

**THE COMPANIES ACT, 2006**

**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

of

**BAREMA**

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PART 1  
INTERPRETATION, PURPOSES AND LIMITATION OF  
LIABILITY

**1 Defined terms**

- (1) The regulations contained in the Model Articles for Private Companies Limited by Shares set out in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 3229/2008), shall not apply to the Company.
- (2) In the articles, unless the context requires otherwise—
- |                           |   |
|---------------------------|---|
| “articles”                | means the company’s articles of association;  |
| “Association”             | means the above named company;  |
| “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) and any statutory modifications or re-enactment thereof for the time being in force, in so far as they apply to the Association; |
| “Council”                 | means the Council of Management for the time being, having the responsibilities and duties as defined for Meetings of Directors under the Companies Acts  |
| “Council Member”          | means a duly appointed member of the Council of Management, with the responsibilities and duties as defined for a Director under the Companies Acts   |
| “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;
“expert member”	means a person with a minimum of 5 years service as a Member of Council, but who is no longer a representative of a member company
"hard copy form"	has the meaning given in section 1168 of the 2006 Act;
"instrument"	means a document in hard copy form;
“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 council of management 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; to include communication via internet or other electronic means of information dissemination.

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 Purposes of Barema**

The purpose and objects of the Association, Barema, as the Trade Association for suppliers of Anaesthetic, Respiratory and related products (Barema has no particular meaning: the name is not an acronym for anything) :

- (1) To promote co-operation between Registered Companies engaged in the design, manufacture, distribution and servicing of anaesthetic and respiratory equipment, and related products, and generally to further the individual and collective interests of these Companies. Also to promote co-operation between Member Companies and the professional user community and their representative bodies.
- (2) To ensure the continuation of the environment wherein anaesthetic, respiratory and related equipment has a reputation for research, development, quality, safety and reliability.
- (3) To assist Barema members in maintaining these standards and the contribution their products and services provide in improving and enhancing quality of care in anaesthesia, intensive care and respiratory medicine.
- (4) To make Barema benefits available to globally based medical device organisations having similar aims.
- (5) To continually strive to improve patient safety, through active participation in the preparation and promotion of relevant Technical Safety Standards.
- (6) To maintain an ongoing close relationship with the medical profession, through mutual participation in matters leading to enhancement of the knowledge base of all. The consequent improvement of devices and procedures is aimed to continuously enhance patient health and safety. The relationship between the Association and its members with the medical profession must be conducted within the Association's Code of Practice.

## **3 Liability of members**

- (1) The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the association in the event of its being wound up while he is a member or within one year after he ceases to be a member, as a contribution towards-
  - (a) payment of the association'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

### COUNCIL OF MANAGEMENT

#### COUNCIL OF MANAGEMENT'S POWERS AND RESPONSIBILITIES

##### **Council's general authority**

3. Subject to the articles, the members of Council are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the association. The number of members of Council will be proposed by Council, from time to time, and agreed at the Annual General Meeting.

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

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

##### **Members of Council may delegate**

5. (1) Subject to the articles, the members of Council may delegate any of the powers which are conferred on them under these present 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;
  - (e) on such terms and conditions;as they think fit.  
(2) If the members of Council so specify, any such delegation may authorise further delegation of the member of council's powers by any person to whom they are delegated.  
(3) The members of Council may revoke any delegation in whole or part, or alter its terms and conditions.

##### **Committees**

6. (1) Committees to which the members of council 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 members of Council.  
(2) The members of Council 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 MEMBERS OF COUNCIL

### **Members of Council to take decisions collectively**

7. (1) The general rule about decision-making by members of Council is that any decision of the members of Council must be either a majority decision at a meeting or a decision taken in accordance with article 8.
- (2) If—
- (a) the Association only has one member of Council, and
  - (b) no provision of the articles requires it to have more than one member of council,
- the general rule does not apply, and the member of Council may take decisions without regard to any of the provisions of the articles relating to members of Council's decision-making.

### **Unanimous decisions**

8. (1) A decision of the members of Council is taken in accordance with this article when all eligible members of council 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 members of council are to members of Council who would have been entitled to vote on the matter had it been proposed as a resolution at a council meeting.
- (4) A decision may not be taken in accordance with this article if the eligible members of Council would not have formed a quorum at such a meeting.

### **Calling a Council meeting**

9. (1) Any member of Council may call a Council meeting by giving notice of the meeting to the members of Council or by authorising the association secretary to give such notice.
- (2) Notice of any Council meeting must indicate—
- (a) its proposed date and time;
  - (b) where it is to take place; and
  - (c) if it is anticipated that members of Council 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 Council meeting must be given to each member of Council, but need not be in writing.

### **Participation in Council meetings**

10. (1) Subject to the articles, members of Council participate in a Council meeting, or part of a Council 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 members of Council are participating in a Council meeting, it is irrelevant where any member of Council is or how they communicate with each other.
- (3) If all the members of Council 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 Council meetings**

- 11. (1) At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Council meetings may be fixed from time to time by a decision of the members of Council, but it must never be less than 40% of total Council membership,
- (3) If the total number of members of Council for the time being is less than the quorum required, the members of council must not take any decision other than a decision—
  - (a) to appoint further members of Council, or
  - (b) to call a general meeting so as to enable the members to appoint further members of Council.

### **Chairing of Council meetings**

- 12. (1) The members of Council may appoint a member of the Council to Chair their meetings and an alternate member to be Deputy Chairman.
- (2) The persons so appointed for the time being are known as the Chairman and Deputy Chairman.
- (3) If the Chairman, or Deputy Chairman, is not participating in a Council meeting within a reasonable time at which it was due to start, the participating members of Council shall appoint one of themselves to act as Chairman for the meeting.

### **Casting vote**

- 13. (1) If the numbers of votes for and against a proposal are equal, the Chairman or other member of Council chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the Chairman or other member of Council 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 members of Council is concerned with an actual or proposed transaction or arrangement with the association in which a member of Council is interested, that member of Council is

not to be counted as participating in the decision-making process for quorum or voting purposes.

- (2) But if paragraph (3) applies, a member of Council who is interested in an actual or proposed transaction or arrangement with the association is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when—
  - (a) the association by ordinary resolution disapplies the provision of the articles which would otherwise prevent a member of Council from being counted as participating in the decision-making process;
  - (b) the member of Council's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - (c) the member of Council'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 member of Council in respect of an obligation incurred by or on behalf of the association or any of its subsidiaries;
  - (b) subscription, or an agreement to subscribe, for securities of the association 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 members of Council or former employees and members of Council of the association 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 council meeting or part of a Council meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of Council or of a committee of members of council as to the right of a member of council 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 member of Council 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 members of Council 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 members of Council must ensure that the association 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 council of management. The Council shall appoint a Secretary (or Deputy Secretary) to carry out this function.

## **Council Members' discretion to make further rules**

16. Subject to the articles, the members of Council 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 members of Council.

## **APPOINTMENT OF MEMBERS OF COUNCIL**

### **Methods of appointing members of Council**

17. (1) Any member's representative who is willing to act as a member of Council, and is permitted by law to do so, may be elected to be a member of Council
- (a) by ordinary resolution at the AGM, or
  - (b) by a decision of the Council of management.

To be eligible for election as a member of the Council a member shall be representative of a member, or an Expert member. For the purposes of this article a representative of a member shall require to be a person holding or having held a responsible position in the business of such member and directly engaged in the activities defined in Article 21 (1) hereof

Not more than one representative of a member shall be elected to serve as a Member of Council at any one time and for the purposes of this Article inter-related Companies as defined by Article 21 (2) hereof shall be deemed to be one member notwithstanding anything contained to the contrary in Article 21 (3) hereof

The Council may from time to time, and at any time, appoint a representative of any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council. . Any member so appointed shall retain his office only until the next Annual General Meeting, but shall then be eligible for re-election

At any one time, there shall not be more than three Expert members on the Council.

The members of Council elected at the AGM are deemed the Directors of the Association. In the event of an elected Council member being unable to be a Director for good reason, to the satisfaction of the Chairman and Secretary, then she/he will be excluded from the list of Directors.

Elected Council members will hold these posts for three years before offering themselves for re-election at an AGM.

The Council may appoint from within their membership a Deputy Secretary, Membership Secretary, Treasurer, or any other relevant position.

In recognition of exceptional service to the Council and the Association, Council members may propose the appointment of an Honorary President. Such an appointment must be approved by the membership at the first available General Meeting. After five years, the appointment will be reviewed by Council, and continuation can be agreed without further reference to the total membership.

- (2) In any case where, as a result of death, the association has no members and no member of council, the personal representatives of the last

member to have died have the right, by notice in writing, to appoint a person to be a member of council.

- (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 member of Council's appointment**

- 18.** A person ceases to be a member of Council as soon as—
- (a) that person ceases to be a member of Council 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 association 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) by reason of that person's mental health, 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;
  - (f) notification is received by the association from the member of council that the member of council is resigning from office, and such resignation has taken effect in accordance with its terms.

### **Member of Council's remuneration**

- 19.** (1) Members of Council may undertake any services for the association that the members of Council decide.
- (2) Members of Council are entitled to such remuneration as the members of Council determine—
- (a) for their services to the Association as members of Council and
  - (b) for any other service which they undertake for the Association.
- (3) Subject to the articles, a member of council'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 members of Council decide otherwise, members of Council's remuneration accrues from day to day.
- (5) Unless the members of Council decide otherwise, members of Council are not accountable to the association for any remuneration which they receive as members of Council or other officers or employees of the association's subsidiaries or of any other body corporate in which the Association is interested.

## **Member of Council's expenses**

- 20.** The Association may pay any reasonable expenses which the members of Council properly incur in connection with their attendance at—
- (a) meetings of Council or committees of members of Council,
  - (b) general meetings, or
  - (c) separate meetings of the holders of debentures of the Association, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

## **PART 3**

### **MEMBERS**

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

#### **Applications for membership**

- 21.** (1) Membership of the Association shall be open to any limited company or other legally established organisation which:-
- (a) is legally constituted;
  - (b) is or has been actively engaged in the design, manufacture, distribution, or servicing of anaesthetic, critical care, respiratory equipment and/or and related products which are clearly capable of being so described in their own right, except where members are individuals applying for membership as an Expert, Honorary or Individual member as defined in (5), (6) and (7) in this section.
- (2) for the purposes of this Article “inter-related companies” shall mean any two or more companies the relationship between which is that of a holding company and a subsidiary company or vice versa or subsidiaries of the same holding company (within the meaning of Section 154 of the Act)
- (3) inter-related companies may be eligible for membership of the Association on the basis of each being an individual.
- (4) the Council may where it is of the opinion that it would be to the benefit of the Association, admit more than one company from any one group of inter-related companies to Membership of the Association as independent members in their own right, provided that the Council shall not admit to membership any Company forming part of a group of inter-related companies if such admission would entitle such inter-related companies to more than one fifth of the total voting entitlement of the membership of the Association
- (5) Expert Membership is available to individuals who have been a Member of Council for five years or more, having previously represented the interests of a Member. Such Expert Membership shall be nominated and confirmed by Council.
- (a) Such Expert Membership is intended to retain within the Council of Barema individual experience available to Barema which otherwise may be lost.

- (b) Expert Members shall have voting rights and be eligible for election to Council.
- (c) The fee for an Expert Member shall be £1pa. or such figure as Council may agree from time to time.
- (6) The Council may by unanimous resolution elect Honorary Members
  - (a) Honorary Members shall have no voting rights nor be eligible for election to the Council; nor should a fee be payable for such membership
- (7) Individual Membership is available to individuals who have previously worked within a member company and wish to maintain contact with Barema, and who is not an employee of a non-member company operating in the anaesthesia and respiratory sector. Individual Membership is intended to retain experience and knowledge which may be valuable to other Barema members and which will be of overall benefit to the field of anaesthesia and respiratory medicine.
  - (a) Such Individuals must be nominated and confirmed by Council
  - (b) Individual Members must only use information for their own purposes, and must not share information with companies by any means.
  - (c) Should the employment status of an Individual Member change they must immediately inform Barema.
  - (d) Individual Members shall not have voting rights and are not eligible for election to Council, unless as an Expert member.
  - (e) Membership is automatically terminated if an Individual Member contravenes any of points (7 a-d) above.
  - (f) Membership is automatically terminated if an Individual Member becomes an employee of a non-member company whose business is within the scope of Barema.
  - (g) The fee for Individual Members shall be set at two levels, private sector and academic/public sector, which will be figures agreed by Council
  - (h) There will be no fee repayment if membership is terminated for reasons given in (e) or (f).
- (8) No Company shall become a member of the Association unless—
  - (a) an authorised individual representing such member has completed an application for membership in a form approved by the members of Council, and
  - (b) the members of Council have approved the application.

### **Termination of membership**

22. (1) A member may withdraw from membership of the Association by giving at least six calendar months notice in writing to the Secretary and provided that such Member shall have paid all subscriptions due from it such resignation shall take effect on the expiration of such notice to the association in writing.
- (2) A member shall ipso facto cease to be such: -
- (a) If the Member resigns by giving at least six calendar months notice in writing to the Secretary and provided that such Member shall have paid all subscriptions due from it such resignation shall take effect on the expiration of such notice

- (b) If the Member be wound up (not being a members voluntary winding up for the purpose of reconstruction or amalgamation)
  - (c) If in the opinion of the Council expressed by a vote of at least 50% Council members the Member ceases to be eligible under Article 21 (1) hereof
  - (d) If the Member's subscription shall remain unpaid three calendar months after the same has become due and the Council resolves that its membership shall be terminated or
  - (e) If a resolution be passed by the members of the Association at a general meeting for the expulsion of such Member under (3) below.
- (3) Expulsion of a member: The majority of Members present and voting at any general meeting of the Association may by ordinary resolution expel any Member
- (a) who acts in breach of these articles or
  - (b) of any lawful resolution of members duly passed or
  - (c) whose conduct renders it in their opinion unfit to be a member of the Association provided -
    - (i) that such resolution shall not be contrary to law nor require registration under the Restrictive Trade Practices Act 1956 or any statutory re-enactment or modification thereof.
    - (ii) On any such resolution being proposed, the Member concerned shall be given a reasonable opportunity to be heard.
- Any Member so expelled shall be eligible for re-election subject to such undertaking as regards its future conduct as the Council may require

#### 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 members of council 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 members of Council have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so.
- (2) If the members of Council have not appointed a Chairman, or if the Chairman is unwilling to chair the meeting or is not present within a reasonable period of time at which a meeting was due to start—
- (a) the members of Council present, or
  - (b) (if no members of Council 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 members of Council and non-members**

- 26.** (1) Members of council may attend and speak at general meetings.  
(2) The Chairman of the meeting may permit other persons who are not members of the association 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 association 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 Association'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 members of council may determine; and
  - (d) is delivered to the association in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Association 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 association by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the association 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 association 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 association 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 association.
- (2) Subject to the articles, any notice or document to be sent or supplied to a member of Council in connection with the taking of decisions by members of Council may also be sent or supplied by the means by which that member of Council has asked to be sent or supplied with such notices or documents for the time being.
- (3) A member of Council may agree with the association that notices or documents sent to that member of Council 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 Council of management.
- (2) The members of Council may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the members of Council, if the association 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 member of Council of the association;
  - (b) the Association Secretary; or
  - (c) any person authorised by the Council of management 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 members of Council or an ordinary resolution of the association, no person is entitled to inspect any of the association's accounting or other records or documents merely by virtue of being a member.

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

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

## MEMBERS OF COUNCIL'S INDEMNITY AND INSURANCE

### Indemnity

- 38.** (1) Subject to paragraph (2), a relevant member of Council of the Association or Director of an associated company may be indemnified out of the association's assets against—
- (a) any liability incurred by that member of council in connection with any negligence, default, breach of duty or breach of trust in relation to the association or an associated company,
  - (b) any liability incurred by that member of council in connection with the activities of the association 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 member of council as an officer of the association 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 member of council, former member of the council of the association or any director or former director of an associated company.

### Insurance

- 39.** (1) The members of Council may decide to purchase and maintain insurance, at the expense of the association, for the benefit of any relevant director in respect of any relevant loss.
- (2) 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 member of council or, former member of the council of the association or, any director or former director of 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 association 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.