

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**OF**

**NATIONAL ASSOCIATION OF PUBLIC AND PROPRIETARY GOLF CLUBS AND COURSES LIMITED**

Company Number: 09416776

(Initially adopted 4 February 2015 – latest version includes amendment 24 January 2024)

The company's name is **NATIONAL ASSOCIATION OF PUBLIC AND PROPRIETARY GOLF CLUBS AND COURSES LIMITED** (hereinafter referred to as the "Association").

The Association's objects are:

- (a) To unite clubs at public and proprietary courses in England, Scotland, Wales and Ireland and their course management authorities in furtherance of the interests of amateur golf;
- (b) To promote annual golf championships and other matches, competitions and tournaments; and
- (c) To represent the interests of members of the Association.

In furtherance of the above objects (but not further or otherwise) the Association shall have the following powers:

- i. To purchase take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world and to construct maintain and alter buildings and erections connected therewith;
- ii. To be a member of, establish, purchase or otherwise acquire, any company or business which, in the opinion of the directors, may be carried on so as, directly or indirectly to benefit the Association;
- iii. To sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Association subject to such consents as may be required by law;
- iv. To execute and do all such other instruments acts and things as may be requisite for the efficient management, development and administration of the said property;
- v. To borrow or raise money for the objects of the Association on such terms and on such security as may be thought fit subject to such consent as may be required by law;
- vi. To take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Association;

- vii. To print and publish any newspaper, periodicals, books, articles or leaflets;
- viii. To raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, levy, entrance fee, donation or otherwise;
- ix. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- x. To invest monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consent (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- xi. To make any donations in cash or assets or establish or support or aid in the establishment of support of or constitute or lend money (with or without security) to or for any trust organisation union association or other institution which are for the benefit of golf in the United Kingdom or elsewhere or any part thereof;
- xii. To engage and pay persons whether on a full or part time basis or whether as consultant or employee, to supervise, organise, carry on the work of and/or advise the Association;
- xiii. To make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses or dependents.
- xiv. To manufacture purchase sell and distribute merchandising goods and to acquire protect and licence trademarks, brand names, logos, or character images in connection therewith.
- xv. To amalgamate with any companies, institutions, associations societies or unions which shall have objects altogether or mainly similar to those of the Association or which are for the benefit of the Association and which prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent such payments and distributions are prohibited by these rules;
- xvi. To do all such other things as will in the opinion of the directors further the attainment of the objects of the Association or any of them;

The income and property of the Association shall be applied solely towards the promotion of its objects and save on dissolution no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association.

## **PART 1**

### **INTERPRETATION AND LIMITATION OF LIABILITY**

#### **1. DEFINED TERMS**

- 1.1 In these Articles, unless the context requires otherwise:

<b>“the Act”</b>	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association and including any statutory modification or re-enactment of it for the time being in force;
<b>“the Articles”</b>	means the Association’s articles of association from time to time;
<b>“Associate”</b>	means an individual appointed as an associate of the Association pursuant to Article 19.5;
<b>“director”</b>	means a director of the Association, and includes any person occupying the position of director, by whatever name called;
<b>“document”</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>“electronic form”</b>	has the meaning given in section 1168 of the Companies Act 2006;
<b>“member”</b>	means a golf club playing over a public or proprietary course in England, Scotland, Wales or Ireland which applies for and is admitted as a member of the Association;
<b>“month”</b>	means calendar month;
<b>“Nominated Representative”</b>	means an individual nominated by a member in writing or whose identity shall have otherwise been agreed by the Board to represent such member at a general meeting of the Association and to vote thereat in the name of that member;
<b>“officer”</b>	means a director or secretary of the Association;
<b>“ordinary resolution”</b>	has the meaning given in section 282 of the Companies Act 2006;
<b>“participate”</b>	in relation to a directors’ meeting, has the meaning given in Article 10;
<b>“Patron”</b>	an individual appointed as a patron of the Association pursuant to Article 19.5;
<b>“proxy notice”</b>	has the meaning given in Article 30;
<b>“Rules”</b>	such rules as are in force from time to time made or adopted by the directors pursuant to Article 6.2;
<b>“society”</b>	an association comprising 20 or more individuals however formed or constituted (whether formally or not) the purpose of which association as the playing and enjoyment of golf by its members;

<b>“special resolution”</b>	has the meaning given in section 283 of the Companies Act 2006;
<b>“writing”</b>	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 but excluding any statutory modification not yet in force when these Articles become binding on the Association.

- 1.2 The masculine includes the feminine and, where appropriate, the singular includes the plural.
- 1.3 The headings in these Articles do not form a part of them or in any manner affect their interpretation or construction.

## **2. LIABILITY OF MEMBERS**

The liability of each member is limited to £1, being the amount that each such member undertakes to contribute to the assets of the Association in the event of its being wound up while it is a member or within one year after it ceases to be a member, for:

- (a) payment of the Association’s debts and liabilities contracted before it ceases to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

## **PART 2**

### **DIRECTORS**

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

##### **3. DIRECTORS' GENERAL AUTHORITY**

Subject to the Articles, the directors are responsible for the management of the Association’s business, for which purpose they may exercise all the powers of the Association including to fix the annual and other subscriptions payable by members on such terms and conditions as they think fit.

##### **4. DIRECTORS MAY DELEGATE**

- 4.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles to such person(s) or committee(s), by such means (including by power of attorney), to such an extent, in relation to such matters or territories; and on such terms and conditions as they see fit. In the exercise of the powers delegated to it a committee must conform to any regulation prescribed by the directors and the Articles.
- 4.2 If the directors so specify and to the extent so specified, any such delegation may authorise further delegation of the directors’ powers by any person or committee to whom they are delegated.

- 4.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

## **5. COMMITTEES**

- 5.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.
- 5.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

## **6. MANAGEMENT & RULES**

- 6.1 Without prejudice to Article 4.1, the management and administration of the Association shall be conducted by the directors.
- 6.2 The directors shall be entitled from time to time and at any time to make and adopt such rules for the management, organisation and administration of the Association as they think fit and to amend the same from time to time.

## **DECISION MAKING BY DIRECTORS**

### **7 DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 9.

### **8 UNANIMOUS DECISIONS**

- 8.1 A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 8.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 8.3 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 directors' meeting.
- 8.4 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.

### **9. CALLING A DIRECTORS' MEETING**

- 9.1 Any director may call a directors' meeting by giving not less than 14 days' written notice of the meeting to the directors (or such shorter period of notice as agreed in writing by all of the directors) or by authorising the company secretary (if any) to give such notice.
- 9.2 Notice of any directors' meeting must indicate;

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

9.3 Notice of a directors' meeting must be accompanied by::

- (a) an agenda specifying in reasonable detail the matters to be raised at the meeting; and
- (b) copies of any papers to be discussed at the meeting.

9.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Association 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.

## **10. PARTICIPATION IN DIRECTORS' MEETINGS**

10.1 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when;

- (a) the meeting has been called and takes place in accordance with the Articles, and;
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

10.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

10.3 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.

## **11. QUORUM FOR DIRECTORS' MEETING**

11.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

11.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than five.

11.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision;

- (a) to appoint further directors, or;
- (b) to call a general meeting so as to enable the members to appoint further directors.

## **12. CHAIRING OF DIRECTORS' MEETING**

- 12.1 The directors may appoint a director to chair their meetings.
- 12.2 The person so appointed for the time being is known as the chairman.
- 12.3 The directors may terminate the chairman's appointment at any time.
- 12.4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

## **13. CONFLICTS OF INTEREST**

- 13.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Association in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 13.2 For the purposes of this Article 13, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 13.3 Subject to Article 13.4, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 13.4 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

## **APPOINTMENT OF DIRECTORS**

### **14. NUMBER OF DIRECTORS**

The Association shall have a minimum of five and a maximum of ten directors provided that if at any time the number of directors falls below five then the directors in office may appoint a new director or directors so as to achieve the minimum number stated above and who shall hold office until the next annual general meeting of the association.

### **15. METHODS OF APPOINTING DIRECTORS**

- 15.1 Any person who is willing to act as a director, is eligible in accordance with Article 16, and is permitted by law to do so, may be appointed to be a director:
  - (a) by ordinary resolution pursuant to Article 15.2, or
  - (b) by a decision of the directors pursuant to Article 15.3.

15.2 No person shall be eligible for election as director at any annual general meeting unless not less than 28 days nor more than 42 days before the date appointed for the meeting there shall have been left at the registered office of the Association:

- (a) a notice in writing signed by a member duly qualified to attend and vote at that meeting stating the member's intention to propose such person for election as director and
- (b) a notice in writing signed by the proposed director stating his willingness to be elected.
- (c) The names of candidates proposed in accordance with these Articles be entered onto the proxy form delivered with the notice convening the annual general meeting of the Association and placed thereupon in alphabetical order and against the name of the candidate seeking election of director the word "Director" must appear and provision made thereon for the members to indicate their vote in favour of or against any such nominee. A retiring director offering himself for re-election may be identified as such on the proxy form delivered with the notice convening the annual general meeting.
- (d) In the event of there being more candidates or nominations than there are vacancies on the board of directors, subject to the maximum number of directors as set out in these Articles, the election shall be by ballot at the annual general meeting. If there should be an equality of votes, the chairman shall decide by lot which of the candidates so receiving an equal number of votes shall be elected. In case there shall be insufficient nominations the directors may fill the remaining vacancies in accordance with and subject to Article 15.3.

15.3 The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not exceed the number fixed in accordance with these Articles. Any director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at that meeting

## **16. RETIREMENT OF DIRECTORS**

16.1 At every annual general meeting of the Association at least one third of the directors (or, if there are less than six directors in office, two of the directors) for the time being must retire from office. The directors to retire in each annual general meeting shall be those who have been longest in office since their last election (including, where applicable, their last election as directors) but, as between persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Retiring directors are eligible for re-election. The Association may from time to time by ordinary resolution determine in what rotation the directors are to retire from office.

16.2 At the annual general meeting at which a director retires in the manner set out at Article 16.1 the Association may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election

in accordance with Article 16.1, be deemed to have been re-elected, unless at such a meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.

**16.3 The office of a director is vacated if:**

- (a) notification is received by the Association in writing from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (b) 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;
- (c) a bankruptcy order is made against that person;
- (d) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (e) a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
- (f) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.

**17. DIRECTORS' REMUNERATION**

No director shall be paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association for discharging his duties as such, except reasonable out-of-pocket expenses and such reasonable honoraria as may be determined by the Board (excluding the recipient thereof) in return for the provision of such additional services to the Association as the Board may reasonably require and request.

**18. DIRECTORS' EXPENSES**

The Association may pay any reasonable out of pocket expenses which the directors properly incur in connection with their attendance at meetings of directors or committees of directors or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

**PART 3**

**MEMBERS**

**19. MEMBERSHIP**

**19.1** Membership of the Association shall be open to all golf clubs and societies playing over a public or proprietary course in England, Scotland, Wales or Ireland.

- 19.2 No such club or society shall become a member unless there shall have been completed on its behalf and submitted to the Association an application for membership in a form approved by the directors and the directors shall have determined to admit it to membership.
- 19.3 If the whole of the subscription or any part thereof payable by a member shall remain unpaid two months after the due date for payment as set out in the Rules or otherwise determined by the directors such member shall cease ipso facto to be a member of the Association.
- 19.4 A member club may withdraw from membership of the Association by giving notice to the Association in writing at any time but that shall be without prejudice to the liability of the member for their subscription in respect of the year in which such notice is given.
- 19.5 The directors may from time to time and at their discretion appoint such individuals as they think fit as Patrons of the Association. Any such appointment may be for life or for such other period as the directors may determine at the time of appointment. Each Patron shall be entitled to receive notice of and to attend but not to vote at general meetings of the Association.
- 19.6 The Board shall be entitled for good and sufficient reason to terminate the membership of any member Provided that the member concerned shall have a right to be heard on appeal to and be subject to the decision of the members in general meeting which decision shall be final.

## **20. ORGANISATION OF GENERAL MEETINGS**

- 20.1 All general meetings other than annual general meetings shall be called general meetings.
- 20.2 The directors may, whenever they think fit, convene a general meeting.
- 20.3 15 members may require the directors to convene a general meeting. A requisition made by such members:
  - (a) must state the general nature of the business to be dealt with at the meeting;
  - (b) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting, and a resolution may properly be moved at a meeting unless in the opinion of the directors it would, if passed, be ineffective, it is defamatory, or it is frivolous or vexatious; and
  - (c) may be made in hard copy or electronic form and must be authenticated by the persons making it.
- 20.4 If the directors are required to hold a meeting pursuant to a requisition by voting members, they shall call such meeting within 21 days from the date on which they become subject to the requirement. If the requisition identified a resolution intended to be moved at the meeting, notice of the meeting shall include notice of the resolution. The meeting shall be held on a date not more than 28 days after the date of the notice convening the meeting.
- 20.5 If the directors are required to call a meeting but fail to do so in accordance with the above provisions, the members who requisitioned the meeting may themselves call a general meeting. If the requisition identified a resolution

intended to be moved at the meeting, notice of the meeting shall include notice of the resolution. The meeting shall be called for a date not more than three months after the date on which the directors became subject to the requirement to call a meeting.

20.6 The Association shall hold a general meeting in each year as its Annual General Meeting in addition to any other meetings in that year, and must specify the meeting as the Annual General Meeting in the notices convening it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Provided that so long as the Association hold its first Annual General Meeting within 18 months of its incorporation it need not hold it in the year of its incorporation. The Annual General Meeting shall be held at such time and place as the directors shall appoint.

## **21. NOTICE OF GENERAL MEETINGS**

21.1 Any general meeting or annual general meeting shall be called by at least 14 days' notice. Any period of notice is exclusive of the day on which the notice is given and the day of the meeting.

21.2 Notice shall be given to every member, director and Patrons stating:

- (a) the time and date of the meeting;
- (b) the place of the meeting; and
- (c) the general nature of the business to be dealt with at the meeting.

21.3 Notice shall be given in hard copy form, in electronic form, or by means of the Association website; or partly by one such means and partly by another. If notice is by means of the Association website, the Association shall notify persons so entitled of the presence of the notice on the website. Such notification shall state that it concerns a notice of a Association meeting, and specify the place, date and time of the meeting. The notice shall be available on the Association website from the date of notification until the conclusion of the meeting.

21.4 Accidental omission to give notice of any meeting to any one or more persons does not of itself invalidate the proceedings at that meeting.

## **22. QUORUM FOR GENERAL MEETINGS**

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. 10 persons each being the Nominated Representative of a member and in attendance in person or by proxy shall be a quorum.

## **23. CHAIRING GENERAL MEETINGS**

23.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

23.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is 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.

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

#### **24. ATTENDANCE AT GENERAL MEETINGS AND SPEAKING BY NON MEMBERS**

- 24.1 Every member shall be entitled to have two individuals of its choosing in attendance at general meetings of the Association one of whom shall be its Nominated Representative and both of whom shall be entitled to speak thereat.
- 24.2 Every director shall be entitled to speak at general meetings of the Association and the chairman of the meeting may at his discretion permit persons other than those referred to in Article 24.1, directors and Patrons to attend and speak at a general meeting.

#### **25. ADJOURNMENT**

- 25.1 If the 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 chairman of the meeting must adjourn it.
- 25.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if the meeting consents to an adjournment.
- 25.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 25.4 When adjourning a general meeting, the chairman of the meeting must—
  - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 25.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
  - (a) to the same persons to whom notice of the Association's general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain.
- 25.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

#### **VOTING AT GENERAL MEETINGS**

## **26. VOTING RIGHTS**

Every member shall be entitled to one vote which shall be cast by the member's Nominated Representative .

## **27. VOTING GENERAL**

A resolution put to the vote of a general meeting shall be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

## **28. ERRORS AND DISPUTES**

- 28.1 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.
- 28.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

## **29. POLL VOTES**

- 29.1 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 the vote on that resolution or immediately after the vote but before the result is declared.
- 29.2 A poll may be demanded by—
  - (a) the chairman of the meeting;
  - (b) the directors; or
  - (c) two or more persons having the right to vote on the resolution.
- 29.3 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.
- 29.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

## **30. CONTENT OF PROXY NOTICES**

- 30.1 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 directors may determine; and

- (d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

30.2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

30.3 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.

30.4 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.

### **31. DELIVERY OF PROXY NOTICES**

31.1 The instrument appointing a proxy must be received by the Association no later than 48 hours before the time for holding the meeting or adjourned meeting.

31.2 In calculating the period referred to in article 31.1 no account shall be taken of any part of a day that is not a working day (and for these purposes a "working day" shall mean Monday to Friday, excluding Bank holidays).

31.3 A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.

31.4 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

31.5 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.

31.6 A proxy notice must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

31.7 In default of compliance with this Article 31, the instrument of proxy shall not be treated as valid. A valid instrument of proxy shall be deemed, unless expressing the contrary, to confer authority to demand or join in demanding a poll.

### **PART 4**

#### **ADMINISTRATIVE ARRANGEMENTS**

### **32. MEANS OF COMMUNICATION TO BE USED**

32.1 Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.

32.2 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

32.3 A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 7 days.

32.4 Unless otherwise provided for in these Articles or by the Act, the Association may send a document or information to a member by the following means:

- (a) in hard copy form by sending it by post in a prepaid envelope addressed to the member at the address held by the Association in its register. Provided that the address is in the United Kingdom, and it was properly addressed, prepaid and posted, service of the document or information is deemed to have been received by the intended recipient 48 hours after it was posted;
- (b) in electronic form if the member has given an e-mail address for this purpose. Provided that it was properly addressed, the document or information is deemed to have been received by the intended recipient 48 hours after it was sent; or
- (c) by making such document or information available on the Association website. The document or information shall be readable and downloadable, and the recipient shall be notified of its presence and how to access it. The document or information is deemed to have been received by the intended recipient when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website. It shall be available on the website for at least 21 days beginning with the day on which notification was sent to the intended recipient, provided that temporary non-availability wholly attributable to circumstances that it would not be reasonable to have expected the Association to prevent or avoid shall be disregarded.

32.5 Where a member has received a document or information from the Association otherwise than in hard copy form, he may require the Association to send him a version of the document or information in hard copy form. The Association shall send free of charge such document or information in hard copy form within 21 days of receipt of any such request.

32.6 A document or information sent or supplied by a member to the Association or by the Association to a member is sufficiently authenticated if:

- (a) in hard copy form, it is signed by the person sending or supplying it; and
- (b) in electronic form, the identity of the sender is confirmed in the manner specified by the Association or, where no such manner has been specified by the Association, if the communication contains or is accompanied by a statement of the identity of the sender and the Association has no reason to doubt the truth of that statement.

### **33. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

Except as provided by law or authorised by the directors 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.

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **34. INDEMNITY**

34.1 Subject to Article 34.2, a relevant director or an associated company may be indemnified out of the Association'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 Association or an associated company;
- (b) any liability incurred by that director in connection with the activities of the Association or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
- (c) any other liability incurred by that director as an officer of the Association or an associated company.

34.2 This Article 34 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.

34.3 In this Article 34:

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

### **35. INSURANCE**

35.1 The directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.

35.2 In this Article 35:

- (a) a "relevant director" means any director or former director of the Association or an associated company;
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Association, any associated company or any pension fund or employees' share scheme of the Association or associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

