

Company Number: 2835454

**THE COMPANIES ACT 2006**


**SPECIAL RESOLUTION**

**BRITISH SOCIETY OF HEARING AID AUDIOLOGISTS LIMITED**

At the Annual General Meeting of the above-named Company, held at The Holiday Inn Manchester Airport, Altrincham Road, Stockport, Cheshire, SK9 4LR on 7 November 2009 the following Resolutions were duly passed

**SPECIAL RESOLUTIONS**

1. That the Memorandum of Association of the Company be amended to the form of Memorandum of Association attached to this resolution and initialled by the Chairman and presented to the meeting .
2. That the existing Articles of Association in their entirety be removed and substituted for the new Articles of Association attached to this resolution and initialled by the Chairman and presented to the meeting be adopted as the Articles of Association of the Company



.....  
Director/Chairman

For and on behalf British Society of Hearing Aid Audiologists Limited

Date: 7 November 2009

WEDNESDAY



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**BRITISH SOCIETY OF HEARING AID AUDIOLOGISTS  
LIMITED**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

As amended by Special Resolution on 7 November 2009

1 The name of the Company hereinafter called "the Society" is  
"British Society of Hearing Aid Audiologists Ltd"

2 The Registered Office of the Society is situated in England


We the persons whose names are subscribed are desirous of being formed  
into a Company in pursuance of this Memorandum of Association.

Names of the Original Subscribers  
Desmond Walter Kingsley Greener  
Maureen Lundy  
Alfred John Douglas  
Alexander Aird Campbell  
Albert Bryan Day

Witness to the above signatures  
Alan Crego-Bourne

Dated 25 May 1993

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# **BRITISH SOCIETY OF HEARING AID AUDIOLOGISTS LIMITED**

## **PRIVATE COMPANY LIMITED BY GUARANTEE**

### **ARTICLES OF ASSOCIATION**

To be adopted by Special Resolution on 7 November 2009

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## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

#### **1 Defined terms**

In the articles, unless the context requires otherwise:

“articles” means the Society’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 36;

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

“the Council” means the board of directors of the Society;

“director” means a director of the Society, 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 meeting of the Council, has the meaning given in article 10;

“proxy notice” has the meaning given in article 42;

“Society” shall mean the British Society of Hearing Aid Audiologists Ltd

“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 Society.

## **2 Liability of members**

- (a) The liability of each member is limited to £2, being the amount that each member undertakes to contribute to the assets of the Society in the event of its being wound up while a member or within one year after ceasing to be a member, for:
  - (i) payment of the Society’s debts and liabilities contracted before ceasing to be a member.
  - (ii) payment of the costs, charges and expenses of winding up, and
  - (iii) adjustment of the rights of the contributories among themselves.
- (b) No portion of the Society’s profits or income shall be distributed to its members by way of dividend, bonus or other wise by way of profit, provided that nothing shall prevent payment in good faith of remuneration or expenses in return for services actually rendered or liabilities incurred.
- (c) If upon winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be distributed among the members of the Society but shall be given or transferred to some other institution or institutions having aims similar to those of the Society provided such other institution also has conditions at least the same as those in article 2 (b).

## **PART 2 DIRECTORS**

### **DIRECTORS’ POWERS AND RESPONSIBILITIES**

## **3 Directors’ general authority**

- (a) Subject to the articles, the directors are responsible for the management of the Society’s business, for which purpose they may exercise all the powers of the Society.
- (b) Unless otherwise determined in general meeting the number of directors of the Council shall not be less than five or more than twenty.
- (c) No person other than a Qualified member or an Associate member or other category as Council may decide of the Society shall be eligible to hold office as a director.

- (d) The number of non Qualified members of the Society who are directors of the Council shall not be more than three or not more than 25% of the directors of the Council whichever is the lesser.
- (e) The Council shall at their first meeting after each Annual General Meeting elect a President, Vice President and Treasurer for the ensuing year. The election for President shall be by secret ballot with the result of the ballot being declared by the Secretary or in the absence of the Secretary by a Director nominated prior to the ballot.
- (f) The Office of President shall be held for a maximum period of two consecutive years. The President automatically retiring under this Article shall not be eligible for re-election to the office of President until the expiry of the period of twelve months from the date of retirement as President.
- (g) Directors of the Society shall not be allowed to use their connection with the Society as an official for advertising or trade purposes to the extent that such use is within their control.

#### **4 Members' reserve power**

- (a) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action provided that such direction is in good faith.
- (b) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

#### **5 Directors may delegate**

- (a) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
  - (i) to such person or committee;
  - (ii) by such means (including by power of attorney);
  - (iii) to such an extent;
  - (iv) in relation to such matters; and
  - (v) on such terms and conditions,as they think fit.
- (b) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (c) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

#### **6 Committees**

- (a) 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.
- (b) 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

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

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

### **8 Unanimous decisions**

- (a) 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.
- (b) 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.
- (c) 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 Council meeting.
- (d) 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.

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

- (a) Council shall meet together for the dispatch of business at least four times per year and shall regulate their meetings as they think fit.
- (b) 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.
- (c) Notice of any directors' meeting must indicate:
  - (i) its proposed date and time;
  - (ii) where it is to take place; and
  - (iii) 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.
- (d) Notice of a directors' meeting must be given to each director but need not be in writing.

### **10 Participation in Council meetings**

- (a) Subject to the articles, directors participate in Council meeting, or part of a Council meeting, when:
  - (i) the meeting has been called and takes place in accordance with the articles, and
  - (ii) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (b) In determining whether directors are participating in a Council meeting, it is irrelevant where any director is or how they communicate with each other.



- (c) 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.

#### **11 Quorum for Council meetings**

- (a) At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (b) The quorum for a Council meeting may be fixed from time to time by the directors, but it must never be less than three and unless otherwise fixed it is three.
- (c) 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:
  - (i) to appoint further directors, or
  - (ii) to call a general meeting so as to enable the members to appoint further directors.

#### **12 Chairing of Directors' meetings**

- (a) The President shall chair directors' meetings; in the absence of the President the Vice President shall chair these meetings. If neither the President nor the Vice President is at the meeting the directors shall decide amongst their number who shall Chair the meeting.
- (b) The person so appointed for the time being is known as the chairman.
- (c) 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.

#### **13 Casting vote**

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

#### **14 Conflicts of interest**

- (a) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Society 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.
- (b) But if paragraph (c) applies, a director who is interested in an actual or proposed transaction or arrangement with the Society is to be counted as participating in the decision-making process for quorum and voting purposes.
- (c) This paragraph applies when:
  - (i) the Society 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;
  - (ii) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

- (iii) the director's conflict of interest arises from a permitted cause.
- (d) For the purposes of this article, the following is a permitted cause:
- a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Society or any of its subsidiaries.
- (e) For the purposes of this article, references to proposed decisions and decision-making processes include any Council meeting or part of a Council meeting.
- (f) Subject to paragraph (g), 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.
- (g) 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.

**15 Records of decisions to be kept**

The directors must ensure that the Society 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.

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

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

**NUMBER OF DIRECTORS AND RETIREMENT BY ROTATION**

**17 Number of Directors**

The minimum number of directors shall be not less than five or more than twenty. The Council may act notwithstanding that there are less than two directors; provided that the number is reduced to less than five the Council may act for the purposes of filling any vacancies or of summoning a general meeting but not for any other business purpose.

**18 Retirement by Rotation**

- (a) At the Annual General Meeting one third of the directors of the Council at that time, or if their number is not three or a multiple of three then the number nearest one third shall retire from office. If directors become directors of Council on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. A retiring director shall retain his office until the conclusion of the General Meeting. The director shall be eligible for re-election and if willing to be re-elected shall, not less than thirty days before the meeting at which the director retires give the Society notice in writing to that effect.
- (b) Notwithstanding the provisions of clause 18 (a) the President or the Vice President shall not be required to retire by rotation during their term as

officers. On termination of their position they shall retire at the following Annual General Meeting.

## **19 Suspension of Directors**

- (a) The Council may if they think fit suspend any director provided that not less than two thirds of the directors are present in person or via telephone conference or via electronic means and that not less than two thirds of the directors present vote in favour of such suspension.
- (b) If the Council suspends any of the directors from acting pursuant to 19 (a) they shall immediately convene a general meeting to be held within 42 days next thereafter for the members to either ratify the removal or re-instate such director.

## **APPOINTMENT OF DIRECTORS**

### **20 Methods of appointing directors**

- (a) No person other than a director of the Council retiring at the general meeting shall be eligible for election to the office of director of the Council at any general meeting unless not less than 42 days before the date of the meeting there has been left at the administrative address or registered address of the Society notice in writing signed by a member of the Society duly qualified to attend and vote at the general meeting of the intention to propose such person for election and also a notice in writing signed by that member of their agreement to be elected. The notice shall contain the name, address and profession of the member nominated and of the nominator.
- (b) With the notice convening every Annual General Meeting a statement shall be sent setting out the names of the retiring directors of the Council and the number of vacancies on Council which must be filled at the meeting.
- (c) If there are no more candidates for election than there are vacancies to be filled the Chairman presiding at the Annual General Meeting shall at that meeting declare the candidates duly elected.
- (d) Any casual vacancy occurring in the Council may be filled by Council. The person so chosen shall retire at the following Annual General Meeting. This director shall be eligible for re-election and if willing to be re-elected shall, not less than thirty days before the meeting at which the director retires give the Society notice in writing to that effect. This director shall retire in addition to the one third retiring pursuant to Article 18

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

A person ceases to be a director as soon as:

- (i) that person ceases for any reason to be a Member of the Society;
- (ii) 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;
- (iii) a bankruptcy order is made against that person;
- (iv) a composition is made with that person's creditors generally in satisfaction of that person's debts;

- (v) 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;
- (vi) a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (vii) notification is received by the Society from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (viii) that director is absent from three consecutive ordinary Council meetings save that the Council may agree to waive this requirement;
- (ix) a resolution is passed pursuant to S 168 of the 2006 Companies Act

## **22 Directors' remuneration**

- (a) Directors may undertake any services for the Society that the directors decide.
- (b) Directors shall not be entitled to remuneration

## **23 Directors' expenses**

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

- (i) meetings of directors or committees of directors,
- (ii) general meetings, or
- (iii) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Society.

# **PART 3 MEMBERSHIP**

## **24 Applications for membership**

- (a) No person shall become a member of the Society unless:
  - (i) that person has completed an application for membership in a form approved by Council, and
  - (ii) that person has paid the current rate of subscription and
  - (iii) Council have approved the application. In the event that the application is not approved the applicant shall be advised accordingly and no reason shall be given.
- (b) Council may from time to time admit as a member an Honorary Member who in the opinion of Council has attained sufficient distinction in hearing aid audiology. An Honorary member shall not be required to pay any subscription and is not eligible to hold office as a director or vote.

## **25 Classes of Membership Status**

Council shall have the power to provide for the division of members into different classes and for the suffixes which the members of any particular class shall be entitled to use. Rules and any conditions required to be satisfied by every applicant for election to membership may be made by Council with references to the rights, privileges, restrictions and conditions attaching to membership of all classes of membership. Any regulations made by the Council under this Article may from time to time be added to altered or rescinded by Council as the Council think fit.

## **26 Use of membership Suffix**

A member may advertise the connection with the Society by using the suffix to which the members is entitled under regulations for the time being in force. The member shall cease use of the suffix immediately ceasing to be a member of the Society. The member shall not advertise his connection with the Society with any place of business unless the member personally practices at that place.

## **27 Certificates of Membership**

- (a) Members may be entitled to receive a certificate of membership in accordance with the regulations as determined by Council.
- (b) Every certificate of membership shall be the property of the Society and not of the holder named thereon. The holder of the certificate either on ceasing to be a member or on demand by the Council shall forthwith return the certificate to the Secretary. On death of a member the personal representatives shall forthwith return the certificate to the Secretary.

## **28 Subscription of Members**

- (a) The amount of the annual subscription for members shall from time to time be determined by Council, it need not be uniform. Every member shall be bound by any resolution of Council fixing the rate of annual subscription notwithstanding that the annual subscription appropriate in each case may vary with annual subscriptions payable by other members of the same or different category.
- (b) Annual subscriptions shall be payable in advance on 1 September in each year. A member admitted to membership during the last six months of any year ending on 31 August shall pay one half of the current annual subscription to cover the period of election until the next 31 August.
- (c) If any subscription of any member shall be one month in arrears notice in writing may be given to the member requiring payment of such subscription within 14 days and if on expiry of the 14 days from the service of such notice payment has not been received the Council may resolve to remove the member from the register of members and the member shall cease forthwith to be a member without prejudice to pay any other amount due to the Society at the date of such exclusion

## **29 Termination of membership**

- (a) A member may withdraw from membership of the Society at any time on giving notice in writing to the Society by post to the administrative office or via e-mail

- (b) Membership is not transferable.
- (c) Membership shall terminate on the death of the member.
- (d) Membership shall terminate automatically upon the Council serving notice to that effect if the members shall become bankrupt or have a receiving order made against the member or make any arrangement with creditors or become of unsound mind.

### **30 Effect of ceasing to be a member**

Upon removal of a member from the register of members pursuant to Article 28(c), on termination of membership pursuant to Article 29 or on suspension or exclusion of membership pursuant to Article 32 the member:

- (i) shall return the certificate of membership in accordance with article 27
- (ii) shall cease use of the designatory suffix of the Society.
- (iii) shall cease to advertise his connection with the Society.
- (iv) shall be removed from the Society's website
- (v) shall remove all references to BSHAA which shall include but not exclusively letterheads and stationery and on the member's website.

### **31 Re-instatement of Member**

Members who have been either removed from the register of members pursuant to Article 28(c) or terminated membership pursuant to Article 29 or suspended or excluded from membership under Article 32 may apply for re-instatement subject to payment of the annual rate of subscription and the current administration fee. Application for re-instatement shall be subject to approval by Council. No reason shall be given by Council in the event that the request is not approved.

### **32 Suspension and Exclusion of Members**

- (a) A member who is guilty of conduct which in the opinion of the Council is in breach of the Society's Codes of Practice in force at that time or which in the opinion of the Council otherwise renders the member unfit to be allowed to remain a member may be excluded from membership or suspended from membership during such time as the Council think fit and subject to such terms if any that the Council decide.
- (b) Where a member is a Director of a company or a Proprietor or Partner in a business that Member shall be deemed to be responsible for such company or business as the case may be complying with the Society's Codes of Practice in force at that time.
- (c) If members represent to the Council that a member has been guilty of a breach of the Society's Codes of Practice in force at that time and therefore of such conduct then the Council shall consider the allegations made against the member and if Council is satisfied that the member has been guilty of such conduct the member:
  - (i) may be excluded or suspended from membership for such time as the Council think fit or

- (ii) may forfeit the current membership status or subject to such conditions if any that the Council decide.
- (d) The Council shall investigate any complaint received pursuant to Articles 32 (a) and/or (c) in accordance with the procedure at the time of the alleged complaint as laid down in its Code of Practice as amended from time to time.
- (e) Effect of exclusion or suspension of membership shall be in accordance with Article 30

## ORGANISATION OF GENERAL MEETINGS

### **33 Requirement to hold an Annual General Meeting**

- (a) The Society shall once in every year on such date as the Council may determine hold a General Meeting as its annual General Meeting and shall specify the same as such in the Notices calling it.
- (b) An Annual General Meeting shall be called by twenty one days notice in writing at the least. All other general meetings shall be called by giving 14 days notice in writing at least.
- (c) Extraordinary or General Meetings shall also be convened on requisition of a member as provided by S303 of the Companies Act. The statutory power of requisitioning a general meeting shall be extended so as to be exercised at any time by forty or more members entitled to vote notwithstanding that they may not represent 5% of total voting rights.

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

- (a) 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.
- (b) A person is able to exercise the right to vote at a general meeting when;
  - (i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (ii) 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.
- (c) 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.
- (d) 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.
- (e) 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.

### **35 Quorum for general meetings**

- (a) 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, other than to adjourn the meeting pursuant to Article 38

- (b) The quorum for any General Meeting shall be twenty members personally present and entitled to vote.

### **36 Chairing general meetings**

- (a) The chairman shall be the President or failing him the Vice President for general meetings if present and willing to act as such
- (b) If the President or the Vice President are not present or are unwilling to chair the meeting within thirty minutes of the time at which a meeting was due to start:
  - (i) the directors present, or
  - (ii) (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.
- (c) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

### **37 Attendance and speaking at General Meetings**

- (a) Directors may attend and speak at general meetings.
- (b) Persons who are not members of the Society may not attend and speak at a general meeting unless they hold a valid proxy for a member.

### **38 Adjournment**

- (a) 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.
- (b) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
  - (i) the meeting consents to an adjournment, or
  - (ii) 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.
- (c) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (d) When adjourning a general meeting, the chairman of the meeting must:
  - (i) 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
  - (ii) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (e) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Society 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):



- (i) to the same persons to whom notice of the Society's general meetings is required to be given, and
  - (ii) containing the same information which such notice is required to contain.
- (f) 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

### **39 Voting: general**

- (a) 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.
- (b) Every member other than Honorary members and members that are not required to pay a subscription shall have one vote.
- (c) Members may instead of voting personally send to the Secretary a proxy form no later than 48 hours prior to the general meeting.
- (d) In the case of an equality of votes either on a show of hands or on a poll the Chairman of the meeting shall be entitled to a further casting vote.

### **40 Errors and disputes**

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

### **41 Poll votes**

- (a) A poll on a resolution may be demanded:
  - (i) in advance of the general meeting where it is to be put to the vote or
  - (ii) 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.
- (b) A poll may be demanded by:
  - (i) the chairman of the meeting;
  - (ii) the directors;
  - (iii) ten or more persons having the right to vote on the resolution; or
  - (iv) 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.
- (c) A demand for a poll may be withdrawn if:
  - (i) the poll has not yet been taken and
  - (ii) the chairman of the meeting consents to the withdrawal.

- (d) Polls must be taken immediately and in such manner as the chairman of the meeting directs.
- (e) No Poll shall be demanded on the election of a Chairman of the meeting or on any adjournment

#### **42 Content of proxy notices**

- (a) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
  - (i) states the name and address of the member appointing the proxy;
  - (ii) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
  - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine and
  - (iv) is delivered to the Society in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (b) The Society may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- (c) 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.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:
  - (i) 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
  - (ii) 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.

#### **43 Delivery of proxy notices**

- (a) 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 Society by or on behalf of that person.
- (b) An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (c) 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.
- (d) 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.

#### **44 Amendments to resolutions**

- (a) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - (i) notice of the proposed amendment is given to the Society 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
  - (ii) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (b) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
  - (i) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - (ii) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (c) 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**

### **SECRETARY AND STAFF**

#### **45 Appointment of Secretary**

- (a) The Council shall appoint a company secretary to hold office during the pleasure of the Council. The company secretary shall be remunerated as determined by Council from time to time. Membership of the Society shall not disqualify a person from being secretary but shall not have any vote on any question affecting the secretary's duties.
- (b) The Council may at their discretion appoint an assistant or deputy secretary

#### **46 Appointment of Staff**

- (a) The Council may appoint at their discretion and under such terms as they think fit staff either on a full time, part time or consultancy basis.
- (b) The Council may pay pensions or gratuities on retirement to employees of the Society or otherwise provide by way of superannuation scheme assurance or otherwise for their superannuation and may also if thought fit provide by way of pension annuity allowance or otherwise for former employees of the Society or dependants or relatives.

## ADMINISTRATION

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

- (a) Subject to the articles, anything sent or supplied by or to the Society 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 Society.
- (b) 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.
- (c) A director may agree with the Society 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.

### **48 Company seals**

- (a) Any common seal may only be used by the authority of the directors.
- (b) The directors may decide by what means and in what form any common seal is to be used.
- (c) Unless otherwise decided by the directors, if the Society 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.
- (d) For the purposes of this article, an authorised person is—
  - (i) any director of the Society;
  - (ii) the company secretary (if any); or
  - (iii) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

## DIRECTORS' INDEMNITY AND INSURANCE

### **49 Indemnity**

- (a) Subject to paragraph (b), a relevant director of the Society or an associated company may be indemnified out of the company's assets against:
  - (i) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Society or an associated company,
  - (ii) any liability incurred by that director in connection with the activities of the Society
  - (iii) any other liability incurred by that director as an officer of the Society or an associated company.
- (b) 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.
- (c) In this article:

- (i) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate and
- (ii) a "relevant director" means any director or former director of the Society or an associated company.

## **50 Insurance**

- (a) The directors may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any relevant director in respect of any relevant loss.
- (b) In this article:
  - (i) a "relevant director" means any director or former director of the Society or an associated company,
  - (ii) 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 Society, any associated company, and
  - (iii) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **ACCOUNTING RECORDS**

### **51 Accounting records**

- (a) The Council shall cause true accounting records to be maintained such that they can give a true and fair view of the state of the affairs of the Society to explain its transactions.
- (b) The books of accounts shall be kept at the administrative office of the Society or at such other place as Council shall think fit and shall always be open for inspection by the directors of Council or inspection of members subject to any reasonable restriction as to the time and manner of such inspection.

### **52 Duty to present accounts before members at a general meeting**

Council shall prepare and present to the members in General Meeting an income and expenditure account for the period since the last preceding financial statements were prepared. The Financial Statements shall be accompanied by reports from Council.

## **NOTICES**

### **53 Service of Notices**

- (a) A notice may be served on a member pursuant to article 47 or by sending it through the post in a prepaid letter using the address of that member recorded in the register of members and shall have deemed to have been served on the day following posting
- (b) A notice may be served on the Society at its registered office or at its administration office