

**ARTICLES OF ASSOCIATION**  
of  
**Bromley Indoor Bowls Centre Limited**  
**Company Limited by Guarantee**  
**without Share Capital**

**PART 1**

**INTERPRETATION AND LIMITATION OF LIABILITY**

**Defined terms**

1. In the articles, unless the context requires otherwise:
  - “articles” means the company’s articles of association;
  - “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
  - “chairman” has the meaning given in article 15;
  - “chairman of the meeting” has the meaning given in article 35;
  - “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
  - “director” means a director of the company, and includes any person occupying the position of director, by whatever name called;
  - “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
  - “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
  - “member” has the meaning given in section 112 of the Companies Act 2006;

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

“participate”, in relation to a directors’ meeting, has the meaning given in article 13;

“proxy notice” has the meaning given in article 41;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

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

“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 company.

## **Objects**

2. (1) The Company is established for the purposes expressed in the memorandum of association.
- (2) The Company is non-profit making, any surplus income or gains will be invested in the Company.
- (3) The Company property and funds may not be used for the direct or indirect private benefit of members or third parties.

## **Liability of members**

3. The liability of each member is limited to £5, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:
  - (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
  - (b) payment of the costs, charges and expenses of winding up, and
  - (c) adjustment of the rights of the contributories among themselves.

## **PART 2**

### **DIRECTORS**

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

4. The maximum number of Directors shall be nine who shall appoint from among themselves a Chairman, Finance Director and any other such position as the Board deem necessary for the successful operation of the Company.

#### **Directors' general authority**

5. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

#### **Members' reserve power**

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

## **Directors may delegate**

7. (1) Subject to the articles, the directors 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 directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
  - (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

## **Committees**

8. (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.
  - (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.

## **DECISION-MAKING BY DIRECTORS**

### **Directors to take decisions collectively**

9. Only Directors who participate in a Directors meeting are entitled to vote – no proxy is allowed.

10. 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 11.

### **Unanimous decisions**

11. 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.

### **Calling a directors' meeting**

12. (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary to give such notice.  
(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.  
(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

### **Participation in directors' meetings**

13. (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.

(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.

(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.

### **Quorum for directors' meetings**

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

(2) Save as otherwise provided in these articles 5 Directors personally present shall constitute a quorum at a Directors meeting.

(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.

### **Chairing of directors' meetings**

15. (1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

(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.

## **Casting vote**

16. (1) The Chairman will not vote on normal proposals, however if the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.  
(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **Conflicts of interest**

17. Any Director who benefits from personal gain on any subject discussed at Directors meetings must declare an interest and where such conflict exists, the individual concerned is prohibited from contributing to or voting on such matters at Board Meetings. This prohibition does not in any way remove or reduce the individuals shared responsibility and ownership of any subsequent decisions made by the Board.

## **Records of decisions to be kept**

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

## **Directors' discretion to make further rules**

19. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

## **APPOINTMENT OF DIRECTORS**

### **20. Age limits**

Apart from the minimum age of 18 years old in accordance with Section 157 of the Act there is no age limit for Directors.

### **21. Casual vacancies**

If as a result of resignation, retirement, removal or as a result of Article 23 (6) the number of Directors falls below nine a new Director may be appointed as a casual vacancy and that Director will retire at the following Annual General Meeting. The Director will be eligible for re-election.

### **22. Retirement of Directors and officers**

- (1) At every annual general meeting a minimum three of the Directors must retire from office.
- (2) The retiring Directors are eligible for re-election
- (3) The Directors must retire in order of seniority of election which should be 3 years from their election or re election. If there is a case of equal seniority, the order of retirement must be determined by lot.

## **Methods of appointing directors**

### **23. Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director.**

Subject as provided above, the election of Directors must take place in the following manner. At a General Meeting:

- (1) Any two members of the Company may nominate any other member to serve as a Director having previously received his assent.

- (2) The name of each member so nominated, together with the names of his proposer and seconder, must be sent in writing signed by all three of them to the Company Secretary at least 3 weeks before the annual general meeting.
- (3) A list of the candidates names in alphabetical order, with the proposers' and seconds' names must be posted in a conspicuous place in the Company premises for at least 2 weeks immediately preceding the annual general meeting.
- (4) Ballot papers must be prepared (if necessary) containing the names of the candidates only in alphabetical order.
- (5) Each member present at the annual general meeting and qualified to vote may vote for any number of candidates not exceeding the number of vacancies.
- (6) If insufficient candidates are nominated, the Directors may appoint a member or members to fill the remaining vacancy or vacancies by way of casual vacancy.
- (7) If any candidate declines to serve after being elected, the candidate who has the next largest number of votes must be deemed to be elected.
- (8) If two or more candidates obtain an equal number of votes, the Directors must select by lot from such candidates the candidate or candidates who is or are to be elected.

## Termination of director's appointment

24. A person ceases to be a director as soon as by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

### 25. Removal of Directors

The office of a Director is vacated in any of the following circumstances:

- (a) his membership of Bromley Indoor Bowling Club or Bibcos Bowling Club, whichever is appropriate, is terminated or;
- (b) he absents himself from meetings of the Directors for a continuous period of three calendar months without special leave of absence being granted by the other Directors or;
- (c) he resigns his office by giving the Company Secretary one calendar months notice in writing of his intended resignation as a Director or;
- (d) has a receiving order made against him or if he makes any arrangement or composition with his creditors or;
- (e) he becomes of unsound mind or;
- (f) he is removed by extraordinary resolution passed at a General Meeting of the Company.

It is expected that a Director will show reasonable behaviour towards fellow Directors. If such behaviour is considered unreasonable by the Board suspension of the Director may follow depending on the decision of the Board. Further action can only be taken under Section 168 of the Act whereby a special resolution to the members is required.

Director's appeal against removal

26. Under Section 169 of the Act a Director may appeal to a General meeting against removal and it is for meeting to decide on the outcome by simple majority.

### **Directors' remuneration and expenses**

27. No Director may receive any remuneration for his services in the capacity of Director but nothing contained in these Articles is to prohibit payment of any sum to any Director by way of reimbursement of expenses properly incurred.

## **PART 3**

### **MEMBERS**

#### **BECOMING AND CEASING TO BE A MEMBER**

##### **Applications for membership**

28. (1) Everyone who plays or wishes to play the game of flat green bowls is qualified to be elected a member on a non-discriminatory basis.

(2) Membership is open only to all Honorary Life Members and FULL members of Bromley Indoor Bowling Club and Bibcos Bowling Club who are automatically elected as members.

##### **Termination of membership**

29. (1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.

(2) Membership is not transferable.

(3) A person's membership terminates when that person dies or ceases to exist or is no longer a member of Bromley Indoor Bowling Club or Bibcos Bowling Club

(4) if a member has been expelled for an offence against the Rules and Code of Practice of Bromley Indoor Bowling Club or Bibcos Bowling Club

(5) Annual Subscriptions, including Joining Fees, are non refundable

## ORGANISATION OF GENERAL MEETINGS

30. General meetings of the Club will be either the Annual General Meeting ("AGM") or an Extraordinary General Meeting ("EGM"). Accidental omission to give notice of any meeting or non-receipt of such notice by any member does not invalidate the proceedings at that meeting.

### **Annual General Meeting**

#### **Only matters detailed on the Agenda will be discussed at the Annual General Meeting**

31. (1) The Company must hold a general meeting every year as its annual general meeting in addition to any other meetings in that year, and must specify such meetings as the annual general meetings in the notices calling the meetings.

(2) Not more than 14 months may elapse between the date of one annual general meeting of the company and that of the next.

(3) The annual general meetings must be held at such time and place as the Directors appoint.

(4) Notice of the Meeting will be given at least 4 weeks before the AGM on the Company notice board and website.

(5) Members wishing to propose a resolution at the Company Annual General Meeting must submit this in writing to the Company Secretary not less than 3 weeks prior to the holding of the Annual General Meeting. This resolution must carry the signature of both the proposer and seconder.

(6) A further notice of the meeting including all such resolutions and other pertinent documentation will be published on the Company Notice Board and the website at least 2 weeks before the AGM and individual copies will be available on request.

### **Extraordinary General Meeting**

32. (1) All General meetings other than annual general meetings must be called extra-ordinary general meetings.

(2) The Directors may, whenever they think fit, and must, on a requisition made in writing by at least 5% of the membership, convene an extraordinary general meeting.

(3) Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and must be sent to the Company Secretary.

(4) On receipt of the requisition the Directors must immediately proceed to convene an extraordinary general meeting.

(5) If the Directors do not proceed to call a meeting within 21 days from the date of receipt by the Company Secretary of the requisition, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may convene such a meeting.

### **Attendance and speaking at general meetings**

33. (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) 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 eg Video Conferencing etc
- (5) 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**

34. 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. A quorum is deemed to be 5% of the total membership.

### **Chairing general meetings**

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

(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.

(3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

### **Attendance and speaking by directors and non-members**

36. The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting but only in an advisory role and has no voting rights

## **Adjournment**

37.(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(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.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) The only business to be transacted at the adjourned meeting is that which was not completed at the original meeting.

## VOTING AT GENERAL MEETINGS

### **Voting: general**

38. Every member of the Company is entitled to vote at a General Meeting
39. 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.  
A declaration by the chairman that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority will determine the result of such a resolution

### **Errors and disputes**

40. (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 chairman of the meeting whose decision is final.

### **Content of proxy notices**

- 41.(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 company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company 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.

### **Delivery of proxy notices**

42. (1) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(2) 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.

(3) 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.

(4) A member who has delivered a valid proxy may still speak at a General Meeting but not vote.

Any instrument appointing a proxy must be in the following form:

**BROMLEY INDOOR BOWLS CENTRE LIMITED**

[I or We] [name] of [address], being [a member or members] of the above named Company hereby appoint the Chairman of the meeting (being a member), or failing him, [name] of [address], as [my/our] proxy to vote in [my/our] name[s] and on [my/our] behalf at the [annual or extraordinary] general meeting of the Company to be held on [date] and at any adjournment thereof.

Dated:

Signature(s) of member(s)  
(Membership No(s) )

**Amendments to resolutions**

43.(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

(a) Any member proposes an amendment to the resolution on the night of the General Meeting or in writing at an earlier date.

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

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

## PART 4 ADMINISTRATIVE ARRANGEMENTS

### 44. Appointment of company secretary

- (1) The Directors shall appoint a person who appears to them to have the requisite knowledge and experience to discharge the functions of Secretary of the Company for such term, at such remuneration and upon such conditions as they think fit.
- (2) The Directors may terminate the Company Secretary's appointment and fill a vacancy in the office.
- (3) Whilst maintaining the right of the Directors to appoint the Company Secretary any such appointment must be approved at the next available Annual General Meeting of the Company. Furthermore the Company Secretary must be approved annually at the Annual General Meeting.

### Accounts

### 45. The Directors must ensure that proper books of account are kept in respect of all sums of money received and expended by the Company, that proper records of all matters giving rise to all income and expenditure are maintained and that proper statements of the assets and liabilities of the Company are prepared.

The books of account must be kept at the registered office of the Company, or at such other place or places as the Directors think fit, and must always be open to the inspection of the Directors.

The Directors must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Company, or any of them, are to be open to the inspection of members of the Club who are not Directors.

## Presentation of accounts

46. (1) Once at least in every year the Directors must lay before the members of the Company in general meeting an account of income and expenditure for the period since the preceding account.
- (2) A balance sheet must be made out in every year and laid before the members of the Company in general meeting, made up to a date not more than eight months before such meeting.
- (3) A copy of the balance sheet must be sent to, or made available to, the persons entitled to receive notices of general meetings in the manner in which notices are to be given under these Articles at least 2 weeks prior to the meeting.
- (4) Every account and balance sheet must be accompanied by a report of the Directors and the account, report and balance sheet must be signed by two Directors and countersigned by the Company Secretary.

## Powers of directors

47. (1) The Directors of the Company may exercise all powers that may be exercised by the Company and do anything that may be done by the Company, except where under these Articles or any statute for the time being in force the power must be exercised or the thing be done by the Company in general meeting.
- (2) The Directors may act notwithstanding vacancies.

(3) The Directors of the Company may issue debentures, debenture stock, bonds, or obligations of the Company at any time, in any form or manner, and for any amount, and may raise or borrow for the purposes of the Company any sum or sums of money either upon mortgage or charge of all or any of the property of the Company, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit.

(4) The Board shall nominate a Director responsible for the Bar and Catering for the purpose of obtaining and supplying to members intoxicating liquor and ensuring that the provisions of the Licence or any re-enactment thereof are complied with in all respects.

## Bye-laws

48. (1) The Directors of the Company may from time to time make, alter and repeal any Bye-laws they consider necessary or expedient or convenient for the proper conduct and management of the Centre, and in particular, but not exclusively, they may by such Bye-laws:
- i. regulate the terms and conditions upon which honorary guests, children of members and visitors may use the premises and property of the Company
  - ii. fix the times of opening and closing the green, and premises of the Company or any part of them and the permitted hours for the supply of intoxicating liquor;
  - iii. promulgate the rules to be observed and the prizes or stakes to be played for by members playing any games on the premises of the Company;
  - iv. prohibit particular games on the premises of the Company entirely or at any particular time or times;

- v. regulate the conduct of members in relation to one another and to the staff;
  - vi. impose fines for breach of any bye-law or any Articles of Association of the Company;
- (2) The Directors must adopt whatever means they consider sufficient to bring all Bye-laws, alterations and repeals to the notice of the members.
  - (3) All Bye-laws so long as they are in force are binding on all members of the Club.
  - (4) No Bye-laws may be inconsistent with, or affect or repeal anything contained in, the Memorandum or Articles of Association of the Company, or be in breach of any statutory provision.
  - (5) Any Bye-law may be set aside by a special resolution of a general meeting of the Company.

### **Delegation**

49. (1) The Directors of the Company may delegate any of their powers to a Committee or Committees appointed by the Directors.
- (2) In the exercise of the powers delegated to it, a Committee must conform to any regulations prescribed by the Directors.
- (3) Any delegation of powers or appointment of a Committee may be recalled or revoked by the Directors at any time.

### **50. Examination of Accounts**

- (1) The Company Accounts must be examined on an annual basis, preferably by a firm of Accountants but may be by a competent person who will be approved annually at the Annual General Meeting.
- (2) The Financial Director or his nominee will conduct annually an examination of the books and vouchers prior to the preparation of the final accounts.

51. Execution of Contracts and Deeds

All Contracts and Deeds shall be signed by two Directors or one Director and the Company Secretary with the authority of a resolution of the Directors.

52. Dissolution

After settling all liabilities of the Company, the liquidator shall dispose of the net assets remaining to one or more of the following.

- to another Company/Club with similar sports purposes which is a registered charity and/or
- to another Company/Club with similar sports purposes which is registered with the Community Amateur Sports Club Scheme.

53. Headings

The headings in these Articles do not form part of them or in any manner affect the interpretation or construction of them.

**Means of communication to be used**

54. (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(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.

(3) A director may agree with the company 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 48 hours.

### **Signing on behalf of the Company**

55. A Director may be authorised to sign official documents on behalf of the Company

For the purposes of this article, an authorised person is—

- (a) any director of the company;
- (b) the company secretary (if any); or
- (c) any person authorised by the directors for the purpose of signing

### **No right to inspect accounts and other records**

56. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member, but may apply in accordance with the Articles by giving due notice.

### **Provision for employees on cessation of business**

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

58. Alteration to the Memorandum and Articles of the Company (M & As) will only be made at the AGM or EGM and will be approved by a simple majority of Members entitled to vote. Any changes to the M&As will take effect from midnight on the day of the General Meeting.

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **Indemnity**

- 59.(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
  - (b) any liability incurred by that director in connection with the activities of the company 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 company or an associated company.
- (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—
- (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 company or an associated company.

## Insurance

60. (1) The directors are to ensure the purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss or liability incurred in the course of their duties

(2) In this article—

(a) a “relevant director” means any director or former director of the company 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 company, any associated company or any pension fund or employees’ share scheme of the company 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.