

Articles of Association for a Company Limited by Guarantee having Charitable Status to be set up under the Companies Acts 1985 and 1989.

# ARTICLES OF ASSOCIATION OF THE NORMAN LOCKYER OBSERVATORY SOCIETY

## PRELIMINARY

1.

The Regulations 2 to 35 inclusive, 40, 54, 55, 57, 59, 82, 100, 102 to 108 inclusive, 110, 114, 116 and 117 contained in Table A of the Companies Regulations 1985, 1989 and modified as specified in Table C shall not apply to the Society, but the remaining regulations of Table A and articles hereinafter contained and subject to the modifications hereinafter expressed, shall constitute the articles of association of the Society.

## 2. INTERPRETATION

In these presents the words standing in the first column of the table next hereafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not consistent with the subject or context:-

	WORDS	MEANINGS
The Act (Acts)		The Companies Acts 1985 & 1989 including any statutory modification or enactment thereof for the time being in force.
These presents		These articles of association and the regulations of the Society from time to time in force.
Clear days		In relation to the period of a notice means that the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
The Committee(s)		Committee(s) for the time being appointed to advise or liaise with the directors, comprised of representatives of constituent groups, professional advisers and others appointed for the purpose.
Committee of directors		Any meeting at which two or more directors are present with, or without, others.
The Company		The above named society. The Society.
The Directors		The directors for the time being of the Society.
The office		The registered office of the Society.
The Seal		The common seal of the Society.
The Secretary		The secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including joint, assistant or deputy secretary.
Month		Calendar month.
In writing		Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number and *vice versa*,

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any word or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Society shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

## MEMBERSHIP

3.

The subscribers to the memorandum of association of the company and such other persons as the directors shall admit to membership in accordance with the provisions of the articles hereinafter contained shall be members of the company.

No person may be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require executed by him.

4.

A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

A person shall *ipso facto* cease to be a member of the Society if he:-

- a) becomes a bankrupt
- b) is expelled by a resolution of the directors passed in a manner provided in article 8.
- c) shall be in arrears of his annual subscription after two months from the issue of a notice by the Membership Secretary and the dues remain unpaid.,

5.

All full members will also make declarations of guarantee and to make such undertakings and service to the Society according to the rules of the society for the time being adopted by resolution of the directors and approved by the members at a general meeting.

Contractual guarantees made to the Society by members shall remain in force for one year after that person ceases to be a member or until the death of the member or former member.

## CLASSES OF MEMBERSHIP

6

### a) **FULL ADULT MEMBERS AND GUARANTORS.**

Full membership may be given to those who are able to enter into the contractual undertaking necessary to be a guarantor of the Society and on payment of the appropriate annual subscription as determined by the directors and approved by the members in advance. Full members, being members of the Society, may vote in elections of the directors, and all or any constituent committee(s) to which they are admitted to membership and on all elective matters relating to the Society's articles.

b) Declarations previously made with a word order different from the above shall be deemed to conform to the wording as now amended.

### c) **STUDENT of the Norman Lockyer Observatory Society**

Studentship may be given to all *bona fide* students, minors and others who may not enter into contractual undertakings, but who are desirous of the benefits afforded to students of the Norman Lockyer Observatory Society, including use of its facilities and support in pursuance of the purposes of the Society's objects, on payment of an appropriate annual subscription in advance as determined by the directors and approved by the members. Students may not vote in the election of directors, or on matters relating to the Society's articles.

### d) **HON. MEMBERS, HON. LIFE MEMBERS, HON. VICE PRESIDENTS.**

Provided that the members, with the approval of the directors, may elect at a general meeting to Honorary Membership, Honorary Life Membership, Honorary Vice Presidents, or to such titles as they may from time to time decide, those persons, whether members of the Society or not, whom the Society wishes to honour in recognition of their services to the Society or in recognition for their services on behalf of and for science and the pursuit of any or all of the Society's objects, on such terms as the members may from time to time decide. These members will have right to vote in elections of directors or on all matters concerning the Society's affairs, including its articles of association, as full members provided that they have made declarations as guarantors.

## ANNUAL SUBSCRIPTION

7.

The annual subscription and entrance fee payable by a member shall be such as the directors, with approval of the members, shall from time to time determine.

8.

Any member of the Society may be suspended by the directors or expelled by resolution of the members at an extraordinary general meeting of the Society. Any member so proposed to be expelled shall be entitled to make any statement which he may desire at a meeting of the Society before the resolution expelling him is passed. The decision of the members shall be final and binding on the member and no reasons for such decision shall be given. A member who has been expelled by the Society shall

not be entitled to have his subscription for the current year or his entrance fee (if any) refunded to him and he shall not in future be eligible for re-election or be introduced as a visitor to the premises of the Society unless otherwise permitted by resolution of the members.

9.

In the event of a member being automatically removed from the list for arrears of subscription, he may be reinstated on payment of any arrears or on re-application without further payment of another entrance fee (if any) at the discretion of the directors.

#### **GENERAL MEETINGS**

10.

The Society shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the directors and approved by the directors, and shall specify the meeting as such in the notices calling it, provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting, and that so long as the Society holds its first annual general meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

11. (Regulation 36)

*All general meetings other than annual general meetings, shall be called extraordinary general meetings.*

12 (Regulation 37)

*The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.*

#### **NOTICE OF MEETINGS**

13 (In place of regulation 38 of table A as modified by table C of the Act)

An annual general meeting or an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days notice. All other extraordinary general meetings shall be called by at least fourteen days notice but a general meeting may be called by shorter notice if it is so agreed

- a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- b) in the case of any other meeting by a majority in number of the members having a right to attend and vote. being a majority together holding not less than ninety five per cent of total voting rights at the meeting of all members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of a general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the directors and auditors

14 (Regulation 39)

*The accidental omission to give notice of a meeting to, or the non-receipt of such a notice by any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting.*

#### **PROCEEDINGS AT GENERAL MEETINGS**

15. (In place of regulation 40)

No business shall be transacted at any general meeting, unless a quorum is present. Five persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or duly authorised representative of a corporation, shall be a quorum.

16. (Regulation 41)

*If such a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.*

17. (Regulation 42)

*The chairman if any of the board of directors, or in his absence a director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and if there is only one director present and willing to act he shall be chairman*

18. (Regulation 43)

*If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.*

19. (In place of regulation 44 of table A as modified by table C of the Act)

A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting of the Society or at any meeting of its committees.

20. (Regulation 45)

*The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.*

21. (In place of regulation 46 of table A as modified by table C of the Act)

A resolution put to the vote at a meeting shall be decided on a show of hands; and unless before or on the declaration of the result of a show of hands a poll is duly demanded-

(a) by the chairman

(b) by at least two members having the right to vote, or

(c) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting;

and the demand by a person as proxy for a member shall be the same as a demand by the shareholder.

22. (Regulation 47)

*Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.*

23. (Regulation 48)

*The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.*

24. (Regulation 49)

*A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll, was demanded.*

25. (Regulation 50)

*In the case of an equality of votes, whether upon a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.*

26.

In case of any dispute as to the admission or rejection of any vote the chairman shall determine the same, and such determination made in good faith shall be final and conclusive.

27. (Regulation 51)

*A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.*

28.

Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

29. (Regulation 52)

No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

30. (Regulation 53)

A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in like form each executed by or on behalf of one or more members.

#### VOTES OF MEMBERS

31. (Regulation 58)

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

32. Except as hereinbefore mentioned by provisions of the Acts (chairman's casting vote in the event of an equal number of votes cast), on a show of hands every full member present in person shall have one vote only, and on a poll every full member present in person or by proxy shall have one vote.

33. (Regulation 56)

A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by the court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office or such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than forty-eight hours before the time appointed for holding the meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

34. (Regulation 60)

The instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

#### NORMAN LOCKYER OBSERVATORY SOCIETY LIMITED

I, \_\_\_\_\_, of \_\_\_\_\_  
being a full member and guarantor of the above named company, hereby appoint the chairman of the meeting or \_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote in my behalf at the annual/extraordinary general meeting to be held on \_\_\_\_\_  
and at any adjournment thereof.

Signed \_\_\_\_\_ Dated \_\_\_\_\_

35. (Regulation 61)

Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)-

#### NORMAN LOCKYER OBSERVATORY SOCIETY LIMITED

I, \_\_\_\_\_, of \_\_\_\_\_  
being a full member and guarantor of the above named company, hereby appoint the chairman of the meeting or \_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote in my behalf at the annual/extraordinary general meeting to be held on \_\_\_\_\_  
and at any adjournment thereof.

Signed \_\_\_\_\_ Dated \_\_\_\_\_

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution 1	*for	*against	*Delete as appropriate.
Resolution 2	*for	*against	
Resolution 3	*for	*against	

36. (Regulation 62)

*The instrument appointing a proxy and any authority under which it is executed, or a notarially certified copy of such power or authority, or in some other way approved by the directors may*

*a) be deposited at the office or at such other place in the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or*

*b) in the case of a poll taken more than forty-eight hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or*

*c) where the poll is not taken forthwith but is taken more than forty-eight hours after it was fixed for the holding of the meeting at which the person named in such instrument is authorised to vote, be deposited as aforesaid and not less than forty-eight hours before the time appointed for the taking of a poll, and in default the instrument of proxy shall not be valid.*

37. (Regulation 63)

*A vote given or poll demanded by proxy or by the duly authorised representative corporation shall be valid notwithstanding the previous determination of the authority of person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or poll demanded or (in case of a poll taken otherwise than on the same day as a meeting or adjourned meeting) the time appointed for the taking of the poll.*

## **BRANCHES**

38. The directors may approve the formation of autonomous branch societies, on terms that may be determined according to the circumstances and location. The directors may give or lend to these branches such assistance as may be thought fit, provided the said branches are wholly given to the pursuit of the Society's objects or part thereof.

## **DIRECTORS**

39. (Regulation 64)

*Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall be not be subject to any maximum but shall not be less than two.*

40. (Regulation 65)

*Any director (other than an alternate director) may appoint any other director, or other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.*

41. (Regulation 66)

*An alternate director shall be entitled to receive notice of all meetings of directors and all meetings of committees of directors of which his appointer is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally perform all functions of his appointer as a director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate director. but it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.*

42. (Regulation 67)

*An alternate director shall cease to be an alternate director if his appointer ceases to be a director; but, if a director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after re-appointment.*

43. (Regulation 68)

Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any manner approved by the directors.

44. (Regulation 69)

Save as otherwise provided by these articles, a co-opted, appointed or alternate director shall be deemed for purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the directors appointing him.

45. At least one of the directors shall hold an amateur radio operators licence except that if no suitably qualified person can be found another person can be elected.

### **POWERS OF DIRECTORS**

46. (Regulation 70)

Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

47. (Regulation 71)

The directors may, by power of attorney or otherwise appoint any person to be the agent of the company for such purposes and on such conditions as they may determine, including authority for the agent to delegate all or any of his powers.

### **DELEGATION OF DIRECTORS' POWERS**

48. (Regulation 72)

The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

49. (Regulation 73)

At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office: but, if there is only one director who is subject to retirement by rotation, he shall retire.

50. (Regulation 74)

Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who have become or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

51. (Regulation 75)

If the company, at any meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

52. (Regulation 76)

No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless-

(a) he is recommended by the directors; or

*(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of directors together with a notice executed by that person of his willingness to be appointed or reappointed.*

53 (Regulation 77)

*Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom a notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were appointed or reappointed, be required to be included in the company's register of directors.*

54 (Regulation 78)

*Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.*

55. (Regulation 79)

*The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.*

56 (Regulation 80)

*Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not so, until the end of the meeting.*

## **DISQUALIFICATION OF DIRECTORS**

57. (Regulation 81)

*The office of director shall be vacated if -*

- a) he ceased to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or*
- b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or*
- c) he is, or may be, suffering from mental disorder and either -*
  - (i) he is admitted to hospital in pursuance of an application for treatment under a Mental Health Act 1983; or*
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;*
- d) he resigns his office by notice to the company; or*
- e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.*

58.

*A director shall be disqualified by his office from entering into contracts, arrangements, or dealings with the Society, and any such contract, arrangement, or dealing with the Society shall be voided, and a director shall be liable to account to the Society for any profit arising out of any contract, arrangement, or dealing with the Society by reason of such director being a party to or interested in or deriving profit from any such contract, arrangement or dealing, and being at the same time a director of the Society, but provided that such director discloses to the board at or before the time when such contract, arrangement, or dealing is determined upon his interest therein (including the interest of any member of his family, close relative or any Society of which he is a director or any business in which he has pecuniary interest), or, if such interest be subsequently acquired, provided that he on the first occasion possible discloses to the board the fact that he has acquired such interest; but, except in the case of any indemnity to a director, no director shall vote as a director in regard to any contract, arrangement, or dealing in which he may have an interest, or upon any matter arising thereof, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when such a contract, arrangement or dealing is under consideration, he shall not be so disqualified from directorship of the Society.*



## REMUNERATION OF DIRECTORS

59. (In place of regulation 82)

The directors shall not be entitled to any remuneration or profit from the activities of the Society, except reasonable reimbursement of out-of-pocket expenses necessarily incurred in pursuance of the Society's objects and business.

## DIRECTORS EXPENSES

60. (In place of regulation 83 of table A as modified by table C of the Act)

The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the Society or meetings of its committees or otherwise in discharge of their duties

## MANAGING DIRECTORS

61. (Regulation 84)

*Subject to the provisions of the Act, the directors may appoint one or more of their number to the office managing director or any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.*

62. (Regulation 85)

*Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office-*

*(a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;*

*(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and*

*(c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.*

63. (Regulation 86)

*For the purposes of regulation 85, article 60*

*(a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and*

*(b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall be treated as an interest of his.*

## DIRECTORS GRATUITIES AND PENSIONS

64. (Regulation 87)

*The directors may provide benefits, whether by payment of gratuities or pensions or a member of his family (including spouse or former spouse) or any person who is or was dependent on him and may (as well before or after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.*

## PROCEEDINGS OF DIRECTORS

65.. (Regulation 88.)

*Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. a director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the united kingdom. Questions arising at a meeting shall be decided by a majority of votes. in the case of an equality of votes the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.*

66. (Regulation 89)

*The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternative director shall, if his appointer is not present be counted in the quorum.*

67. (Regulation 90)

*The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but if the number of directors is less than the number fixed as a quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.*

68. (Regulation 91)

*The directors may appoint one of their number to be a Chairman of the board of directors and may remove him from that office. Unless he is willing to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.*

69. (Regulation 92)

*All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.*

70. (Regulation 93)

*A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in like form signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointer and if it is signed by a director who has appointed an alternative director, it need not be signed by the alternate director in that capacity.*

71. (In place of regulation 94 of table A as modified by table C of the Act)

*Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest or duty arises only because the case falls within one or more of the following paragraphs-*

- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of the company or any of its subsidiaries;*
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of a security;*
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures by the company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the company or any of its subsidiaries for subscription, purchase or exchange;*
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval by the Board of Inland Revenue for taxation (excluding any statutory modification thereof not in force when this regulation becomes binding on the company, connected with a director shall be treated as an interest of the director and in relation to an alternate director without prejudice to any interest which the alternate director has otherwise.*

72. (Regulation 95)

*A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.*

73. (Regulation 96)

*The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or a committee of directors.*

74. (Regulation 97)

*Where proposals are under consideration concerning the appointment of two or more directors to offices or employment with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.*

75. (Regulation 98)

*If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.*

76.

The directors may delegate any of their powers to individuals or committees consisting of such directors or other member or members of the Society as the directors think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on him or them by the directors. The regulations herein contained for the meetings and proceedings of directors shall, so far as not altered by any regulations made by the directors, apply also to the meetings and proceedings of any committee.

#### **SECRETARY**

77. (Regulation 99)

*Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.*

#### **MINUTES**

78. (In place of regulation 100)

The directors shall cause minutes to be made in books kept for the purpose-

- a) of all appointments of officers made by the directors; and
- b) of all proceedings at meetings of the Society or its committees;
- c) of the names of the directors present and of all proceedings at each meeting of the directors and of any committee of the directors;

#### **THE SEAL**

79. (Regulation 101)

*The seal shall be used only by the authority of the directors or of a committee of directors authorised by the directors. the directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.*

#### **ACCOUNTS**

80. (Regulation 109)

*No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.*

#### **NOTICES**

81. (In place of regulation 112 of table A as modified by table C of the Act)

The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notices from the company.

82. (In place of regulation 113 of table A as modified by table C of the Act)

A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and , where requisite, of the purposes for which it was called.

83.. (Regulation 115)

*Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.*

#### **INDEMNITY**

84. (Regulation 118)

*Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.*