

ARTICLES OF ASSOCIATION

OF

THE CLINICAL DENTAL TECHNICIANS ASSOCIATION

[(as adopted by a written special resolution passed on [insert date])]



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THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE CLINICAL DENTAL TECHNICIANS ASSOCIATION

(the “Company”)

1 Meaning of Words

- 1.1 In these Articles the following words will have the meanings shown opposite them, unless the context indicates another meaning:

Words	Meanings
“Articles”	these Articles of Association;
“Chair”	the Chair of the Council;
“Clear Days”	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
“Company”	the company regulated by these Articles;
“Company Secretary”	means the company secretary of the Company;
“Companies Act”	the Companies Acts (as defined in s.2 Companies Act 2006) in so far as they apply to the Company;
“Council”	the council of directors of the Company, the members of which are the company directors;
“Council Members”	the directors of the Company;
“Hybrid Meeting”	has the meaning given to it in Article 26.1;
“International Member”	has the meaning given to it in Article 9.11;

“Material Benefit”	means a benefit, direct or indirect, which may not be financial but has a monetary value;
“Member”	a member of the Company for the purposes of company law i.e. a Full Member or an Honorary Member as defined in Article 9.10;
“Month”	calendar month;
“Objects”	the Objects of the Company as defined in Article 3.1;
“Office”	the registered office of the Company;
“Ordinary Resolution”	a resolution agreed by a simple majority of the votes cast at a general meeting, or, in the case of a written resolution, by Members who together hold a simple majority of the voting rights;
“Rules”	any rules or regulations made in accordance with these Articles;
“Signed”	shall include such forms of authentication that are permitted by law;
“Special Resolution”	a resolution agreed by at least a 75% majority of the votes cast at a general meeting, or, in the case of a written resolution, by Members who together hold 75% of the voting rights;
“Student Member”	has the meaning given to it in Article 9.10;
“United Kingdom”	Great Britain and Northern Ireland;
“Virtual Meeting”	has the meaning given to it in Article 26.1; and
“Written” or “in 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 In these Articles:

- 1.2.1 Unless the context otherwise requires, words in the singular shall include the plural and in the plural shall include the singular.
- 1.2.2 Unless the context otherwise requires, a reference to one gender shall include a reference to the other genders.
- 1.2.3 The words “person” or “people” includes companies, trusts, societies or associations, government departments or statutory authorities and other individuals, corporations, partnerships or other incorporated or unincorporated bodies.

- 1.2.4 Apart from the words defined above, any words or expression defined in the Companies Act will have the same meanings in these Articles, unless the context indicates another meaning.
- 1.2.5 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 1.2.6 The words “include(s)”, “including” or “in particular” are deemed to have the words “without limitation” following them. Where the context permits, the words “other” and “otherwise” are illustrative and shall not limit the sense of the words preceding them.
- 1.2.7 Article headings shall not affect the interpretation of these Articles.

2. Registered Office

- 2.1 The registered office of the Company will be in England.

3. Objects

- 3.1 The objects of the Company are the promotion of the profession of clinical dental technician and of all matters affecting clinical dental technology and such other related purposes as the Council sees fit.

4. Powers

- 4.1 The Company has the power to do anything within the law which promotes or helps to promote the Objects, including (but not limited to) the following powers:-
 - 4.1.1 to buy, take on lease, share, hire or otherwise acquire property of any sort;
 - 4.1.2 to sell, lease or otherwise dispose of all or any part of the property belonging to the Company;
 - 4.1.3 to borrow money and to charge the whole or any part of the property belonging to the Company;
 - 4.1.4 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
 - 4.1.5 to purchase, hire, make or provide and maintain, and to sell or otherwise dispose of, all kinds of equipment and other things that may be required for the running of the Company;
 - 4.1.6 to enter into contracts, receive contributions or grants and raise funds in any way including by carrying on trade;
 - 4.1.7 to give or receive guarantees or indemnities;
 - 4.1.8 to produce, print and publish anything in any media;
 - 4.1.9 to promote and advertise the Company’s activities;
 - 4.1.10 to invest and deal with the funds of the Company not immediately required for its operations in any investments, securities or properties;

- 4.1.11 to incorporate subsidiary companies to carry on any trade;
- 4.1.12 to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- 4.1.13 to open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;
- 4.1.14 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- 4.1.15 to insure any risks arising from the Company's activities;
- 4.1.16 to purchase indemnity insurance for the Council Members;
- 4.1.17 subject to Articles 5.2 and 8, to employ and pay any employees and other staff, consultants, agents and advisers;
- 4.1.18 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- 4.1.19 to support and subscribe to any charitable or public body and any institution, society or company that may be for the benefit of the Company or its employees.

5. Use of funds and property

- 5.1 All income and property of the Company howsoever derived will be applied solely towards the promotion of the Objects and no portion thereof will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any Member of the Company.
- 5.2 No Council Member will be paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company for discharging his duties as such.
- 5.3 A Council Member is entitled to be reimbursed by the Company for out-of-pocket expenses properly and reasonably incurred by him solely in connection with his duties as Council Member when acting on behalf of the Company.

6. Limited liability and guarantee

- 6.1 Each Member undertakes to pay £1 in the event of the Company being wound up or dissolved while they are a Member or within one year after ceasing to be a Member, towards:-
 - 6.1.1 payment of the debts and liabilities of the Company incurred before they ceased to be a Member;
 - 6.1.2 payment of the costs, charges and expenses of winding up; and
 - 6.1.3 adjustment of the rights of the contributories among themselves.
- 6.2 The liability of the Members is limited to £1.

7. Indemnity of Council Members

- 7.1 For the purposes of this Article 7.1, “Relevant Council Member” means any Council Member or former Council Member of the Company.
- 7.2 Without prejudice to any indemnity to which a Relevant Council Member may otherwise be entitled, the Company shall indemnify every Relevant Council Member out of the assets of the Company against all costs and liabilities incurred by the Relevant Council Member or officer in that capacity to the extent permitted by the Companies Act.
- 7.3 To the extent permitted by law, the Company may provide funds to every Relevant Council Member to meet expenditure incurred or to be incurred by them in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by them as a Relevant Council Member, provided that they will be obliged to repay such amounts no later than:
- 7.3.1 if they are convicted in proceedings, the date when the conviction becomes final; or
 - 7.3.2 if judgment is given against them in proceedings, the date when the judgment becomes final; or
 - 7.3.3 if the court refuses to grant them relief on any application under the Companies Act, the date when refusal becomes final.

8. Conflicts of Interest

- 8.1 For the purposes of this Article 8, “Conflict of Interest” means any direct or indirect interest of a Council Member (whether personally or by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or may conflict with the interests of the Company, because the Council Member (or a person connected with him (as defined in section 252 of the Companies Act)) may receive a benefit from the Company, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Company.
- 8.2 Subject to Article 8.4, whenever a Council Member is in a situation that gives rise to, or is reasonably likely to give rise to, a Conflict of Interest, the Council Member must:
- 8.2.1 fully declare the nature and extent of the interest before discussion begins on the matter,
 - 8.2.2 withdraw from the meeting or discussion for that item, after providing any information requested by the other Council Members,
 - 8.2.3 not be counted in the quorum for that part of the meeting or decision-making process,
 - 8.2.4 be absent during the vote and have no vote on the matter, and
 - 8.2.5 comply with any other requirement which the other Council Members resolve is necessary.

- 8.3 If any question arises as to whether a Council Member has a Conflict of Interest, the question must be decided by a majority decision of the other Council Members.
- 8.4 When any Council Member has a Conflict of Interest, the Council Members who do not have a Conflict of Interest (if they form a quorum without counting the Council Member and are satisfied that it is in the best interests of the Company to do so) may by resolution passed in the absence of the Council Member permit the Council Member, notwithstanding any Conflict of Interest which has arisen or may arise for the Council Member, to:
- 8.4.1 continue to participate in discussions leading to the making of a decision, or to vote, or both,
 - 8.4.2 disclose to a third party information confidential to the Company,
 - 8.4.3 take any other action not otherwise authorised which does not involve the receipt by the Council Member (or a person connected with him (as defined in section 252 of the Companies Act)) of any payment or Material Benefit from the Company, or
 - 8.4.4 refrain from taking any step required to remove the Conflict of Interest.
- 8.5 Where a Council Member has a Conflict of Interest which has been declared to the Council Members, the Council Member shall not be in breach of that Council Member's duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence, provided that a Council Member may not withhold information relating to a direct or indirect personal benefit for the Council Member.
- 8.6 The Council Members shall observe the other duties and rules in the Companies Act, and such other rules as the Council adopts, in relation to the management of Conflicts of Interest.
- 8.7 Nothing contained in this Article shall authorise a Council Member to receive any benefit not permitted elsewhere in these Articles.

MEMBERS AND MEMBERSHIP

9. Membership

- 9.1 The current Members of the Company as at the date of adoption of these Articles and such other persons who are admitted to membership in accordance with these Articles are the Members.
- 9.2 Membership is open to any natural person interested in furthering the Objects and admitted by the Council Members. For the avoidance of doubt a Member must be an individual as opposed to an incorporated or unincorporated body.
- 9.3 The Council Members may determine criteria for membership and may set out in Rules a procedure and requirements for applying for membership. Council Members are not obliged to admit any person satisfying such criteria as Members and may decline in their absolute discretion any person's application and need not give reasons for such decision.
- 9.4 The Council may delegate the power to admit Members.

- 9.5 The Council Members may establish different classes of Members and may recognise one or more classes of associate members (who are not Members of the Company for the purposes of the Companies Act) and set out their rights and obligations in Rules.
- 9.6 The Council may determine subscriptions for Members which may be at different rates for different Members or categories of Members. All Members must pay the subscriptions (if any) that the Council determines from time to time.
- 9.7 The Council may determine subscriptions for associate members which may be at different rates for different associate members or categories of associate members. All associate members must pay the subscriptions (if any) that the Council determines from time to time.
- 9.8 Membership is not transferrable.
- 9.9 Members with voting rights shall include Full Members and Honorary Members. A Full Member is a person who has been admitted to membership by the Council and who is a clinical dental technician and is registered with the General Dental Council and who meets the requirements of membership as determined by the Council. An Honorary Member shall be (i) a clinical dental technician who would qualify to be a Full Member or (ii) someone who was previously a clinical dental technician previously registered with the General Dental Council but who has been determined by the Council to be an Honorary Member and such Honorary Member shall have voting rights but shall not be required to pay any subscriptions whilst still an Honorary Member.
- 9.10 Student Members shall be admitted by the Council if they are studying a clinical dental technician course in the United Kingdom which is recognised by the Council. Student Members shall have no voting rights but may be invited to and attend Annual General Meetings and other meetings of the Company as the Council determines from time to time.
- 9.11 International Members shall be admitted by the Council on provision of requisite evidence of qualification and registration as a clinical dental technician/denturist in their respective country. International Members shall have no voting rights but may be invited to and attend Annual General Meetings and other meetings of the Company as the Council determines from time to time.
- 9.12 Only Full Members and Honorary Members shall be entitled to use the logo of the Company in advertising their services but use of the logo is strictly limited to compliance with any Code of Conduct and/or Patient Charter and is subject to the approval of the Council. Any Full Member or Honorary Member wishing to use the Company logo may be asked to deliver a copy of the intended advertising material to the Council for approval.

10. Ending of Membership

- 10.1 A Member stops being a Member if:
- 10.1.1 the Member resigns by informing the Company in Writing but the Member shall not be reimbursed for the remainder of their subscription fees;
 - 10.1.2 any sum due from the Member to the Company remains unpaid two months after it is due and the Council resolves to end that Member's membership;

- 10.1.3 the Member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a Member and containing a warning that their membership may be ended and the Council resolves to end membership;
- 10.1.4 the Member dies.
- 10.2 The Council may resolve to remove a Member from membership on the basis that it is in the best interests of the Company (due, for example only and not limited to, that they have brought the Company into disrepute or they have breached the Company's Code of Conduct and/or Patient Charter) that his membership is terminated by giving the Member notice in Writing, provided that:
 - 10.2.1 no later than 10 working days after receiving that notice the Member can appeal in Writing to the Company against the termination;
 - 10.2.2 any appeal must be considered by a meeting of the Council, or a committee appointed by the Council; and
 - 10.2.3 the Member has the right to be heard at the meeting or may make written representations to it and the meeting shall either confirm the termination or reinstate the Member.
- 10.3 The Council may, in their absolute discretion, on application in Writing by any person, formerly a Member of the Company who has resigned, re-admit such a person. Joining fees (if any) must be paid if membership lapses for more than two years.
- 10.4 Any Member who ceases to be a Member for whatever reason forfeits all rights to or claim upon the Company, its property or funds, or any return of fees or subscriptions paid and remains liable for any fees or charges due from him as at the date of cessation.

11. Register of Members

- 11.1 The Company shall maintain a register of Members with an entry for each Member showing the Member's name and postal or other address and the date on which the Member became a Member and ceased to be a Member. The register of members must be kept at the Office or at a single alternative inspection location.
- 11.2 The register must be made available for inspection:
 - 11.2.1 by any Member without charge; and
 - 11.2.2 by any other person within five working days of receiving a request that is for a proper purpose in accordance with the Companies Act, and subject to the payment of a fee at a level that is permitted by law.

12. Annual General Meetings

- 12.1 The Company shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.
- 12.2 At an annual general meeting the business to be conducted will usually include:

- 12.2.1 the presentation of the accounts of the Company for the previous financial year and a report on the Company's activities to the Members;
- 12.2.2 the election of Council Members in place of those retiring and those appointed to fill a vacancy since the last annual general meeting; and
- 12.2.3 where necessary the appointment of auditors or reporting accountants and the fixing of the remuneration of the auditors.

13. General Meetings

- 13.1 All general meetings except annual general meetings are called general meetings.

14. Calling of General Meetings

- 14.1 The Council may call a general meeting at any time.
- 14.2 The Council must call a general meeting following a written request from Members who represent not less than 5% of the total voting rights of all the Members who have a right to vote at general meetings.
- 14.3 A requisition made by Members:
 - 14.3.1 must state the general nature of the business to be dealt with at the meeting;
 - 14.3.2 may include the text of a resolution that may properly be moved and is intended to be moved at the meeting;
 - 14.3.3 may be made in hard copy or electronic form; and
 - 14.3.4 must be authenticated by the person or persons making it.
- 14.4 A resolution may properly be moved at a general meeting unless it would, if passed, be ineffective or it is defamatory, frivolous or vexatious.
- 14.5 If the Council Members are required to hold a general meeting pursuant to a requisition by Members, they shall call such meeting within 21 days from the date on which they received the requisition. If the requisition identified a resolution intended to be moved at the meeting, notice of the meeting will include notice of the resolution. The meeting will be held on a date not more than 28 days after the date of the notice convening the meeting.

15. Notice of General Meetings

- 15.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' Written notice (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 51.6). The notice must:
 - 15.1.1 indicate the place (if it is a physical or Hybrid Meeting), date, time and the general nature of the business to be discussed and, if a Special Resolution is to be proposed, set out the exact wording of the Special Resolution; and
 - 15.1.2 include a statement informing the Members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting.

- 15.2 Notice of the meeting must be given to all Members and Council Members of the Company and to any auditor or reporting accountant in accordance with Article 51.
- 15.3 A meeting may be held on shorter notice by the agreement of Members representing not less than 90% of the total voting rights of all the Members who have the right to vote at a general meeting.
- 15.4 Accidental omission to give notice of any Meeting to any one or more persons does not of itself invalidate the proceedings at that meeting.

16. Quorum for General Meetings

- 16.1 Business may be transacted at a general meeting only if a quorum of Members is present in person or by proxy.
- 16.2 A quorum is five Members.
- 16.3 If a Virtual Meeting is to be held or Members are given the option to access the meeting electronically, a person shall be considered present if they have electronically accessed the meeting, are able to hear the chair of the meeting speak and have the ability to vote on any resolutions at the meeting.

17. Chair of a General Meeting

- 17.1 The Chair (if any) of the Council should preside as chair at every general meeting of the Company.
- 17.2 If there is no Chair, or if he is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Council shall select the chair of the meeting and in default the Members at the meeting shall select one of their number to chair the meeting.

18. Adjournment if no Quorum

- 18.1 If a quorum is not present within half an hour after the appointed starting time, the meeting shall be adjourned to another day, time and place (if it is a physical or Hybrid Meeting) as the Council may decide, except where the meeting was called by the demand of Members, in which case it must be dissolved. Articles 19.2 and 19.4 shall apply to an adjourned meeting.
- 18.2 The Council must give at least seven Clear Days' notice of the reconvened meeting stating the date, time and place (if it is a physical or Hybrid Meeting) of the meeting.
- 18.3 If no quorum is present at the reconvened meeting within half an hour of the appointed starting time, the Member or Members present at that time shall constitute the quorum for that meeting.

19. Adjournment of a General Meeting

- 19.1 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting.
- 19.2 The chair of the meeting must decide the date, time and place (unless it is a Virtual Meeting) at which the meeting is to be reconvened, unless these details are specified in a resolution.

19.3 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

19.4 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting.

20. Amendments to resolutions

20.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

20.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:

20.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

20.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

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

21. Voting on Resolutions

21.1 A resolution put to the vote of the meeting is decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by:

21.1.1 the chair of the meeting; or

21.1.2 Members present in person or by proxy representing at least 10% of the voting rights of all Members;

save that no poll may be demanded on the election of a chair of a meeting or on any question of adjournment.

21.2 Unless a poll is demanded, the declaration of the chair of the meeting that a resolution has been carried by a particular majority or lost on a show of hands is conclusive. The result of the vote must be recorded in the minutes but the number or proportion of the votes cast need not be recorded.

21.3 A demand for a poll may be withdrawn before the poll is taken but only with the consent of the chair of the meeting.

21.4 The chair of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

21.5 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

22. Proxies

- 22.1 Members may appoint a proxy who need not be a Member of the Company. The proxy may be appointed by the Member to exercise all or any of the Member’s rights to attend, speak and vote at a meeting of the Company.
- 22.2 A person holding a proxy may vote on any resolution. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he thinks fit.
- 22.3 An instrument appointing a proxy shall:
 - 22.3.1 be in Writing executed by or on behalf of the appointer;
 - 22.3.2 shall be in the form set out below or in any usual or common form or in such other form as the Council Members may approve;
 - 22.3.3 unless the contrary is stated, be valid for any reconvened meeting following an adjournment as well as for the meeting to which it relates; and
 - 22.3.4 be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the meeting or reconvened meeting (excluding any day that is not a working day).
- 22.4 A vote given by proxy shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).
- 22.5 A proxy in the following or similar form will be acceptable:

“I
of
a member of THE CLINICAL DENTAL TECHNICIANS ASSOCIATION
hereby appoint the Chair of the Company or if he is not present the chair of the
Meeting*
.....
as my proxy to vote for me on my behalf at the [annual] general meeting of the
Company to be held on the day of and any adjournment thereof.
Signed on the day of 20....

*If you do not wish to appoint the Chair or the chair of the meeting, please delete the reference to the Chair of the meeting and insert the name and address of your appointee in the space that follows. ”
- 22.6 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

23. Voting and Speaking

- 23.1 On a show of hands each Member present in person or by proxy shall have one vote on each issue at general meetings. On a poll (a counted vote) each Member present in person or by proxy shall have the following number of votes dependent on their membership type which shall be set by the Council from time to time.
- 23.2 In the case of an equality of votes the chair of the meeting shall have a second or casting vote.
- 23.3 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by Ordinary Resolution.
- 23.4 The auditor or reporting accountant has the right to attend general meetings and to speak at general meetings on any part of the business of the meeting which concerns him as auditor or reporting accountant.
- 23.5 A Council Member shall have the same rights as Members to attend and speak at general meetings but shall not be entitled to vote, save in his capacity as a Member.

24. Written Agreement to Resolution

- 24.1 Except in the case of a resolution to remove a Council Member or the auditors before the expiry of their term, Members may pass a written resolution without a meeting being held, provided that:
 - 24.1.1 it is in Writing;
 - 24.1.2 a copy of the proposed resolution has been sent to every eligible Member;
 - 24.1.3 in the case of a Special Resolution it must be stated on the resolution that it is a Special Resolution, and it must be Signed by Members (or their duly authorised representatives) representing at least 75% of the total voting rights of eligible Members;
 - 24.1.4 in the case of an Ordinary Resolution it must be Signed by Members (or their duly authorised representatives) representing at least a simple majority of the total voting rights of eligible Members; and
 - 24.1.5 it is contained in a document which has been received at the Office within the period of 28 days beginning with the circulation date.
- 24.2 A written resolution may consist of two or more documents in identical form Signed by Members and is passed when the required majority of eligible Members have signified their agreement to it.

25. Defect in appointment of a member

- 25.1 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution.

26. Electronic Meetings

- 26.1 The Council may decide to hold a general meeting including an Annual General Meeting as a physical meeting, an electronic meeting (a “**Virtual Meeting**”) or a combination of the two (a “**Hybrid Meeting**”).
- 26.2 Where electronic access to a general meeting is permitted the access must be via suitable electronic means agreed by the Council, and members accessing the meeting electronically must be able to hear the chair of the meeting speak in order to form part of the quorum and have the ability to vote on any resolutions at the meeting.
- 26.3 Where a Virtual Meeting is to be called the Company shall not be required to specify in the notice of the general meeting the place of the meeting, but it must provide sufficient information to allow members to access the meeting.
- 26.4 If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Council decides that it is impracticable or unreasonable to hold (i) the physical meeting at the declared place or (ii) the electronic meeting on the electronic platform specified in the notice, and/or at the specified date and/or time, or the Council decides that it is more appropriate, it may change the place and/or electronic platform and/or postpone the date and/or time at which the meeting is to be held. If such decision is made, the Council may then change the place and/or the electronic platform and/or postpone the date and/or time again if it decides that it is reasonable to do so.
- 26.5 All resolutions put to the members at Virtual Meetings and Hybrid Meetings shall be voted on by a poll. Such poll votes may be cast by such electronic or other means as the Council in its sole discretion deems appropriate for the purposes of the meeting.
- 26.6 All other provisions set out in these Articles in respect of the calling and holding of the general meeting, to include but not limited to, the quorum for the meeting, proxy voting, chairing of the meeting and the procedures to be followed at Virtual Meetings or Hybrid Meetings shall still apply save as amended by Article 26.
- 26.7 If a member, due to technological failings, is unable to attend a general meeting electronically or is only able to attend part of the general meeting, this shall not invalidate the meeting. The chair of the meeting shall however have the discretion to adjourn the Virtual Meeting or Hybrid Meeting if such technological failings in their opinion substantially affect the holding of the meeting. All business conducted at the general meeting up to the time of adjournment shall be valid. If the meeting is so adjourned the Council shall determine the new date for the meeting.
- 26.8 The Council may make any arrangement and impose any requirement or restriction as is necessary to ensure the identification of those taking part in any Virtual Meeting or Hybrid Meeting and the security of the electronic communication and which is proportionate to those objectives. In this respect the Council is able to authorise any voting application, system or facility for Virtual and Hybrid Meetings as it sees fit.
- 26.9 The Council may take reasonable measures and may make such Rules as it deems necessary, relating to the holding of Virtual Meetings or Hybrid Meetings from time to

time. Such Rules may include, but are not limited to including, provisions relating to etiquette and communication in meetings and voting in meetings.

27. Powers of the Council

- 27.1 The business of the Company is managed by the Council, which may use all the powers of the Company that are not, by the Companies Act or by these Articles, reserved to the Members or to them in their capacity as Members.

28. Composition of the Council

- 28.1 As at the date of adoption of these Articles the Council consists of Vincenzo Marino, Stephan Avetoom, Kevin Campbell, Kevin Abbott and Robert Handley. Such Council Members shall be deemed to have been elected by the Members for the purposes of calculating their period of service. Any period of service prior to the date of adoption of these Articles on **[insert date of adoption of these Articles of Association]** and prior to the date of the first AGM after the adoption of these Articles shall not be included when calculating a Council Member's period of service.
- 28.2 Thereafter the Council consists of not less than five and not more than ten persons elected by the Members at annual general meeting, all of whom shall be Members and up to a maximum of three Council Members who may be co-opted at any time by the Council in accordance with Article 30.2.
- 28.3 The Company must always have a minimum of five Council Members. No person under the age of 18 may be appointed as a Council Member.

29. Appointment and removal of members of the Council

- 29.1 Any other vacancies on the Council shall be filled by Members' election at annual general meeting and Council Members so elected shall serve for a fixed term of three years.
- 29.2 Except as otherwise provided for under these Articles, at the third annual general meeting after his last election a Council Member shall retire. He shall be eligible for re-election and there shall be no maximum cumulative period of office.
- 29.3 For the purposes of this Article 29 a "year" shall mean a complete period of service between two annual general meetings.
- 29.4 Any three Members may propose a candidate, or candidates, and may do so by notice in Writing to the Company at least 36 days prior to the date of the AGM. Voting shall be by ballot and every paid-up Member shall be entitled to vote for as many candidates as there are vacancies to be filled. Where candidates receive an equal number of votes, their name shall be chosen by lot.
- 29.5 Where there are no more candidates than vacant posts the candidates shall be declared elected at the annual general meeting without the necessity of a vote provided that a majority of the Council has approved the appointment of any such candidate.

30. Filling vacancies in the Council and Co-option

- 30.1 The Council can appoint any Member as a Council Member to fill a vacancy in the membership of the Council. They will hold office until the next annual general

meeting where they may be elected by the Members (unless they cease to be a Council Member prior to that by virtue of Article 31). For the purposes of this Article the Council shall decide how many vacancies there are, subject to the maximum and minimum numbers given in Article 28.2.

30.2 The Council may also co-opt up to three additional persons who must be Members onto the Council in accordance with Article 28.2 at any time who shall hold office until the next annual general meeting unless they cease to be a Council Member prior to that by virtue of Article 31.

30.3 A co-opted Council Member may be removed by the Council at any time and may not be co-opted more than six times. For the avoidance of doubt a co-opted Council Member shall be entitled to vote and count in the quorum of Council meetings.

31. Disqualification, resignation and removal of Council Members

31.1 A Council Member shall cease to be a Council Member if the Council Member:-

31.1.1 becomes bankrupt or makes any arrangement or composition with their creditors;

31.1.2 is disqualified by law from serving as a company director unless there is an appropriate exception in place;

31.1.3 is considered by the Council to have become incapable, whether mentally or physically, of managing their own affairs and a majority of the other Council Members resolve that they must cease to hold office;

31.1.4 resigns by notice in Writing to the Council Members (but only if at least three Council Members will remain in office when the resignation is to take effect);

31.1.5 is absent without permission from three consecutive meetings of the Council Members and it is resolved by a majority of the other Council Members to remove the Council Member;

31.1.6 breaches their duties under the Companies Act and in particular the duties for the proper management of conflicts of interest and the Council resolves to remove him by a resolution by 75% of the other Council Members present and voting at a meeting and that prior to such a meeting the Council Member in question has been given written notice of the intention to propose such a resolution at the meeting;

31.1.7 is removed from office by the Members convening a general meeting and removing the Council Member in accordance with the procedure set out in the Companies Act;

31.1.8 is removed from office by a resolution of at least 75% of the other Council Members present and voting at a Council meeting provided:

(a) at least half of the serving Council Members are present at the meeting; and

(b) that prior written notice of meeting and the intention to propose such a resolution has been given to the Council Member in question;

- 31.1.9 is appointed to any remunerated office in the Company;
- 31.1.10 is a co-opted Council Member and is removed by the Council;
- 31.1.11 has their membership of the Company is terminated under Article 10;
or
- 31.1.12 dies.

32. Notification of change of Council Members

- 32.1 All appointments, retirements or removals of Council Members and the Company Secretary (if any) must be notified to the Registrar of Companies.

DECISION-MAKING BY THE COUNCIL

33. Meetings of the Council

- 33.1.1 The Council Members must hold at least three meetings each year.
- 33.1.2 The Council may meet, adjourn and run its meetings as it wishes, subject to these Articles and the Companies Act.

34. Calling a meeting

- 34.1 The Company, if requested by the Chair or any three Council Members, must call a meeting of the Council.

35. Participation in meetings

- 35.1 Council meetings may be held in person, by telephone, or by suitable electronic means agreed by the Council in which all participants may communicate with all other participants.

36. Quorum for Council meetings

- 36.1 The quorum for a Council meeting is three Council Members.
- 36.2 A Council Member shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote.

37. Chair of Council meetings

- 37.1 The Chair or (if the Chair is unable or unwilling to do so) some other Council Member chosen by the Council Members present presides at each Council meeting.

38. Voting

- 38.1 Matters for decision at any meeting must be decided by a majority of votes and each Council Member has one vote (including the Chair).
- 38.2 If the votes are equal, the Chair has a second or casting vote.

39. Resolutions in Writing without a Council meeting

- 39.1 A resolution in Writing Signed by all of the Council Members is as valid as if it had been passed at a properly held meeting of the Council. The resolution may consist of several documents in the same form Signed by one or more of the Council Members.

40. Council's right to act despite vacancies

- 40.1 The Council may act despite any vacancy on the Council, but if the number of Council Members falls below the number fixed as the quorum, it may act only to appoint further Council Members.

41. Validity of acts done at meetings

- 41.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Council Member, anything done before the discovery is valid.

DELEGATION BY THE COUNCIL AND COMMITTEES

42. Delegation by the Council

- 42.1 Subject to the Articles, the Council Members may delegate any of the powers which are conferred on them under the Articles:-

42.1.1 to such person or committee;

42.1.2 by such means (including by power of attorney);

42.1.3 to such an extent;

42.1.4 in relation to such matters; and

42.1.5 on such terms and conditions;

as they think fit.

- 42.2 If the Council Members so specify, any such delegation may authorise further delegation of the Council Members' powers by any person to whom, or committee to which, they are delegated.

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

43. Delegation to committees

- 43.1 Any delegation to a committee must specify those who are to serve on the committee. The Council may co-opt any person who is not a Council Member to serve on a committee, provided that a committee must include at least one Council Member at all times.

- 43.2 All acts and proceedings of a committee must be reported to the Council as soon as possible.

- 43.3 A committee must not knowingly incur expenditure or liability on behalf of the Company except where authorised by the Council in accordance with a budget approved by the Council.

- 43.4 A committee may elect a chair of its meetings if the Council does not nominate one.
- 43.5 If at any meeting the committee's chair is not present within ten minutes after the appointed starting time, the committee members present may choose one of their number to be chair of the meeting.

44. Meetings of Committees

- 44.1 Unless the terms of reference for a committee provide otherwise:

44.1.1 a committee may meet and adjourn whenever it chooses;

44.1.2 questions at a committee meeting must be decided by a majority of votes of the committee members present and in the case of an equality of votes, the chair of the committee meeting shall have a casting vote; and

44.1.3 a committee must have minutes entered in minute books.

ADMINISTRATIVE MATTERS

45. Appointment and Removal of a Company Secretary

- 45.1 The Council may (but need not) appoint and remove a Company Secretary in accordance with the Companies Act and may decide their period of office, pay and any conditions of service.

46. Appointment of Reporting Accountants or Auditors

- 46.1 The Company must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Company's income or assets from time to time makes this a legal requirement.

47. Honorary Officers

- 47.1 The Company may appoint and remove any person(s) as Patrons or other office holder of the Company who shall serve for such period as the Council shall determine. Such posts are honorary only and carry no additional voting or other rights.
- 47.2 The Council shall appoint and remove the Chair and other officers which may include the Treasurer from amongst the members of the Council and shall determine their period of service.

48. Records

- 48.1 The Council must keep records of:-

48.1.1 all proceedings at Council meetings (including the names of the Council Members present);

48.1.2 all written resolutions

48.1.3 all reports of committees

48.1.4 all proceedings at general meetings; and

48.1.5 all professional advice received.

48.2 Council minutes must be kept for a minimum of 10 years from the date of the meeting.

49. Proper accounts and records

49.1 Accounts shall be prepared in accordance with the Companies Act.

49.2 The accounts and records must be kept at the Office or at other places decided by the Council. The accounts and records must always be open to inspection by the Council Members.

49.3 The Council Members must decide whether, how far, when, where and under what rules the accounts and records may be inspected by Members.

50. Accounts and returns

50.1 The Council must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.

50.2 Copies need not be sent to a person for whom the Company does not have a current address (as defined in the Companies Act).

50.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:

50.3.1 the deadline for filing the Company's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act; or

50.3.2 if earlier, the date on which the Company actually files the accounts and reports (or summary financial statements) with Companies House.

50.4 To the extent required by law, the Council must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.

51. Service of Notices

51.1 The Company may provide notices, accounts or other documents to any Member either:

51.1.1 in person; or

51.1.2 by hand-delivery or ordinary post to the Member's registered address;

51.1.3 if the Member has provided the Company with an email address, by email to that address (subject to the Member having consented to receipt of the notice, documents or accounts in this way); or

51.1.4 in accordance with the provisions for communication by website set out below.

- 51.2 If a Member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which the Member has provided to the Company for that purpose, or in accordance with the other methods set out in Article 51.1.
- 51.3 If a notice, accounts or other documents are sent by post, they will be treated as having been served by the Company correctly addressing, pre-paying and posting a sealed envelope containing them. If sent by email they will be treated as properly sent if the Company receives no indication that they have not been received.
- 51.4 Any notice or other document sent in accordance with these Articles is to be treated as having been received:
- 51.4.1 if sent by post, 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post or overseas post;
- 51.4.2 if sent by email, 24 hours after having been properly sent; or
- 51.4.3 immediately on being handed to the recipient personally.
- 51.5 The Company may assume that any e-mail address provided to it by a Member remains valid unless the Member informs the Company that it is not.
- 51.6 Where a Member has informed the Company in Writing of their consent, or has given deemed consent in accordance with the Companies Act, to receive notices, accounts or other documents from the Company by means of a website, such information will be validly given if the Company sends that Member a notification informing them that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting, the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

52. Irregularities

- 52.1 The making of any decision, or the proceedings at any meeting of the Council Members, Members or a committee shall not be invalidated by reason of:
- 52.1.1 any accidental informality or irregularity (including any accidental omission to give, or any non-receipt of, notice,) or
- 52.1.2 the lack of qualification in any of the persons present and voting,
- unless a provision of the Companies Act specifies that the informality, irregularity or lack of qualification shall exclude it.

53. Who is Entitled to Notice of General Meetings

- 53.1 Notice of every general meeting must be given to:-

53.1.1 every Member (except those Members who lack a registered postal address within the United Kingdom and have not given the Company a postal address for notices within the United Kingdom);

53.1.2 the reporting accountants or auditor of the Company;

53.1.3 all Council Members;

53.1.4 any person having the right to nominate a Council Member; and

53.1.5 any Patron or other honorary position.

54. Rules

54.1 The Council may make such rules, by-laws or regulations as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a Special Resolution.

54.2 No rule may be made which invalidates any prior act of the Council which would otherwise have been valid.

54.3 If there is a conflict between the terms of these Articles and any Rules, the terms of these Articles shall prevail.

54.4 The Council may determine from time to time appropriate disciplinary procedures in respect of Members.

55. Alterations to these Articles

55.1 Alterations to these Articles of Association may only be made by a special resolution at a general meeting or by a written special resolution. A special resolution will be validly passed at a general meeting if the Company gives the Members at least 14 Clear Days' notice of the intention to pass a special resolution at the meeting and at least 75% of the votes cast are in favour of the resolution.

56. Winding-up of the Company

56.1 The Council may pass a resolution for the dissolution of the Company. If the Company is wound-up or dissolved, and there remains any assets after all debts and liabilities have been met, the assets shall not be distributed to the Members and shall instead be applied directly for the Objects or transferred to one or more bodies established for purposes within, the same as or similar to the Objects or must be distributed to a charity or charities registered in England and Wales. The recipient body or bodies or charity or charities shall be chosen by the Council Members at or before the time of the dissolution.