

Company Number: 07472477

The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

SUNTRECKERS LIMITED

Incorporated on 17th December 2010

These are the Articles as amended and approved by the AGM
Sunday 21 July 2024

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

SUNTRECKERS LIMITED

1. INTERPRETATION AND LIMITATION OF LIABILITY

1.1 In the Articles, unless the context requires otherwise—

"Articles" means these 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" means the person for the time being appointed to that office in accordance with Article 7;

"chairman of the meeting" has the meaning given in Article 30.3;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

"director" means a member of the National Committee 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;

"connected person" in relation to a particular person means:

- (i) that person's spouse or civil partner;
- (ii) any one other person with whom that person wishes to attend rallies as a combined unit and occupy a single accommodation unit;
- (iii) any child, step-child or adopted child of either person who is under 18 years of age;
- (iv) any other child under the age of 18 years who is related to either person and is temporarily in either person's care;

and the expression "connected persons" shall be construed accordingly;

"membership unit" has the meaning given in Article 23.2;

"National Committee" means the board of directors from time to time of the Company;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"participate", in relation to a National Committee meeting, has the meaning given in Article 10;

"proxy notice" has the meaning given in Article 36.1;

"secretary" means the person for the time being appointed as Company Secretary in accordance with Article 7;

"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

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered.

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

1.2 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.

1.3 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

1.4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.

1.5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa.

2. LIABILITY OF MEMBERS

2.1 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.

3. OBJECTS

3.1 The Company's objects are to organise events, activities and facilities to enable naturist campers, caravanners & motorhomers to meet for social naturism and to advise on naturist camping, caravan & motorhome matters.

4. NATIONAL COMMITTEE'S GENERAL AUTHORITY

4.1 The National Committee has control over the affairs and property of the Company and is responsible for management of the Company's business. The National Committee have authority to exercise any powers of the Company which are necessary and/or incidental to the promotion of any or all of the objects of the Company set out at Article 3.1.

5. MEMBERS' RESERVE POWER

- 5.1 The members may, by special resolution, direct the National Committee to take, or refrain from taking, specified action.
- 5.2 No such special resolution invalidates anything which the National Committee has done before the passing of the resolution.

6. NO DISTRIBUTION TO MEMBERS

- 6.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set out at Article 3.1 and no part of such property and income may be or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.

- 6.2 Nothing in this Article 6 prevents any payment in good faith by the Company:-

- (a) of reasonable remuneration to any member who is an officer or employee of the Company or who otherwise provides any services to the Company;
- (b) of interest on money lent by any member of the Company at a reasonable and proper rate per annum decided by the National Committee;
- (c) of reasonable rent for premises demised or let by any member of the Company;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member may also be a member holding not more than 1% of the issued share capital of that company;
- (e) to any director of expenses under Article 21; or
- (f) of any premium in respect of any such insurance as is permitted by Article 45.

- 6.3 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company generally, but shall be given or transferred to:

- (a) a body or bodies having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company by virtue of this Article 6;
- (b) if and so far as effect cannot be given to the provisions of paragraph (a), then to a body or bodies the objects of which are the promotion of charity and anything incidental or conducive thereto;

such body or bodies to be determined by the members of the Company at or before the time of dissolution (whether or not a recipient body is a member of the Company).

7. THE NATIONAL COMMITTEE

- 7.1 The National Committee shall consist of ten members as follows:

- (a) Chairman;
- (b) Treasurer;
- (c) Company Secretary;
- (d) Seven other members (including other officers and general members).

- 7.2 Subject to these Articles, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
- (a) at a general meeting; or
 - (b) by a decision of the National Committee.
- 7.3 (a) At the first annual general meeting of the Company and every alternate annual general meeting thereafter the following directors (the “Year A directors”) must retire from office but may offer themselves for reappointment by the members:-
- (i) Chairman;
 - (ii) Treasurer; and
 - (iii) Three members.
- (b) At the second annual general meeting of the Company and every alternate annual general meeting thereafter the following directors (the “Year B directors”) must retire from office but may offer themselves for reappointment by the members:-
- (i) Company Secretary; and
 - (ii) Four members.
- (c) In the event that an additional General Member is appointed under Article 7.2, the National Committee shall decide whether such person is to be regarded as a Year A director or a Year B director for the purposes of retirement by rotation under these Articles.
- 7.4 (a) No person shall be appointed or reappointed as a director at any general meeting unless notice executed by two members from different membership units who are qualified to vote at the meeting has been given to the Company at least 55 days before the meeting of their intention to propose that person (“the candidate”) for appointment or reappointment stating the particulars which would, if the candidate were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by the candidate of his or her willingness to be appointed or reappointed.
- (b) Voting on the appointment and reappointment of directors shall be conducted by show of hands or by ballot at the Chairman's discretion.
- (c) In the case of a ballot, a ballot list shall be prepared stating the offices falling vacant at the meeting, the names of the candidates for each such office and indicating whether any of the candidates is a director retiring by rotation at the meeting. The candidates for each such office receiving the greatest number of votes shall be appointed or reappointed (as the case may be) to that office.
- (d) In the event that two or more candidates for a particular office receive the same number of votes, whether on a show of hands or on a ballot, final appointment shall be by the said candidates drawing lots.
- 7.5 Subject to Article 7.4, the National Committee may appoint or the Company may by ordinary resolution appoint a person who is willing to act to be a director to fill a vacancy on the National Committee. Any director so appointed shall hold office for the balance of the two year period subject to ratification at the next AGM.

8. VICE-CHAIRMAN

- 8.1 The National Committee may from time to time appoint any director other than the Chairman to be the Vice-Chairman and any Vice-Chairman so appointed by the National Committee may be removed by them.

9. HONORARY OFFICERS AND COMMITTEES

- 9.1 The National Committee may from time to time appoint such persons as they think fit to such honorary offices, for such term and upon such conditions as they may in their absolute discretion decide; and any honorary officer so appointed by the National Committee may be removed by them.

- 9.2 The National Committee may establish such sub-committees as they think fit provided that a director must be a member of the sub-committee.

- 9.3 The National Committee may delegate any of the powers which are conferred on them under these 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.

- 9.4 If the National Committee so specify, any such delegation may authorise further delegation of the National Committee's powers by any person to whom they are delegated.

- 9.5 The National Committee may revoke any delegation in whole or part, or alter its terms and conditions.

10. NATIONAL COMMITTEE TO TAKE DECISIONS COLLECTIVELY

- 10.1 Any decision of the National Committee must be either a majority decision at a meeting or a decision taken in accordance with Article 11.

11. UNANIMOUS DECISIONS

- 11.1 A decision of the National Committee 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.

- 11.2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it or to which each eligible director has otherwise indicated agreement in writing.

- 11.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a National Committee' meeting.

- 11.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

12. CALLING A NATIONAL COMMITTEE MEETING

- 12.1 Any director may call a National Committee meeting by giving at least 7 clear days' notice in writing of the meeting to all other directors or by authorising the Secretary to give such notice.
- 12.2 Notice of a National Committee' meeting need not be given to National Committee who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

13. PARTICIPATION IN NATIONAL COMMITTEE MEETINGS

- 13.1 Directors participate in a National Committee meeting, or part of a National Committee meeting, when:
- (a) the meeting has been called and takes place in accordance with these 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.
- 13.2 In determining whether directors are participating in a National Committee meeting, it is irrelevant where any director is or how they communicate with each other.
- 13.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14. QUORUM FOR NATIONAL COMMITTEE MEETINGS

- 14.1 At a National Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 The quorum for National Committee meetings may be fixed from time to time by a decision of the National Committee, but it must never be less than five directors, and unless otherwise fixed it is five directors.
- 14.3 If the total number of directors for the time being is less than the quorum required, the National Committee must not take any decision other than a decision:
- (a) to appoint further directors; or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

15. CHAIRING OF NATIONAL COMMITTEE MEETINGS

- 15.1 The Chairman or, in his absence, the Vice-Chairman shall chair every meeting of the National Committee.
- 15.2 If neither the Chairman nor the Vice-Chairman is participating in a National Committee meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

16. CASTING VOTE

- 16.1 If the numbers of votes for and against a proposal at a National Committee meeting are equal, the Chairman or other director chairing the meeting has a casting vote but otherwise shall not be entitled to vote at a National Committee meeting.

16.2 But if, in accordance with these Articles, the Chairman or other director chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes, he shall have no casting vote.

17. PROCEEDINGS OF THE NATIONAL COMMITTEE

17.1 Subject to Article 17.2, notwithstanding the fact that a proposed decision of the National Committee concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes.

17.2 If the National Committee propose to exercise their power under section 175(4)(b) of the Companies Act 2006 to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes.

17.3 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the National Committee the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office:-

- (a) may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested; and
- (c) is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest.

18. RECORDS OF DECISIONS TO BE KEPT

18.1 The National Committee 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 National Committee.

19. NATIONAL COMMITTEE'S DISCRETION TO MAKE FURTHER RULES

19.1 The National Committee 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.

20. TERMINATION OF DIRECTOR'S APPOINTMENT

20.1 A person ceases to be a director as soon as:

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (e) that person is, or may be suffering from mental disorder and either:-

- (i) he is admitted to hospital in pursuance of an application for admission for treatment under mental health legislation for the time being in force in any part of the United Kingdom; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or which wholly or partly prevents that person from personally exercising any powers or rights which that person otherwise would have;
- (f) that person has for more than 12 consecutive months been absent without permission of the National Committee from meetings of the National Committee held during that period and the National Committee make a decision to vacate that person's office; or
- (g) that person gains a conviction, other than minor motoring, of any nature in a court of law or a previous unspent conviction is found.

21. DIRECTORS' EXPENSES

- 21.1 The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:
- (a) meetings of National Committee or any committee;
 - (b) general meetings excluding the AGM.

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

22. APPLICATIONS FOR MEMBERSHIP

- 22.1 No person shall become a member of the Company unless:
- (a) that person is qualified for membership in accordance with Article 23;
 - (b) that person has completed an application for membership in a form approved by the National Committee and provided such other information or evidence as the National Committee may require.
- 22.2 The National Committee shall have absolute discretion to accept or reject any application and need not give their reasons for doing so. Written notification of the decision of the National Committee on an application shall be sent to the applicant as soon as practicable after that decision is taken.
- 22.3 Membership shall be subject to annual renewal by invitation at the discretion of the National Committee.

23. QUALIFICATIONS FOR MEMBERSHIP

- 23.1 Persons over 18 years of age may be admitted to membership of the Company only if they are naturist campers, caravanners or motorhomers and:
- (a) They are approved for membership by the National Committee; and
 - (b) They do not have a criminal conviction for a sexual or child related offence.
- 23.2 Members of the Company who are connected persons shall be a "membership unit"
- 23.3 The status of Honorary Life Member may be awarded to members who have given exceptional service to the Company. Such status may only be awarded by ordinary resolution of the members on the recommendation of the National Committee. An

Honorary Life Member shall be entitled to the same rights and benefits as a fully paid up member.

23.4 All members shall comply with the procedures and conditions set out in any rules of the Company made under Article 44 and for the time being in force.

23.5 All persons admitted to membership of the Company shall be deemed to have agreed to observe both the regulations contained in these Articles and any rules and bye-laws made by the National Committee in accordance with these Articles.

24. TERMINATION OF MEMBERSHIP

24.1 A member may withdraw from membership of the Company by giving notice to the Company in writing; and upon receipt by the Company of such notice, that member's membership is terminated immediately.

24.2 Membership is not transferable.

24.3 A person's membership terminates when that person dies or ceases to exist.

24.4 The National Committee may at any time in its absolute discretion, and without giving any reason therefor, refuse or terminate the membership of any member or members whom it deems to be unsuitable for membership of the Company.

25. WRITTEN RESOLUTION OF MEMBERS

25.1 (a) Subject to Article 25.1(b), a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company.

(b) The following may not be passed as a written resolution and may only be passed at a general meeting:-

(i) a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office; and

(ii) a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office.

25.2 Save as provided in Article 25.3, on a written resolution every member aged 18 years or over has one vote.

25.3 No member may vote on a written resolution unless all moneys currently due and payable by that member to the Company have been paid.

26. ANNUAL AND OTHER GENERAL MEETINGS

26.1 The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next, provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held on any Sunday in July, at such time and at such place as the National Committee shall determine.

26.2 The business of the annual general meeting shall be:

(a) To receive the reports of the Chairman, Company Secretary, Membership Secretary, Treasurer and Rally Organiser.

- (b) To receive the annual accounts and, if applicable, the auditor's report for the preceding financial year.
- (c) To appoint or reappoint directors in accordance with these Articles.
- (d) To consider any other business of which proper notice has been given in accordance with these Articles.

26.3 The National Committee may, whenever they think fit, convene a general meeting in addition to the annual general meeting and general meetings shall also be convened on the request of members in accordance with section 303 of the Companies Act 2006.

27. NOTICE OF GENERAL MEETINGS

27.1 A general meeting shall be called by not less than 30 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and the nature of the business to be considered at the meeting, and shall be given in any manner permitted by these Articles to the following persons:

- (a) every member aged 18 years or over except such members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them or an address to which notices may be sent to them by electronic means;
- (b) every director of the Company; and
- (c) the auditor (if any) for the time being of the Company.

27.2 Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 27.1, be deemed to have been duly called if it is so agreed-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together having not less than 90 per cent of the total voting rights of all such members.

27.3 Every notice convening a general meeting of the Company must comply with the provisions of:-

- (a) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting; and
- (b) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies.

27.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

28. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

28.1 A member (being a member entitled to vote at a general meeting in accordance with these Articles) is able to exercise the right to speak and vote at such meeting when that member is present at the meeting in person or by proxy.

- 28.2 Subject to Article 28.1, the National Committee may make whatever arrangements they consider appropriate to enable members entitled to vote at a general meeting to exercise their rights to speak or vote at it.

29. QUORUM FOR GENERAL MEETINGS

- 29.1 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. If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved.

- 29.1 Thirty-one members, each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by proxy, are a quorum.

30. CHAIRING GENERAL MEETINGS

- 30.1 The Chairman or, in his absence, the Vice-Chairman shall chair general meetings if present and willing to do so.

- 30.2 If the Chairman and Vice-Chairman are unwilling to chair the meeting or are not present within ten minutes of the time at which a meeting was due to start—

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

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

- 30.3 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".

31. ATTENDANCE AND SPEAKING BY NON-MEMBERS

- 31.1 The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

32. ADJOURNMENT

- 32.1 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.

- 32.2 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.

- 32.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

- 32.4 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 National Committee, and

- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 32.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
 - (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- 32.6 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.

33. VOTING AT GENERAL MEETINGS

- 33.1 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.
- 33.2 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs.
- 33.3 Save as provided in Article 33.4, on a vote on a resolution at a general meeting on a show of hands or on a poll, every member aged 18 years or over who is present in person or by proxy has one vote.
- 33.4 No member may vote on a resolution in general meeting unless all moneys currently due and payable by that member to the Company have been paid.

34. ERRORS AND DISPUTES

- 34.1 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 is to be tendered, and every vote not disallowed at the meeting is valid.
- 34.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

35. POLL VOTES

- 35.1 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.
- 35.2 A poll may be demanded by:
 - (a) the chairman of the meeting;
 - (b) the National Committee;
 - (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.
- 35.3 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.

36. CONTENT OF PROXY NOTICES

- 36.1 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 National Committee may determine; and
 - (d) is, together with any authentication of it demanded by the National Committee, received at an address specified by the Company in the proxy notice not less than 120 hours (5 days) before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote;
 - (e) confirms that the proxy has only accepted appointments from a maximum of two members;

and any proxy notice received at such address less than 120 hours (5 days) before the time for holding the meeting or adjourned meeting shall be invalid.

- 36.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 36.3 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.
- 36.4 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.

37. DELIVERY OF PROXY NOTICES

- 37.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 37.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 37.3 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.
- 37.4 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.

38. PROPOSING RESOLUTIONS FOR CONSIDERATION AT A GENERAL MEETING

- 38.1 The members of the Company may require the Company to give, to members of the Company entitled to receive notice of a general meeting, notice of a resolution which may properly be moved and is intended to be moved at that meeting.
- 38.2 A resolution may properly be moved at an annual general meeting unless:
- (a) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise),
 - (b) it is defamatory of any person, or
 - (c) it is frivolous or vexatious.
- 38.3 The Company is required to give notice of a resolution once it has received requests that it do so from at least two members entitled to receive notice of a general meeting and from different membership units.
- 38.4 A request:
- (a) may be in hard copy form or in electronic form;
 - (b) must identify the resolution of which notice is to be given;
 - (c) must be authenticated by the person or persons making it; and
 - (d) must be received by the Company not later than 55 days before the meeting to which the requests relate.

39. AMENDMENTS TO RESOLUTIONS

- 39.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given to the Company in writing, by at least two members from different membership units and entitled to vote at the general meeting at which it is to be proposed, not less than 15 days before the meeting is to take place; or
 - (b) the amendment is proposed by the National Committee;
- and the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 39.2 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.
- 39.3 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.

40. MEANS OF COMMUNICATION TO BE USED

- 40.1 (a) Anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- (b) Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.
- 40.2 Any notice or document to be sent or supplied to a director in connection with the taking of decisions by the National Committee 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.
- 40.3 A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company.
- 40.4 (a) If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting.
- (b) If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.
- (c) If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.
- (d) For the purposes of this Article 40.4, no account shall be taken of any part of a day that is not a working day.

41. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

- 41.1 Except as provided by law or authorised by the National Committee or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

42. DIRECTORS' INDEMNITY

- 42.1 Subject to Article 42.2, a relevant director of the Company may be indemnified out of the Company's assets against:
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company,
- (b) any other liability incurred by that director as an officer of the Company.
- 42.2 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.

42.3 In this Article a "relevant director" means any director or former director of the Company.

43. INSURANCE

43.1 The National Committee may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director or officer in respect of any relevant loss.

43.2 In this Article:

- (a) a "relevant director" means any director or former director of the Company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director or officer in connection with that person's duties or powers in relation to the Company.

44. RULES

44.1 The National Committee may recommend such changes to the rules for adoption by ordinary resolution at an AGM as they consider necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership. In particular, and without prejudice to the generality of the foregoing, the National Committee may make rules regulating:-

- (a) the admission and classification of members of the Company, and the rights and privileges of such members, the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Company in relation to one another, and to the Company's officers and employees;
- (c) the procedure at general meetings and meetings of the National Committee and committees of the Company (in so far as such procedure is not governed by these Articles); and
- (d) any and all other matters as are commonly the subject matter of company rules.

44.2 The National Committee must adopt such means as they consider sufficient to bring to the notice of members of the Company all rules made under this Article.

44.3 Any rules made by the National Committee under this Article will be valid and binding as against all members of the Company for so long as such rules are in force.

44.4 The Company in general meeting may alter or repeal any rules made by the National Committee in accordance with this Article.

44.5 Nothing in this Article permits the National Committee of the Company to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any resolution passed by members of the Company or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies.