

DECISION-MAKING BY AB MEMBERS AND BOARD MEMBERS

11 Decisions

- (1) A decision of the AB Members and/or the Board Members may either be by majority or unanimous
- (2) A decision of the AB Members and/or the Board Members is unanimous when all eligible persons indicate to each other by any means that they share a common view on a matter
- (3) Such a decision in Paragraph 11(2) of the Articles may take the form of a resolution in Writing, copies of which have been signed by each eligible persons or to which each eligible person has otherwise indicated agreement in Writing
- (4) References in this article to eligible persons are to persons who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Administrative Board or of the Board, as the case may be

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

12 Calling a meeting of the Administrative Board or the Board

- (1) Any two (2) AB Members may jointly call an Administrative Board meeting by giving notice of the meeting to the AB Members
- (2) Any two (2) Board Members may jointly call a Board meeting by giving notice of the meeting to the Board Members
- (3) Notice of any Administrative Board or Board meeting must indicate
 - (a) its proposed date and time,
 - (b) where it is to take place, and
 - (c) if it is anticipated that persons 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
- (4) Notice of an Administrative Board or Board meeting must be in Writing and must be given to each Board Member at least seven days prior to the date of the meeting

13 Participation in an Administrative Board or Board meeting

- (1) Subject to the Articles, persons participate in a meeting of the Administrative Board or of the Board, or part of such a 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 a person is participating in a meeting of the Administrative Board or of the Board, it is irrelevant where any person is or how they communicate with each other
- (3) If all the persons participating in a meeting of the Administrative Board or of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is. A meeting of the Administrative Board or of the Board may be held by electronic means such as telephone conference call or audio visual platforms, provided the condition in Paragraph 1(b) of Article 13 is satisfied
- (4) The Chairman of the Board may permit other persons to attend a Board meeting as an observer (and must permit the chairman of the Inspection Committee to attend any such meeting). Such an observer shall not be entitled to vote at any such Board meeting but may speak at such meeting if permitted by the Chairman of the Board.

14 Quorum for meetings of the Administrative Board or of the Board

- (1) At a meeting of the Administrative Board or of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- (2) The quorum for a meeting of the Administrative Board is such number as is equal to 50% of the number of AB Members (rounded up) plus one

- (3) The quorum for a meeting of the Board is such number as is equal to 50% of the number of Board Members (rounded up) plus one
- (4) If the total number of AB Members, in the case of a meeting of the Administrative Board, or Board Members, in the case of a meeting of the Board, for the time being is less than the quorum required, the members of the relevant body must not take any decision other than a decision to call a General Assembly so as to enable the members to appoint further members of that body

15 Chairing of meetings

- (1) The President shall chair each meeting of the Administrative Board and each meeting of the Board
- (2) The person so appointed for the time being is known as the Chairman
- (3) If the Chairman is not participating in a meeting of the Administrative Board or the Board at the time at which it was to start, any Vice-President who is present will chair, or if no Vice President is able or willing to chair the meeting, any member of the relevant body may chair the meeting

16 Casting vote

- (1) If the numbers of votes for and against a proposal are equal, the Chairman or other person chairing the meeting in accordance with these Articles has a casting vote
- (2) But this does not apply if, in accordance with the Articles, the Chairman or other such person is not to be counted as participating in the decision-making process for quorum or voting purposes

17 Mandatory decisions of the Board

- (1) At each meeting of the Board in respect of each financial year of the Company, the Board will consider the following matters, in addition to any other relevant matters:
 - (a) the financial accounts of the Company for the previous financial year; and
 - (b) the financial report of the Treasurer.

18 Conflicts of interest

- (1) Any conflict of interest of an AB Member shall be dealt with in compliance with the Companies Acts
- (2) If a proposed decision of the AB Members or the Board Members is concerned with an actual or proposed transaction or arrangement with the Company in which a member of such body is interested, that member is not to be counted as participating in the decision-making process for quorum or voting purposes
- (3) 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 AB Members or the Board Members as the case may be 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

19 Records of decisions to be kept

The AB Members and the Board Members 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 relevant body

20 Discretion to make further rules

Subject to the Articles, the AB Members and the Board Members 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 such body

APPOINTMENT OF BOARD MEMBERS

21 Methods of appointing Board Members

- (1) Any person who is willing to act as an Board Member, has been nominated in Writing by a Category A Member (or a Category B Member, where there is no Category A Member from the relevant country) at least 30 days prior to a General Assembly and who is permitted by law to do so, may be appointed to be an Board Member by Ordinary Resolution of the General Assembly
- (2) The number of Board Members of the Company at any time shall not exceed sixteen (16) and shall as far as reasonably practicable include each of the following:
 - (a) The President of the Company
 - (b) The most recent Past President of the Company (for a maximum period of four years following termination of their Presidency)
 - (c) Up to six (6) Vice Presidents representing areas of activities or geographical regions as determined by the Board
 - (d) up to eight (8) other Board Members (as determined by the General Assembly)
 - (e) The Secretary General of the Company

Other than in respect of the Board Members specified at (a) and (e), the Board shall determine the roles and titles of each Board Member.

- (3) Term of Board Members
 - (a) Each Board Member who has served a term of four (4) years shall retire from office at the General Assembly following the fourth anniversary of that Board Member's appointment
 - (b) Any Board Member retiring under Article 21(3)(a) may be considered for re-election at any subsequent General Assembly, including the General Assembly at which such retirement took place

22 Termination of Board Member's appointment

A person ceases to be a Board Member as soon as

- (1) the term of appointment of that Board Member expires, or
- (2) notification is received by the Company from the Board Member that the Board Member is resigning from office, and such resignation has taken effect in accordance

with its terms (in which event the place of the resigned Board Member shall remain vacant until the next election of Board Members by the Members of the Company)

23 Board Members' resignation

- (1) A Board Member is required to resign within 14 days of the date on which their nominating Member, where such Member is an organisation, gives written notice to the Company that such person is no longer a representative of that Member

24 Remuneration

- (1) Relevant Persons may undertake any services for the Company that the Board Members decide
- (2) Relevant Persons are entitled to such remuneration as the Board Members determine
 - (a) for their services to the Company as AB Members or Board Members or members of the Management Committee and/or Board, and
 - (b) for any other service which they undertake for the Company
- (3) Subject to the Articles, a Relevant Person'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 Relevant Person
- (4) Unless the Board Members decide otherwise, a Relevant Person's remuneration accrues from day to day

25 Expenses

The Company may pay any reasonable expenses which the AB Members and/or the Board Members properly incur in connection with their attendance at

- (a) meetings of AB Members, Board Members or committees,
- (b) General Assembly, 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

26 Applications for Membership and Membership Policy

- (1) The Board shall ensure that at all times there is a published written policy (**Membership Policy**) of the Company setting out its procedures for accepting applications for Membership and for the selection, appointment, termination and conduct of Members. [The Board shall determine, in its absolute discretion, whether to implement any changes to the Membership Policy]

- (2) No individual person or organisation shall become a Member of the Company unless:
 - (a) that individual person or organisation has completed an application for membership in a form approved by the Board Members, and
 - (b) the application has been approved in accordance with the Membership Policy

ORGANISATION OF GENERAL ASSEMBLY

27 Frequency of General Assembly

- (1) A General Assembly will be convened at least once in any consecutive period of two (2) calendar years following the previous General Assembly (such General Assembly being the Biennial General Assembly)
- (2) Wherever possible a General Assembly will be convened during the Global Coach Conference

28 Notice

Written invitations to General Assembly will be sent to Members at least fourteen (14) days prior to the meeting

29 Attendance and speaking at General Assembly

- (1) A person is able to exercise the right to speak at a General Assembly when that person, being a Member or a person invited to attend and speak at the meeting by the Chairman of the Meeting, 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 Assembly 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 AB Members and the Board Members may make whatever arrangements they consider appropriate to enable those attending a General Assembly to exercise their rights to speak or vote at it
- (4) In determining attendance at a General Assembly, all Members attending it must be in the same place as each other, however, the Administrative Board may, in extraordinary circumstances, approve and require the Members to conduct a General Assembly using any remote online technology as it sees fit

30 Attendance and speaking by Member's Representative

Each Member which is not an individual person may authorise in Writing one individual person to act as its representative (a "**Member's Representative**") at any Members' meeting, in the manner provided in section 323 of the Companies Act 2006 (and section 323 of the Companies Act 2006 shall apply to any Member as though such Member were a corporation). Such Member's Representative shall be entitled to exercise the same powers on behalf of the Member who appointed them as that Member could exercise if it were an Individual Member and such Member shall for the purposes of these Articles be deemed to be

present in person at any such meeting if a duly appointed Member's Representative is present at such meeting in person

31 Quorum for General Assembly

- (1) No business other than the appointment of the Chairman of the Meeting is to be transacted at a General Assembly if the persons attending it do not constitute a quorum
- (2) A quorum shall be whichever of the following is present at a General Assembly
 - (a) 25% of Members entitled to vote on the business to be transacted, or
 - (b) 50% of the total number of votes of Members represented at any General Assembly (represented in person if an individual Member or by a Member's Representative where that Member is not an individual)

32 Adjournment

- (1) If the persons attending a General Assembly 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 Assembly 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 Assembly if directed to do so by the meeting
- (4) When adjourning a General Assembly, 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 Board Members, 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 Assembly 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 Assembly which was not included in the original notice of meeting, unless the Board approves otherwise

33 Chairing General Assembly

- (1) If the Board Members have appointed a Chairman, the Chairman shall chair a General Assembly if present and willing to do so

- (2) The person chairing a meeting in accordance with this article is referred to as “the Chairman of the Meeting”

34 General Assembly

- (1) The provisions of the Companies Act shall apply to each General Assembly.
- (2) At each Biennial General Assembly, the Members will consider and vote upon the following matters, in addition to any other relevant matters:
 - (a) the reports from the Board since the last General Assembly (if any);
 - (b) the financial reports of the Treasurer since the last General Assembly (if any); and
 - (c) the reports of the Inspection Committee since the last General Assembly (if any)

VOTING AT GENERAL ASSEMBLY

35 Voting: general

- (1) Subject to the provisions of Article 39, only matters specified in the notice of the meeting for Members can be voted on by Members at that meeting
- (2) Unless stated to the contrary in the Companies Act 2006 and subject also to Article 35(3), any resolution to be determined by the Members is to be passed by a simple majority of the total voting rights of the Members who are both eligible to vote on the resolution and are present at the meeting
- (3) Where the Companies Act 2006 requires a Special Resolution of the Members, the Special Resolution must be passed by a majority of the Members representing at least 75% of the total voting rights of the Members who are eligible to vote on the resolution and are present at the meeting
- (4) A resolution put to the vote of a General Assembly must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles
- (5) At any General Assembly each Member shall have the number of votes ascribed to that Member's classification as set out below
 - (a) Each Category A Member shall have ten (10) votes,
 - (b) Each Category B Member shall have three (3) votes,
 - (c) Each Category C Member shall have one (1) vote, and
 - (d) Each Category D Member shall have no (0) votes
- (6) At any General Assembly only Members present in person and entitled to vote at the General Assembly or a Member's Representative who is present in person and entitled to vote at the General Assembly may vote either on a show of hands or by way of poll duly demanded in accordance with the Articles

36 Errors and disputes

- (1) No objection may be raised to the qualification of any person voting at a General Assembly 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

37 Poll votes

- (1) A poll on a resolution may be demanded
 - (a) in advance of the General Assembly where it is to be put to the vote, or
 - (b) at a General Assembly, 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 AB Members,
 - (c) the Board Members,
 - (d) two or more persons having the right to vote on the resolution, or
 - (e) 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) Polls must be taken immediately and in such manner as the Chairman of the Meeting directs

38 No proxies

- (1) Proxies shall not be appointed by notice in Writing or otherwise in relation to any General Assembly
- (2) No proxy is entitled to vote at a General Assembly

39 Amendments to resolutions

- (1) An Ordinary Resolution to be proposed at a General Assembly 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 Assembly 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 Assembly may be amended by Ordinary Resolution, if
 - (a) the Chairman of the Meeting proposes the amendment at the General Assembly 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

40 Means of communication to be used

- (1) Subject to the Articles, anything sent or supplied by or to the Company in Writing 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 an AB Member or a Board Member in Writing in connection with the taking of decisions by AB Members or Board Members, as the case may be, may also be sent or supplied by the means by which that person has asked to be sent or supplied with such notices or documents for the time being
- (3) An AB Member or a Board Member may agree with the Company that notices or documents sent to that person in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

41 Right to inspect accounts and other records

Each Member shall be entitled to receive the final year end accounts of the Company as approved by the Administrative Board and, to the extent otherwise provided by law or authorised by the Administrative Board or an Ordinary Resolution of the Company, such other of the Company's accounting or other records or documents

AB MEMBERS' INDEMNITY AND INSURANCE

42 Indemnity

- (1) Subject to paragraph (2), a Relevant AB Member of the Company may be indemnified out of the Company's assets against
 - (a) any liability incurred by that AB Member in connection with any negligence, default, breach of duty or breach of trust in relation to the Company,
 - (b) any liability incurred by that AB Member in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and
 - (c) any other liability incurred by that AB Member as an officer of the Company
- (2) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

43 Insurance

- (1) The AB Members may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any Relevant AB Member in respect of any Relevant Loss

- (2) In this Article, a “Relevant Loss” means any loss or liability which has been or may be incurred by a Relevant AB Member in connection with that AB Member’s duties or powers in relation to the Company or any pension fund of the Company