

**Company No: 00863235**

**The Companies Act 2006**

**Company limited by guarantee  
and not having a share capital**

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**Articles of Association**

**of**

**The Association For Laboratory Medicine**

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**withers** <sup>LLP</sup>

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## 1. Interpretation

1.1 In the Articles, unless the context indicates another meaning, the following words, expressions and abbreviations have the following meanings:

<b>'Act'</b>	the Companies Act 2006;
<b>'Annual General Meeting'</b>	the annual general meeting of the Members called by the Council pursuant to Article 25.1;
<b>'Articles'</b>	the Association's articles of association and <b>'Article'</b> refers to a particular article;
<b>'Association'</b>	the company governed by these Articles;
<b>'Bye-Laws'</b>	Bye-Laws of the Association made by the Council pursuant to the Articles;
<b>'Code of Professional Conduct'</b>	the Association's code of conduct as adopted by the Council, or such equivalent code as may be adopted from time to time;
<b>'Company Secretary'</b>	the company secretary of the Association;
<b>'Corporate Members'</b>	Members who are companies or corporate bodies who supply goods and/or services to laboratory medicine laboratories and have been admitted as Corporate Members by the Council in accordance with the Bye-Laws;
<b>'Council'</b>	the board of directors of the Association, and <b>'Council Member'</b> shall be construed accordingly;
<b>'Council Meeting'</b>	a meeting of the Council;
<b>'document'</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>'electronic form'</b>	has the meaning given in s1168 of the Act;
<b>'Emeritus Members'</b>	Members who have been Voting Members of the Association for at least ten years, have retired from employment, have made an exceptional contribution to the Objects and have been elected as Emeritus Members in accordance with the Bye-Laws;
<b>'Employer'</b>	has the meaning given in Article 6.4(b);
<b>'Executive Directors'</b>	(a) the Director of Finance; (b) the Director of Education, Training & Workforce; (c) the Director of Scientific Affairs; (d) the Director of Clinical Practice; (e) the Director of Regulatory Affairs; (f) the Director of Publications & Communications; (g) the Director of Conferences & Events; (h) the Chair of the Microbiology Professional Committee; and

	(i) the Chair of the Immunology Professional Committee
	each of whom shall be appointed under these Articles with such adjusted title as Council may determine from time to time;
<b>'Extraordinary General Meeting'</b>	a General Meeting other than an Annual General Meeting;
<b>'Federation Members (legacy category)'</b>	Members of the Association who were admitted by the Council to be represented by the Association for trade union support only;
<b>'Fellow Members'</b>	Members who have been Members (whether Voting Members or non-Voting Members) for at least ten preceding consecutive years, have retired from employment and have been elected as Fellow Members in accordance with the Bye-Laws;
<b>'Full Members'</b>	Members who are health professionals with an interest in laboratory medicine;
<b>'General Meeting'</b>	a general meeting of the Association held in accordance with Articles 27 to 34;
<b>'Honorary Members'</b>	Members who have made a distinguished contribution to laboratory medicine at an international level and have been elected as Honorary Members in accordance with the Bye-Laws;
<b>'Immunology Professional Committee'</b>	the Immunology Professional Committee or such successor body as may be in place from time to time;
<b>'Member'</b>	<p>(a) the Voting Members;</p> <p>(b) the Retired Members;</p> <p>(c) the Student Members;</p> <p>(d) the Federation Members (legacy category);</p> <p>(e) the Temporary Retired Members;</p> <p>(f) the Corporate Members; and</p> <p>(g) any other class of member established by the Council in the Bye-Laws, which are not Voting Members,</p> <p>and <b>'Membership'</b> shall be construed accordingly;</p>
<b>'Microbiology Professional Committee'</b>	the Microbiology Professional Committee or such successor body as may be in place from time to time;
<b>'Nominations Committee'</b>	the committee established by Council under Article 21 for the function described in Article 11.3;
<b>'Non-Executive Director'</b>	a Non-Executive Director of the Association appointed under the Articles;
<b>'Objects'</b>	has the meaning given in Article 4;

<b>'ordinary resolution'</b>	has the meaning given in s282 of the Act;
<b>'Past President'</b>	the Past President of the Association appointed under the Articles;
<b>'President'</b>	the President of the Association appointed under the Articles;
<b>'President Elect'</b>	the President Elect of the Association appointed under the Articles;
<b>'proxy notice'</b>	has the meaning given in Article 33;
<b>'Regional Committee'</b>	the regional committees of the Association;
<b>'Retired Members'</b>	Members who have retired from employment;
<b>'special resolution'</b>	has the meaning given in s283 of the Act;
<b>'Student Members'</b>	Members who are undergraduates or wholly grant supported post-graduate research students and have been admitted as Student Members by the Council in accordance with the Bye-Laws;
<b>'Subscription'</b>	such subscription payable by Members as may be set out in the Bye-Laws from time to time;
<b>'subsidiary'</b>	has the meaning given in s1159 of the Act;
<b>'Temporary Retired Members'</b>	Members who have undertaken a career break or become temporarily retired; and
<b>'Voting Member'</b>	refers to voting members of the Association as set out in Article 23.1, who are the only members of the Association for the purposes of s112 of the Act;
<b>'writing'</b>	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 In these Articles, unless the context indicates another meaning:

- (a) expressions not otherwise defined which are defined in the Act have the same meaning;
- (b) references to legislation including to any statute, statutory provision or subordinate legislation are to that legislation as amended or re-enacted from time to time (whether before, on or after the date of adoption of these Articles) and to any subordinate legislation made under it (whether before, on or after the date of adoption of these Articles);
- (c) any phrase introduced by the terms **'including'**, **'include'**, **'in particular'** or any similar expression shall be construed as illustrative and shall not limit the sense of the words proceeding those terms;
- (d) use of the singular includes the plural and vice-versa; and
- (e) use of any gender includes the other genders.

## 2. **Exclusion of the model articles**

The model articles for private companies limited by guarantee under the Act do not apply to the Association.

3. **Name**

The name of the Association is '**The Association for Laboratory Medicine**'.

4. **Objects**

The objects for which the Association is established (the '**Objects**') are:

- 4.1 to promote the profession of laboratory medicine and its clinical and scientific role in effective healthcare, and to increase public and professional awareness and recognition of its contribution across the United Kingdom, the Republic of Ireland, and internationally;
- 4.2 to contribute to establishing high quality standards for the practice of laboratory medicine and monitoring performance against those standards;
- 4.3 to support the professional interests and working conditions of members, including trade union representation and advocacy where appropriate;
- 4.4 to advance the education and training of current and future members of the laboratory medicine workforce through events, learning opportunities, and professional development;
- 4.5 to advise government departments, Chief Scientific Officers (or equivalent) or other healthcare agencies on the practice of laboratory medicine;
- 4.6 to publish and support scientific work and research to advance, and to promote the sharing of, scientific knowledge and best practice in laboratory medicine.

5. **Powers**

The Association has the power to do anything within the law which may promote or help to promote the Objects, including the power:

- 5.1 to organise conferences and any other meetings to support training and development and to cooperate with any examining body
- 5.2 to publish and support scientific work to advance knowledge in laboratory medicine and to promote the sharing of research and knowledge in the field of laboratory medicine;
- 5.3 to advise government health agencies, employers and Members on the policy and practice of laboratory medicine;
- 5.4 to collaborate with professional bodies and other relevant organisations active in the area of laboratory medicine; and
- 5.5 engage in the regulation of relations between Members and employers or employers' associations.

6. **Application of income and property**

- 6.1 The property and funds of the Association must be used only for promoting the Objects.
- 6.2 None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member.
- 6.3 Nothing in this Article 6 shall prevent:
  - (a) the payment of interest at a reasonable rent on money lent to the Association;
  - (b) the payment of reasonable and proper rent for premises demised or let to the Association;

- (c) the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Association who is not a Council Member or to any Member who is not a Council Member in return for any services actually rendered to the Association;

6.4 No Council Member shall be employed by the Association, be engaged in any contract for services or otherwise receive remuneration from the Association, provided that nothing in this Article 6 shall prevent:

- (a) the repayment of reasonable out-of-pocket expenses incurred by any Council Member in the performance of their duties;
- (b) any payment to a hospital or other medical body or service body (the '**Employer**') by which a Council Member is employed or engaged, by way of reimbursement of the salary or other remuneration paid by the Employer to such member for that period of time during which they would normally be engaged in performing their normal duties to the Employer but is instead engaged in the performance of their duties to the Association; or
- (c) any payment to any company of which Council Member is a member, and in which such member shall not hold more than 1% of the share capital.

6.5 Any Council Member who receives a payment in accordance with this Article 6 shall not be bound to account for any share of profits they may receive in respect of any such payment.

## 7. **Limited Liability**

The liability of Members is limited.

## 8. **Guarantee**

The liability of each Voting Member is limited to £10, being the amount that each Voting Member undertakes to contribute to the assets of the Association in the event of its being wound up while they are a member or within one year after they cease to be a member, for:

- (a) payment of the Association's debts and liabilities incurred before they cease 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.

## 9. **Dissolution**

If upon the winding up or dissolution of the Association 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, but shall be given or transferred to some other institution or institutions having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Article 6, such institution or institutions to be determined by the Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

## 10. **Council**

10.1 Subject to these Articles, the Council is responsible for managing all the affairs of the Association, for which purpose they may exercise all the powers of the Association.

10.2 Council Members are the directors of the Association for the purposes of the Act.

10.3 The Council shall consist of:

- (a) the President;
- (b) the Past President or the President Elect;
- (c) the Executive Directors;
- (d) one or more Non-Executive Directors;
- (e) the Company Secretary;
- (f) three National Council Members; and
- (g) one Regional Council Member for each Regional Committee.

10.4 All Council Members, with the exception of Non-Executive Directors, must be Full Members throughout their periods in office.

#### 11. **Appointment or election of Council Members**

11.1 Those Council Members in office at the date of adoption of these Articles shall remain in office for the remainder of the term for which they were originally appointed.

11.2 Council Members shall be appointed or elected in accordance with this Article 11 and the Bye-Laws made by Council in relation to the election and/or appointment of Council Members.

11.3 Council shall establish a Nominations Committee (under Article 21) which shall be responsible for reviewing nominations and applications for various roles and advising and making recommendations in respect of the same.

##### *The President*

11.4 Prior to the election for President, the Nominations Candidate shall seek to identify, so far as possible, a single candidate to stand unopposed for election with the overwhelming support of the Council and the Members.

11.5 The President Elect shall be elected by the Council at the conclusion of the President's first year in office.

11.6 At the conclusion of one year from election, the President Elect shall become the President and shall serve a term of two years.

11.7 At the conclusion of their two-year term, the President shall become the Past President for a term of one year.

11.8 A President shall not be eligible for re-election.

##### *The Executive Directors*

11.9 Executive Directors may be reappointed up to a maximum term of five years, unless the Council, deems it necessary or expedient for the Executive Director to be elected for a further term, up to a total maximum of seven years.

##### *The Non-Executive Directors*

11.10 The Council may appoint one or more Non-Executive Directors to serve for a term of up to three years. A retiring Non-Executive Director may be reappointed for one further term of up to three years.

11.11 A Non-Executive Director must not be a Member, a former Member, or a present or former employee of the Association.

### *National Council Members*

11.12 National Council Members are elected by the Members for a term of up to three years.

### *Regional Council Member*

11.13 Each Regional Committee shall elect a Regional Council Member to serve for a term of up to three years.

### *Other provisions relating to appointment of the Council*

11.14 The Council may appoint a Council Member to fill a vacancy in their number for a term of up to one year, ending at the next Annual General Meeting. If a person so appointed is subsequently elected to the Council by the Members, the period of appointment under this Article 11.14 shall not be counted when calculating their term of office.

## **12. Termination of a Council Member's appointment**

12.1 A person automatically ceases to be a Council Member if:

- (a) they reach the end of their term of office in accordance with Article 11;
- (b) they cease to be a Council Member by virtue of any provision of the Act or is prohibited from being a director by law;
- (c) they cease to be a Full Member;
- (d) a bankruptcy order is made against that person or a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (e) they resign by written notice to the Council and such resignation has taken effect in accordance with its terms;
- (f) the Council reasonably believes they are incapable, whether mentally or physically, of managing their own affairs;
- (g) the Council reasonably believes they are absent without permission, whether given in advance or subsequently, from two consecutive Council Meetings;
- (h) they are convicted of a criminal offence and Council resolves that it is in the Association's interests for the Council Member in question to be removed from office;
- (i) they are removed by a unanimous decision of the other Council Members; or
- (j) they are removed by an ordinary resolution of the Voting Members pursuant to the provisions of the Act.

12.2 Before passing any resolution under Articles 12.1(g), 12.1(h) or 12.1(i), the other Council Members shall first invite the view of the Council Member concerned and have considered the matter in light of any such views.

## **13. Calling Council Meetings**

13.1 The Council may decide when to hold Council Meetings and how such meetings are to be convened and conducted.

13.2 At least 14 days' notice shall be given for each Council Meeting unless Council Members agree otherwise.

**14. Proceedings of Council**

14.1 Proposals arising at a Council Meeting shall be decided by a majority of votes.

14.2 If the votes are equal, the chair of the meeting shall have a casting vote, save that this shall not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

**15. Participation in Council Meetings**

15.1 Subject to the Articles, Council Members participate in a Council Meeting when:

- (a) the Council 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.

15.2 If all the Council Members participating in a meeting are not in the same place, they may decide that the Council Meeting is to be treated as taking place wherever any of them is.

**16. Quorum for Council Meetings**

16.1 Unless a quorum is participating, no proposal is to be voted on at a Council Meeting, except a proposal to call another Council Meeting.

16.2 The quorum shall be ten Council Members who are entitled to vote at Council Meetings.

16.3 If the total number of Council Members for the time being is less than the quorum required, the Council Members must not take any decision other than a decision:

- (a) to appoint further Council Members; or
- (b) to call an Annual General Meeting so as to enable the Members to appoint further Council Members.

16.4 Council may continue to act even though there are vacancies in its number.

**17. Chairing of Council Meetings**

17.1 The President shall chair Council Meetings if present and able to do so.

17.2 If the President is unable to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the Past President or President Elect shall chair the meeting.

17.3 If the Past President or President Elect is unable to chair the meeting or is not present, one of the Executive Directors chosen by the Council Members shall chair the meeting.

**18. Written resolutions**

18.1 A resolution in writing agreed by a majority of eligible Council Members is as valid and effectual as a resolution passed at a meeting provided that it has been circulated to all Council Members and the number of eligible Council Members is equal to or exceeds the number set as a quorum for a Council Meeting.

18.2 For this purpose the resolution may be contained in more than one document and will be treated as passed on the date a majority of eligible Council Members has signed the resolution or otherwise indicated agreement in writing.

18.3 References in this Article 18 to eligible Council Members are to Council Members who would have been entitled to vote on the matter had it been proposed as a resolution at a Council Meeting.

## 19. **Conflicts of interest**

19.1 Subject to Article 19.2 and Article 19.3, if a proposed decision of the Council is concerned with an actual or proposed transaction or arrangement with the Association in which a Council Member is interested, that Council Member must:

- (a) declare the nature and extent of their interest before discussion begins on the matter;
- (b) withdraw from the meeting for that item after providing any information requested by the Council;
- (c) not be counted in the quorum for that part of the meeting; and
- (d) be absent during the vote and have no vote on the matter.

19.2 Where Article 19.1 applies, the Council Members who do not have a conflict of interest, if they form a quorum without counting the Council Members with a conflict of interest, may by resolution passed in the absence of that Council Member authorise that Council Member, notwithstanding any conflict of interest, to:

- (a) continue to participate in discussions leading to the making of a decision and/or to vote;
- (b) disclose to a third party information confidential to the Association;
- (c) take any other action not otherwise authorised which does not involve the receipt by the Council Member of any payment or material benefit from the Association; or
- (d) refrain from taking any step required to remove the conflict.

19.3 This Article applies when:

- (a) the Association by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Council Member from being counted as participating in the decision-making process; or
- (b) the Council Member's interest cannot reasonably be regarded as likely to give rise to a conflict of interest

in either case, a Council Member 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.

19.4 For the purposes of this Article, references to proposed decisions and decision-making processes include any Council Meeting.

19.5 Subject to Article 19.6, if a question arises at a Council Meeting or of a committee meeting as to the right of a Council Member to participate in the meeting for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any Council Member other than the chair is to be final and conclusive.

19.6 If any question as to the right to participate in the meeting should arise in respect of the chair, the question is to be decided by a decision of the Council Members at that meeting, for which purpose the chair is not to be counted as participating in the meeting for voting or quorum purposes.

## 20. **Delegation**

20.1 Subject to these Articles, the Council may delegate any of the powers which are conferred on them under the Articles:

- (a) to such person (including a Chief Executive Officer) 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.

20.2 If the Council so specifies, any such delegation may authorise further delegation of the Council's powers by any person to whom they are delegated.

20.3 The Council may revoke any delegation in whole or part, or alter its terms and conditions.

## 21. **Committees**

21.1 Council may establish such committees comprising such persons as they shall think fit. The proceedings and powers of committees established by the Council shall be governed by such terms of reference as the Council may from time to time prescribe.

21.2 Unless the terms of reference prescribed by the Council provide otherwise, committees to which the Council delegates any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Council.

## 22. **Bye-Laws**

22.1 Council shall make and vary Bye-Laws on any matter concerning the operation of the Association. Bye-laws shall be effective from the time they are made by the Council.

22.2 Details of any new Bye-Law or any variation in existing Bye-Laws must be included in the notice of the next Annual General Meeting after the new Bye-Law or variation has been made by the Council.

## 23. **Membership**

23.1 There shall be the following classes of Voting Members:

- (a) Full Members;
- (b) Honorary Members;
- (c) Emeritus Members;
- (d) Fellow Members; and
- (e) Federation Members (legacy category).

23.2 Only the Voting Members are entitled to vote and be counted in the quorum at General Meetings.

23.3 There shall be the following classes of Members who shall not be Voting Members and who may attend but not vote or be counted in the quorum at General Meetings:

- (a) Retired Members;
- (b) Student Members;
- (c) Temporary Retired Members;
- (d) Corporate Members; and

- (e) such other classes of non-Voting Member as the Council may determine from time to time in the Bye-Laws.

23.4 The Council shall make Bye-Laws in relation to Membership of the Association, which may include provisions relating to:

- (a) the creation of new classes of Member (provided that no new class of Voting Member may be created by the Council);
- (b) qualification for Membership;
- (c) admission to Membership and cessation of Membership;
- (d) general entitlements of Members; and
- (e) rights and responsibilities of Members.

## 24. **Termination of Membership**

24.1 Membership terminates if:

- (a) the Member resigns by giving seven days' notice to the Association in writing;
- (b) the Member dies or, in the case of a Corporate Member, ceases to exist;
- (c) the Member has failed to pay their Subscription for three months after it becomes due and the Company Secretary (or any Council Member acting in that capacity) decides that their Membership should be terminated; or
- (d) subject to Article 24.2, the Member fails to observe any applicable rule of the Association (whether contained in the Articles, the Bye-Laws or the Code of Professional Conduct) or injures or brings into disrepute the Association or the profession of laboratory medicine, and the Council passes a resolution that their Membership should be terminated.

24.2 A resolution of Council made under Article 24.1(d) must be passed by a two-thirds majority of votes cast, and the Member must be given the opportunity to defend their conduct.

24.3 Membership is not transferable.

## 25. **Annual General Meetings and Extraordinary General Meetings**

25.1 The Association shall hold in each calendar year a General Meeting which shall be called the Annual General Meeting, for the purposes of:

- (a) declaring the results of the election of the Council;
- (b) informing members of any changes to the Bye-Laws as set out in Article 22.1;
- (c) receiving a report from the Council on the Association's activities during the previous year;
- (d) considering the Council's plans for future activities of the Association; and
- (e) any further matters as set out in the Bye-Laws or determined by the Council.

25.2 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

## 26. **Right to attend and vote at all General Meetings**

26.1 All Members are entitled to attend and speak at General Meetings, and notices of General Meetings must be circulated to all Members.

- 26.2 Only Voting Members are entitled to vote or be counted in the quorum at General Meetings.
- 26.3 Council Members may attend and speak at General Meetings, whether or not they are Members.
- 26.4 The chair of the meeting may permit other persons who are not Members to attend and speak at a General Meeting.

**27. Attendance and speaking at General Meetings**

- 27.1 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.
- 27.2 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.
- 27.3 The Council may make whatever arrangements it considers appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.

**28. Quorum for General Meetings**

No business shall be transacted at any General Meeting unless a quorum is present. A quorum is 30 Voting Members present.

**29. Chairing General Meetings**

- 29.1 The President shall chair General Meetings if present and able to do so.
- 29.2 If the President is unable to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the Past President or President Elect shall chair the meeting.
- 29.3 The person chairing a meeting in accordance with this Article 28 is referred to as 'the chair of the meeting'.

**30. Adjournment**

- 30.1 If the Voting Members 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 chair of the meeting must adjourn it.
- 30.2 The chair 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 chair of the meeting that an adjournment is necessary to ensure that the business of the meeting is conducted in an orderly manner.
- 30.3 The chair of the meeting must adjourn a General Meeting if directed to do so by the meeting.
- 30.4 When adjourning a General Meeting, the chair 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 Council; and

- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 30.5 If the continuation of an adjourned General Meeting is to take place more than 14 days after it was adjourned, the Association must give at least seven 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 General Meetings is required to be given; and
  - (b) containing the same information which such notice is required to contain.
- 30.6 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.
- 31. **Voting: general**

A resolution put to the vote of a General Meeting must be decided on a show of hands of the Voting Members unless a poll is duly demanded in accordance with the Articles.
- 32. **Errors and disputes**
- 32.1 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.
- 32.2 Any such objection must be referred to the chair of the meeting, whose decision is final.
- 33. **Poll votes**
- 33.1 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.
- 33.2 A poll may be demanded by:
  - (a) the chair of the meeting;
  - (b) two or more Council Members;
  - (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 Voting Members having the right to vote on the resolution.
- 33.3 A demand for a poll may be withdrawn if:
  - (a) the poll has not yet been taken; and
  - (b) the chair of the meeting consents to the withdrawal.
- 33.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.
- 34. **Appointment of proxies**

Proxies may only validly be appointed by a notice in writing (a '**proxy notice**') which is in the form prescribed by, and delivered in accordance with, the Bye-Laws or such other rules made by the Council.

## 35. **Amendments to resolutions**

35.1 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 chair of the meeting may determine); and
- (b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

35.2 A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:

- (a) the chair 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.

35.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

## 36. **Voting Members' reserve power**

36.1 The Voting Members may, by special resolution, direct the Council to take, or refrain from taking, any specified action.

36.2 No such special resolution invalidates anything which the Council has done before the passing of the resolution.

## 37. **Records and accounts**

37.1 The Council must comply with the requirements of the Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to Companies House of information required by law including:

- (a) confirmation statements; and
- (b) annual reports and accounts.

37.2 The Council 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 Council.

37.3 Except as provided by law or authorised by the 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.

## 38. **Irregularities in decision making**

38.1 Subject to the Act, the proceedings at any meeting, the passing of a written resolution or the making of any decision shall not be invalidated by reason of:

- (a) any accidental informality, irregularity or omission, including where a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association or where there is a technical default in service of any notice of which the Council is unaware at the time;

- (b) any want of qualification in any of the Voting Members present or voting, including any defect in the admission of a Voting Member; or
  - (c) any business being considered which is not specified in the notice.
- 38.2 All acts done by a Council Meeting or by a committee or by a person acting as a Council Member shall be valid notwithstanding that it shall afterwards be discovered that there was a defect in the appointment of any Council Member or member of a committee, or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote.
- 39. **Means of communication to be used**
- 39.1 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 Act 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.
- 39.2 Subject to the Articles, any notice or document to be sent or supplied to a Council Member in connection with the taking of decisions by the Council may also be sent or supplied by the means by which that Council Member has asked to be sent or supplied with such notices or documents for the time being.
- 39.3 A Council Member may agree with the Association that notices or documents sent to that Council Member 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.
- 40. **Indemnity**
- 40.1 Subject to paragraph 40.2, a relevant Council Member of the Association or an associated company may be indemnified out of the Association's assets against:
  - (a) any liability incurred by that Council Member 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 Council Member 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 s235(6) of the Act);
  - (c) any other liability incurred by that Council Member as an officer of the Association or an associated company.
- 40.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.
- 40.3 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 Council Member' means any Council Member or former Council Member of the Association or officer of an associated company.
- 41. **Insurance**
- 41.1 The Council may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant Council Member in respect of any relevant loss.
- 41.2 In this Article:

- (a) a 'relevant Council Member' means any Council Member or former Council Member of the Association or officer of an associated company;
- (b) a 'relevant loss' means any loss or liability which has been or may be incurred by a relevant Council Member in connection with that Council Member'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.