

COMPANY NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION OF
INTERNATIONAL AUTHORS FORUM**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Authentication by each subscriber

Owen David ATKINSON

Mats Mikael LINDBERG

Dated: 19 April 2013

THE COMPANIES ACTS 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
FOR

INTERNATIONAL AUTHORS FORUM

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

DEFINED TERMS

1 In the Articles, unless the context requires otherwise—

“Administrative body” shall be known as the Steering Committee
“Administrators” are defined as Members of the board of Trustees;

“Articles” means the Association's Articles of Association;

“Associate Member” means a Qualifying Member that is not an Author Organisation but includes Authors or Authors’ Organisations within its membership. Associate Members have the same entitlements as Author Organisation Members but are not entitled to vote;

“Author” means a person who creates literary or artistic works;

“Author Organisation” means an Organisation that represents only or primarily Authors or Authors’ Organisations;

“Author Organisation Member” means an Author Organisation who is a Qualifying Member and has the following entitlements: access to IAF meetings; access to the Members’ area of the website; voting status; is allocated a number of votes based on the number of Members of the Author Organisation;

“Author Representative” means an elected Member or an employee of an Author Organisation;

“Bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of Bankruptcy;

“Chairman” shall have the meaning and defined as “Chair” throughout these memorandum and article of Association and be the person chairing a meeting of either the Trustees or the Members.

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

“Director” means a Director of the Association, and includes any person occupying the position of Director and in these Articles shall be called a Trustee or by whatsoever name called;

“Document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“Electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“Executive Administrator” means an employee who is not a Member of the board of Trustees, who acts as a link between the Trustees, and implements their policies;

“General Meeting” shall mean the general assembly of the Association which shall meet at least once in each calendar year.

“Member” has the meaning given in section 112 of the Companies Act 2006. Only an Organisation is eligible to be a Member;

“Ordinary Resolution” has the meaning given in section 282 of the Companies Act 2006;

“Organisation” means any Association or body constituted as an Association to represent any group of authors or any other similar Association and being eligible to be a Member of the Association.

“Participate”, in relation to a Trustees' meeting, has the meaning given in article 10;

“Proxy Notice” has the meaning given in article 31;

“Qualifying Member” means a Member who has fully paid any subscriptions;

“Regions” shall mean all of the following: Africa; Asia Pacific; Europe; Mexico, Central and South America; and the USA and Canada; or in the singular any one of these Regions. A Qualifying Member shall be categorised as belonging to a Region by the country in which its main office is registered.

“Special Resolution” has the meaning given in section 283 of the Companies Act 2006;

“Steering Committee” means the administrative or controlling body and the persons appointed are the Trustees of the Association.

“Subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“Trustee” has the same meaning as Director and shall hold the same position as a Director of the Association

“Umbrella Organisation” means an Organisation that represents organisations as opposed to individuals

“Umbrella Author Organisation Member” means a Qualifying Member with the same entitlements as an Author Organisation Member

“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.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Association.

OJECTS AND AIMS

- 2 The objects of the Association are to provide an international forum for Authors, for their representation worldwide and in particular for the following:
- (1) Providing Authors’ Organisations’ worldwide with an international platform to exchange information, develop positions and to provide support in Authors’ rights matters;
 - (2) Advocating the Author’s role in society, pointing out the importance of creation for cultural diversity and the economic value which Authors create
 - (3) Promoting and defending Authors’ interests and Authors’ rights including both moral and economic rights
 - (4) Actively working in favour of balanced contractual legislation that guarantees fair practices for Authors and ensures that Authors retain their economic and moral rights against buyouts and other unfair practices
 - (5) Promoting the benefits of Authors’ rights in general and of collective management in particular in order to ensure that Authors always receive fair and equitable remuneration whenever their works are exploited by third parties
 - (6) Facilitate a strong Authors’ presence in international organisations through lobbying and copyright awareness activities and through joint activities on areas of mutual interest.

LIABILITY OF MEMBERS

- 3 The liability of each Member is limited to £1.00, being the amount that each Member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for—
- (a) payment of the Association's debts and liabilities contracted before he ceases to be a Member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

PART 2
TRUSTEES
TRUSTEES' POWERS AND RESPONSIBILITIES

TRUSTEES' GENERAL AUTHORITY

- 4 Subject to the Articles, the Trustees are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

MEMBERS' RESERVE POWER

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

TRUSTEES MAY DELEGATE

- 6 (1) Subject to the Articles, the Trustees may delegate any of the powers which are conferred on them under the Articles—
- (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;
- as they think fit.
- (2) If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated.
- (3) The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

COMMITTEES

- 7
- (1) Committees to which the Trustees 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 Trustees,
 - (2) The Trustees 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.
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DECISION-MAKING BY TRUSTEES

TRUSTEES TO TAKE DECISIONS COLLECTIVELY

- 8
- (1) The general rule about decision-making by Trustees is that any decision of the Trustees must be either a simple majority decision of Trustees present at a meeting or a decision taken in accordance with article 9.
 - (2) If—
 - (a) the Association only has one Trustee, and
 - (b) no provision of the Articles requires it to have more than one Trustee,the general rule does not apply, and the Trustee may take decisions without regard to any of the provisions of the Articles relating to Trustees' decision-making.

UNANIMOUS DECISIONS

- 9
- (1) A decision of the Trustees is taken in accordance with this article when all eligible Trustees indicate to each other by any means that they share a common view on a matter.
 - (2) Such a decision must take the form of a resolution in writing. If the decision is taken at a meeting, recording the decision in the minutes will be considered sufficient writing. If the decision is taken outside a meeting, the decision will be ratified in writing by recording it in the minutes of the next meeting.
 - (3) References in this Article to eligible Trustees are to Trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a Trustees' meeting.
 - (4) A decision may not be taken in accordance with this Article if the eligible Trustees would not have formed a quorum at such a meeting.

CALLING A TRUSTEES' MEETING

- 10 (1) Any Trustee may call a Trustees' meeting by giving notice of the meeting to the Trustees or by authorising the Association secretary (if any) to give such notice.
- (2) Notice of any Trustees' meeting must indicate—
- (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a Trustees' meeting must be given to each Trustee, but need not be in writing.
- (4) Notice of a Trustees' meeting need not be given to Trustees 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.

PARTICIPATION IN TRUSTEES' MEETINGS

- 11 (1) Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when—
- (a) the meeting has been called and takes place in accordance with the Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- (3) If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

QUORUM FOR TRUSTEES' MEETINGS

- 12 (1) At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- (2) The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than a simple majority of Trustees appointed.
- (3) If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision—
 - (a) to appoint further Trustees, or
 - (b) to call a General Meeting so as to enable the Members to appoint further Trustees.

CHAIRING OF TRUSTEES' MEETINGS

- 13 (1) The Trustees may appoint a Trustee to chair their meetings.
- (2) The person so appointed for the time being is known as the chair.
- (3) The Trustees may terminate the chair's appointment at any time.
- (4) If the chair is not participating in a Trustees' meeting within ten minutes of the time at which it was to start, the participating Trustees must appoint one of themselves to chair it.

CASTING VOTE

- 14 (1) If the numbers of votes for and against a proposal are equal, the chair or other Trustee chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the Articles, the chair or other Trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.

CONFLICTS OF INTEREST

- 15 (1) If a proposed decision of the Trustees is concerned with an actual or proposed transaction or arrangement with an Association in which a Trustee is interested, that Trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a Trustee who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when—

- (a) the Association by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Trustee from being counted as participating in the decision-making process;
 - (b) the Trustee's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the Trustee's conflict of interest arises from a permitted cause.
- (4) For the purposes of this Article, the following are permitted causes—
- (a) a guarantee given, or to be given, by or to a Trustee in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and Trustees or former employees and Trustees of the Association or any of its subsidiaries which do not provide special benefits for Trustees or former Trustees.
- (5) For the purposes of this Article, references to proposed decisions and decision-making processes include any Trustees' meeting or part of a Trustees' meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of Trustees or of a committee of Trustees as to the right of a Trustee 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 chair whose ruling in relation to any Trustee other than the chair is to be final and conclusive.
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the Trustees at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

RECORDS OF DECISIONS TO BE KEPT

- 16 The Trustees must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Trustees.

TRUSTEES' DISCRETION TO MAKE FURTHER RULES

- 17 Subject to the Articles, the Trustees may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Trustees.
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APPOINTMENT OF TRUSTEES

METHODS OF APPOINTING TRUSTEES

- 18 A Trustee shall be elected by the Members and must be an employed or elected representative of a Qualifying Member to be eligible for election. The Trustees shall consist of not less than 5 Trustees and not more than 9 Trustees.
- (1) Each of the Regions defined shall be entitled to nominate at least one Trustee; if any Region fails to nominate a Trustee for election, another Region or Author Organisation Member shall be entitled to nominate a Trustee to replace the vacancy. If a Region that has not nominated any Trustee at the last election and if after the last election proposes to make a nomination they shall not be entitled to make any such nomination until the next General Meeting where elections are held for Trustees."
 - (2) Each Author Organisation Member Organisation as defined in these Articles shall be entitled to nominate at least one Trustee.
 - (3) Trustees shall be elected at a General Meeting but not otherwise except as may have been defined in these Articles where there are no Trustees for the time being.
 - (4) Trustees shall be elected in accordance with the procedure set out below, at a General Meeting and shall hold office for two years. After two years, if they are nominated again by their region or organisation they shall be eligible to offer themselves for re-election.
 - (5) The eligible Members shall in each calendar year, elect a Trustee to the offices of Chair and Vice-Chair and a Treasurer ("the officers"). An eligible Member must be an Author or Author Representative, to be eligible to be appointed as an officer of the Association.
 - (6) The first Trustees of the Association appointed on incorporation of the Association shall be authorised to act in all manner and in every capacity until such time that the first General Meeting is held and where the appointment of the first Trustees shall terminate and the first Trustees (if Qualifying Members) shall be eligible to offer themselves for re-election at the first General Meeting

- (7) Where the number of Trustees at any time is less than the minimum number of Trustees, the Trustees may appoint new Trustees (provided any person to be appointed is a Qualifying Member) to fill any casual vacancy and shall hold office until the next following General Meeting where the appointment of a Trustee to fill any such casual vacancy shall be terminated and any such Trustee may offer themselves for re-election.

PROCEDURE FOR ELECTING TRUSTEES

- 19 (1) The procedure for election of Trustees and officers shall be by an ordinary resolution at a General Meeting in the following manner;
- (a) a candidate nominated as a Trustee by a Region or Author Organisation Member shall be proposed and seconded as Trustee only by an Author Organisation Member of the Association.
 - (b) Notwithstanding any other provision as to voting in these Articles the election shall be held by a ballot and ballot papers will be collected by scrutineers to confirm the vote. Eligible Members shall be entitled to vote in accordance with the number of votes they are entitled to under these Articles.
- (2) In the case where there are equal votes a second vote will take place in two ballots. the first to elect the Chair and the second to elect a Vice Chair, a Treasurer and six Trustees to form a Steering Committee of up to a maximum of nine Trustees.
- (3) In any case where, as a result of death, the Association has no Members and no Trustees, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Trustee.
- (4) For the purposes of paragraph (3), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

TERMINATION OF TRUSTEES' APPOINTMENT

- 20 A person ceases to be a Trustee as soon as—
- (a) that person ceases to be a Trustee by virtue of any provision of the Companies Act 2006 or is prohibited from being a Trustee by law;
 - (b) a Bankruptcy order is made against that person;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

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

PART 3
MEMBERS
BECOMING AND CEASING TO BE A MEMBER

APPLICATIONS FOR MEMBERSHIP

- 21 Any legally established Organisation, Association or any other body which represents or acts on behalf of Authors either nationally in a particular country or internationally and that their constitution contains common or similar objects to the Association shall qualify such Organisation, Association or other body to be eligible to apply to the Association for membership
- (1) There shall be the following categories of membership who shall be eligible to make an application for membership:
 - (a) Author Organisation Members who shall be entitled to all membership rights.
 - (b) Associate Members, who shall be entitled to all membership rights but excluding any right to vote.
 - (2) The Steering Committee shall determine at any time the eligible qualification of any organisation for any category of membership and any decision made by the Steering Committee shall be final in respect of an applicant organisation.
 - (3) An eligible applicant for membership shall be admitted as a Member subject to the following:
 - (a) that applicant has completed an application for membership in a form approved by the Trustees, and
 - (b) the aims and/or objects contained in any constitution of the Organisation, Association or other body are in accordance with those of the Association; and

- (c) Any relevant fees or subscriptions payable accompany the application or paid on request by the Association; and
 - (d) the Trustees have approved the application; and
 - (e) the new Member is ratified as a Member at the next General Meeting, otherwise membership will cease forthwith and any fees or subscription forfeited if membership was obtained by misrepresentation. Any existing Members shall have the right to object to any new Member when first submitted to a General Meeting for approval.
- (4) The Trustees shall determine the subscriptions for each category of membership and the subscription structure.
 - (5) In addition to Members' subscriptions the Association may receive funds from public and private donations or other financial support provided that such donations or support shall not negatively influence, contravene, obstruct and be without any restrictions or compromise the independence or the objects of the Association and any such donations shall only be accepted by the Trustees for the purposes and benefit of the Association and not otherwise.

TERMINATION OF MEMBERSHIP

- 22 (1) A Member, may at any time resign or withdraw from membership of the Association before the expiry of their membership for any reason whatsoever by giving notice to the Association in writing.
- (2) Membership shall terminate at the end of any subscription period and/or where renewal fees remain unpaid within a period determined by the Steering Committee..
- (3) Membership is not transferable.
- (4) Membership shall be immediately terminated by the Trustees where a Member is in default of these Articles or committed an act or caused an act to be committed that is in default of these Articles or the general aims and policies of the Association
- (5) A Member may not otherwise be excluded from membership under these Articles except by a resolution passed by the Members holding at least two thirds of the votes present or by proxy at a General Meeting. Any Member who is to be excluded shall be entitled to make representations at the General Meeting, where such a resolution is to be passed either personally or in writing.
- (6) The Trustees may terminate a Membership at any time where the Member is in breach of these Articles or has acted in a manner which is not in the interests of the Association.
- (7) An Organisation's membership terminates when that Organisation ceases to exist.

ORGANISATION OF GENERAL MEETINGS

CALLING AND ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 23 (1) A General Meeting shall be called by the Trustees in each calendar year within a period of nine months from the end of the accounting reference date of the Association.
- (2) Notice shall be given to each Member eligible to attend a General Meeting in accordance with these Articles and any statutory requirements.
- (3) 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.
- (4) 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.
- (5) The Trustees may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
- (6) In determining attendance at a General Meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- (7) Two or more persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

QUORUM FOR GENERAL MEETINGS

- 24 (1) No business other than the appointment of the chair of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.
- (2) Quorum for a General Meeting shall consist of at least two thirds of the Members entitled to attend and vote at a General Meeting either in person or by proxy.

CHAIRING GENERAL MEETINGS

- 25 (1) If the Trustees have appointed a chair, the chair shall chair General Meetings if present and willing to do so.
- (2) If the chair is not present the vice-chair (if appointed) shall chair the meetings if present and willing to do so.
- (3) If the Trustees have not appointed a chair, or if the chair 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 Trustees present, or
 - (b) (if no Trustees are present), the meeting,
- must appoint a Trustee or Member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- (4) The person chairing a meeting in accordance with this article is referred to as “the chair of the meeting”.

ADJOURNMENT

- 26 (1) If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- (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 by a simple majority of those present, or
 - (b) it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chair of the meeting must adjourn a General Meeting if directed to do so by the meeting.
- (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 Trustees, but such an adjourned meeting shall be held not less than ten days after the date of the adjourned meeting; and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
 - (a) to the same persons to whom notice of the Association's General Meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

VOTING: GENERAL

- 27
- (1) A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
 - (2) An Author Organisation Member shall be entitled to the voting rights as follows:
 - (a) Umbrella Author Organisation Member or Author Organisation Member with less than 500 Members one vote,
 - (b) Author Organisation Member with more than 500 Members but less than 5,000 Members two votes,
 - (c) Author Organisation Member with 5,000 Members or more three votes
 - (3) A Member shall only be entitled to vote at a General Meeting provided that their subscriptions are fully paid up.
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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.
- (2) Any such objection must be referred to the chair of the meeting whose decision is final.

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 a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by—
- (2) the chair of the meeting;
 - (3) the Trustees;
 - (4) two or more persons having the right to vote on the resolution; or
 - (5) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
 - (b) the chair of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chair of the meeting directs.

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 Trustees may determine; and
 - (d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.
- (2) The Association may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
 - (3) Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
 - (4) Unless a Proxy Notice indicates otherwise, it must be treated as—
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
 - (5) A person may not appoint more than one proxy.

DELIVERY OF PROXY NOTICES

- 31 (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Association by or on behalf of that person.
- (2) An appointment under a Proxy Notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the Authority of the person who executed it to execute it on the appointor's behalf.

AMENDMENTS TO RESOLUTIONS

- 32 (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.
- (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.
- (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.

PART 4 ADMINISTRATIVE ARRANGEMENTS

MEANS OF COMMUNICATION TO BE USED

- 33 (1) Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- (2) Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
- (3) A Trustee may agree with the Association that notices or documents sent to that Trustee 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.

ASSOCIATION SEALS

- 34 (1) Any common seal may only be used by the authority of the Trustees.
- (2) The Trustees may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the Trustees, if the Association has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this article, an authorised person is—
- (a) any Trustee of the Association;
 - (b) the Association secretary (if any); or
 - (c) any person authorised by the Trustees for the purpose of signing documents to which the common seal is applied.
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NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

- 35 Except as provided by law or authorised by the Trustees or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member.

PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

- 36 The Trustees may decide to make provision for the benefit of persons employed or formerly employed by the Association or any of its subsidiaries (other than a Trustee or former Trustee or shadow Trustee) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Association or that subsidiary.

CHANGES TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

- 37 Any changes to the memorandum and Articles of Association of the Association shall be changed by special resolution passed by the Members present (either in person or by proxy) at a General Meeting by a majority of at least three quarters of the Members present or by three quarters of the Members eligible to vote on a poll vote.

TRUSTEES' INDEMNITY AND INSURANCE

INDEMNITY

- 38 (1) Subject to paragraph (2), a relevant Trustee of the Association or an associated Association may be indemnified out of the Association's assets against—
- (2) any liability incurred by that Trustee in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated Association,
 - (3) any liability incurred by that Trustee in connection with the activities of the Association or an associated Association in its capacity as a Trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (4) any other liability incurred by that Trustee as an officer of the Association or an associated Association.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this Article—
- (2) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (3) a “relevant Trustee” means any Trustee or former Trustee of the Association or an associated Association.

INSURANCE

- 39 (1) The Trustees may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant Trustee in respect of any relevant loss.
- (2) In this article—
- (a) a “relevant Trustee” means any Trustee or former Trustee of the Association or an associated Association,

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

DISSOLUTION

- 40 The provisions (if any) for the time being contained in these Articles relating to the winding up and dissolution of the Association shall have effect subject to any legislative requirements, which may currently be in force but in particular the following shall otherwise apply in the winding up or dissolution of the Association. 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 of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution or, in default thereof, by a judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and insofar as effect cannot reasonably be given to the aforesaid provision then to some charitable object.