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Companies Act 2006

Private company limited by guarantee

ARTICLES OF ASSOCIATION

of

BRITISH ASSOCIATION OF PICTURE LIBRARIES AND AGENCIES (BAPLA)

adopted by a special resolution on 16 November 2017

PRELIMINARY

The Regulations contained in Table A in the schedule to the Companies (Table A to F) Regulations 1985, as amended by the Companies (Tables A – F) Amendment Regulations 2007 and the Companies (Tables A – F) Amendment (No. 2) Regulations 2007, shall not apply to the Association.

1 INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

Articles: means the Association's articles of Association for the time being in force;

Association: means the British Association of Picture Libraries and Agencies;

bankruptcy: includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

chairperson: means the chairperson of the Association nominated by the directors;

chairperson of the meeting: has the meaning given to it in article 16.1

conflict: means a situation in which a director has or can have, a direct or indirect interest that conflicts possibly may conflict, with the interests of the Association;

director: means a director of the Association 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;

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electronic form: has the meaning given in section 1168 of the Act;

Eligible Director: means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 17, any director whose vote is not to be counted in respect of the particular matter);

Interested Director: has the meaning given in article 17.1;

Member: means a person whose name appears on the Register of Members of the Association and **Membership** shall be construed accordingly;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles and reference to a numbered “**Model Article**” is a reference to that article of the Model Articles;

ordinary resolution: has the meaning given in section 282 of the Act;

participate: in relation to a director’s meeting, has the meaning given in article 15.1

proxy notice: has the meaning given in Model Article 37.1;

secretary: means the secretary of the Association and any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;

special resolution: has the meaning given in section 283 of the Act;

subsidiary: has the meaning given in section 1159 of the Act;

writing: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.3 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.4 Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.5 The Model Articles have been incorporated herein and shall apply to the Association, except in so far as they are modified or excluded by these Articles.

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PART 1 OBJECTS AND POWERS; LIMITATION OF LIABILITY

2 OBJECTS

2.1 The objects of the Association are:

- 2.1.1 to establish a representative body of picture libraries and picture agencies;
- 2.1.2 to act as an advisory board for and to make recommendations to Members of the Association concerning their business dealings amongst themselves and with third parties when the Association considers it appropriate for the promotion or regulation of commerce among the picture libraries or picture agencies;
- 2.1.3 to gather and disseminate information relevant to the Members of the Association and their businesses;
- 2.1.4 to represent Members' interests in legislative and other Parliamentary and/or Governmental initiatives in copyright law and on other matters material to the membership as a whole, in the UK and, if relevant, abroad; and
- 2.1.5 to work in close association and to affiliate and/or amalgamate with other associations or societies which have in common or similar aims or objects to the Association.

3 POWERS

3.1 In pursuance of the object set out in article 2, the Association has the power to:

- 3.1.1 buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Association;
- 3.1.2 borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Association's property and assets;
- 3.1.3 invest and deal with the funds of the Association not immediately required for its operations in such investments, securities or property as may be thought fit;
- 3.1.4 subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- 3.1.5 lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Association may approve

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and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;

- 3.1.6 lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;
- 3.1.7 pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Association and to contract with any person, firm or company to pay the same;
- 3.1.8 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.9 provide and assist in the provision of money, materials or other help;
- 3.1.10 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.11 incorporate subsidiary companies to carry on any trade; and
- 3.1.12 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in article 2.

4 INCOME

- 4.1 The income and property of the Association from wherever derived shall be applied solely in promoting the Association's objects.
- 4.2 No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise.
- 4.3 Nothing in these Articles shall prevent any payment in good faith by the Association of:
 - 4.3.1 reasonable and proper remuneration to any Member, officer or servant of the Association for any services rendered to the Association;
 - 4.3.2 any interest on money lent by any Member or any director at a reasonable and proper rate;
 - 4.3.3 reasonable and proper rent for premises demised or let by any Member or director; or
 - 4.3.4 reasonable out-of-pocket expenses properly incurred by any director.

5 WINDING UP

On the winding-up or dissolution of the Association, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this article) but shall be transferred

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to another body (charitable or otherwise) with objects similar to those of the Association. Such body shall be determined by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the directors at or before the time of winding up or dissolution.

6 GUARANTEE

6.1 The liability of each Member is limited to £1, 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:

6.1.1 payment of the Association's debts and liabilities contracted before he ceases to be a Member,

6.1.2 payment of the costs, charges and expenses of the winding up, and

6.1.3 adjustment of the rights of the contributories among themselves.

PART 2 DIRECTORS

7 DIRECTORS' GENERAL AUTHORITY AND APPOINTMENT

7.1 Subject to the articles, the directors are responsible for the management of the Association's business in accordance with its objects, for which purpose they may exercise all the powers of the Association.

7.2 A director may be appointed by:

7.2.1 Resolution of Members;

7.2.2 Resolution of the existing directors.

7.3 A director appointed pursuant to article 7.2.2 will hold office until his or her election is confirmed by resolution of Members [which shall be requested no later than 12 months from the appointment].

8 MEMBERS' RESERVE POWER

8.1 The Members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

8.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

9 DIRECTORS MAY DELEGATE

9.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them, under the articles—

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- 9.1.1 to such person or committee;
- 9.1.2 by such means (including by power of attorney);
- 9.1.3 to such an extent;
- 9.1.4 in relation to such matters or territories; and
- 9.1.5 on such terms and conditions;

- as they think fit.

9.2 If the directors so specify, any such delegation may authorise further delegation of the directors' power by any person to whom they are delegated.

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

10 COMMITTEES

10.1 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. 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.

11 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

11.1 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 12.

12 UNANIMOUS DECISIONS

12.1 A decision of the directors is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.

12.1 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.

12.2 A decision may not be taken in accordance with this article if the Eligible Directors would not have formed a quorum at such a meeting.

13 CALLING A DIRECTORS' MEETING

13.1 Any director may call a directors' meeting by giving not less than 7 Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the secretary (if any) to give such notice.

13.1.1 Notice of any directors' meeting must indicate—

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13.1.2 its proposed date and time;

13.1.3 where it is to take place; and

13.1.4 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.

13.2 Notice of a directors' meeting shall be given to each director in writing.

14 QUORUM FOR DIRECTORS' MEETINGS

14.1 Subject to article 14.2, the quorum for the transaction of business at a meeting of directors is any [two] Eligible Directors.

14.2 For the purposes of any meeting (or part of a meeting) held pursuant to article 17 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.

14.3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:

14.3.1 to appoint further directors; or

14.3.2 to call a general meeting so as to enable the Members to appoint further directors.

15 PARTICIPATION IN DIRECTORS' MEETINGS

15.1 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

15.1.1 the meeting has been called and takes place in accordance with the Articles; and

15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

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

15.3 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.

16 CASTING VOTE

16.1 If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairperson or other director chairing the meeting has a casting vote.

16.2 Article 16.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairperson or other director is not an Eligible Director for the purposes of that meeting (or part of a meeting).

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17 DIRECTORS' CONFLICTS OF INTEREST

- 17.1 The directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty to avoid conflicts of interest under section 175 of the Act.
- 17.2.1 Any authorisation under this article 17 shall be effective only if: to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter that may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;
- 17.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
- 17.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 17.2.4 Any authorisation of a Conflict under this article 17 may (whether at the time of giving the authorisation or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - (b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
 - (c) provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
 - (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
- 17.2.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Association) information that is confidential to a third party, he shall not be obliged to disclose that information to the Association, or to use it in relation to the Association's affairs where to do so would amount to a breach of that confidence; and
- 17.2.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
- 17.3 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict. In cases where a director is excused from an obligation to disclose a third party's confidential information to the Association, the directors may want to ensure that such director has an equivalent release in relation to the Association's confidential information from the relevant third party.
- 17.4 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

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- 17.5 Subject to paragraph 17.6, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairperson whose ruling in relation to any director other than the chairperson is to be final and conclusive.
- 17.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairperson, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 17.7 The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 17.8 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Association for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Association in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 17.9 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Association:
- 17.9.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise (directly or indirectly) interested;
 - 17.9.2 shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 17.9.3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 17.9.4 may act by himself or his firm in a professional capacity for the Association (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
 - 17.9.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Association is otherwise (directly or indirectly) interested; and
 - 17.9.6 shall not, save as he may otherwise agree, be accountable to the Association for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any

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such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

18 TERMINATION OF DIRECTOR'S APPOINTMENT

18.1 A person ceases to be a director as soon as—

18.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

18.1.2 a bankruptcy order is made against that person;

18.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

18.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

18.1.5 notification is received by the Association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

18.1.6 that person has served three years as a director and has not been re-appointed to continue to serve as a director by resolution of the Members requested no later than 12 months after each third anniversary of the appointment.

19 RECORDS OF DECISIONS TO BE KEPT

19.1 The directors 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 directors.

19.2 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

20 DIRECTORS' DISCRETION TO MAKE FURTHER RULES

20.1 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.

21 NUMBER OF DIRECTORS

21.1 Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than three.

22 SECRETARY; TREASURER

22.1 The directors may appoint any person who is willing to act as the secretary for such term, upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide,

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appoint a replacement, in each case by a decision of the directors.

- 22.2 The directors may appoint any person who is willing to act as the treasurer for such term, upon such conditions as they may think fit, and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors. Subject to the provisions of the preceding sentence, the treasurer will oversee all financial matters of the Association ensuring general compliance with prudent accounting practices.

23 PRESIDENT

- 23.1 The Association in general meeting may, on the recommendation of the directors, appoint any person to be a President of the Association. A President of the Association shall be entitled to attend and speak at all meetings of the Association but shall not be entitled to vote at any such meeting.

24 CHANGE OF ASSOCIATION NAME

- 24.1 The name of the Association may be changed by:

24.1.1 a decision of the directors; or

24.1.2 a special resolution of the Members,

or otherwise in accordance with the Act.

PART 3

MEMBERS

25 MEMBERSHIP

- 25.1 The Association shall admit to Membership an individual or an organisation which:

- (a) applies to the Association using the application process approved by the directors; and
- (b) is approved by the directors.

[A letter shall be sent to each successful applicant confirming their Membership of the Association and the details of each successful applicant shall be entered into the Register of Members by the secretary.]

- 25.2 There shall be a minimum of four classes of Members who shall be such persons as the directors shall (in accordance with the provision of the articles) admit to Membership from time to time:

- 1) **Full Membership**, open to commercial picture libraries and picture agencies (being undertakings in the business of licensing artistic works, and predominantly photographs or illustrations, and films for gain) established or operating in the United Kingdom.
- 2) **Associate Membership**, open to overseas picture libraries other those described under (1) above, and persons interested [CONNECTED] in the business of photo agencies or photo libraries and who wish to become affiliated to the Association but who do not meet the requirements for Full Membership or Supporter Membership;

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- 3) **Industry Supplier Membership**, open to suppliers offering their services to the picture library and agency business
 - 4) **Honorary Membership**, open to persons at the discretion of the directors in recognition of their contribution to the development or functioning of the photography industry.
- 25.3 Members with Full Membership (“**Full Members**”) shall be entitled to vote at general meetings of the Association. Other types of Membership do not carry the right to vote.
- 25.4 Membership is not transferrable.
- 25.5 Application for Membership shall be submitted in writing to a director together with supporting evidence to establish that the Applicant satisfies the relevant conditions of Membership. All applications must be signed by or on behalf of the Applicant.
- 25.6 An applicant for Full Membership must state on its application the name of the individual whom the Applicant wishes to act as its representative to the Association for the purpose of voting at the general meeting of Members.
- 25.7 An applicant for Membership must be proposed by a director and such proposal must be seconded by another director.
- 25.8 The directors may in their absolute discretion decline to accept any application for Membership and need not give reasons for doing so.
- 25.9 The directors may prescribe criteria for Membership of the Association but shall not be obliged to accept persons fulfilling those criteria as Members.
- 25.10 All Members must pay to the Association on becoming a Member an annual subscription fee to be decided, and on date to be decided, by the directors from time to time.
- 25.11 The directors may establish different classes of Members and set out the different rights and obligations for each class, with such rights and obligations recorded in the Register of Members.
- 26 RETIREMENT AND EXPULSION OF MEMBER**
- 26.1 A Member may withdraw from Membership of the Association by giving 30 days’ notice to the Association in writing and any person ceasing to be a Member shall be removed from the Register of Members.
- 26.2 The directors may terminate the Membership of any Member without his consent by giving the Member written notice if, in the reasonable opinion of the directors, the Member:
- (a) is guilty of conduct which has or is likely to have a serious adverse effect on the Association or bring the Association or any or all of the Members and directors into disrepute; or
 - (b) has acted or has threatened to act in a manner which is contrary to the interests of the Association as a whole; or
 - (c) has failed to observe the terms of these Articles or the Code of Best Practice.

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Following such termination, the Member shall be removed from the Register of Members.

- 26.3 The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why his Membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the Membership of a Member.
- 26.4 A Member whose Membership is terminated under this Article shall not be entitled to a refund of any subscription or Membership fee] and [shall remain liable to pay to the Association any subscription or other sum owed by him].

27 DECISION-MAKING BY MEMBERS

- 27.1 Subject to the Act and these Articles, at any general meeting:
- (a) every Full Member who is present in person (or by proxy) shall on a show of hands have one vote; and
 - (b) every Full Member present in person (or by proxy) shall on a poll have one vote.

28 CALLING OF THE MEETING

- 28.1 Subject to the provisions of the Act, the directors may call a general meeting of Members, or will call it if requested by Members holding 10% of the total voting rights of all the Members having a right to vote at general meetings.

29 LENGTH AND CONTENTS OF NOTICE

- 29.1 All general meetings must be called by either:
- (a) at least 14 Clear Days' notice; or
 - (b) shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Members.
- 29.2 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 29.3 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 29.4 In every notice calling a meeting of the Association there must appear with reasonable prominence a statement informing the Member of his, her or its rights to appoint another person as his, her or its proxy at a meeting of the Association.
- 29.5 If the Association gives an electronic address in a notice calling a meeting, it will be deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice).

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30 SERVICE OF NOTICE

30.1 Notice of general meetings must be given to every Member, to the directors, to the secretary and the President (if appointed) and to the auditors of the Association (if appointed).

31 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

31.1 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.

31.2 Subject to the provisions of these Articles in relation to the right to vote, 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.

31.3 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.

31.4 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.

31.5 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.

32 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

32.1 Directors may attend and speak at general meetings, whether or not they are Members.

32.2 The chairperson of the meeting may permit other persons who are not Members of the Association to attend and speak at a general meeting.

33 ADJOURNMENT

33.1 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 chairperson of the meeting must adjourn it.

33.2 The chairperson of the meeting may adjourn a general meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or

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- (b) it appears to the chairperson 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.

33.3 The chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.

33.4 When adjourning a general meeting, the chairperson 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.

33.5 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.

33.6 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.

34 RESOLUTIONS AT GENERAL MEETINGS

34.1 A resolution of the Members is validly passed at a general meeting if—

34.1.1 notice of the meeting and of the resolution is given;

34.1.2 the meeting is held and conducted, in accordance with the provisions of these Articles and the Act;

34.1.3 quorum is present at the meeting, meaning that two Full Members, or their representatives notified to the Association pursuant to article 25.6 (but not proxies) are present.

34.2 Subject to the Act and these Articles, at any general meeting:

- (a) every Full Member who is present in person (or by proxy) shall on a show of hands have one vote; and
- (b) every Full Member present in person (or by proxy) shall on a poll have one vote.

34.3 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.

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35 ERRORS AND DISPUTES

- 35.1 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.
- 35.2 Any such objection must be referred to the chairperson of the meeting whose decision is final.

36 POLL VOTES

- 36.1 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.
- 36.2 A poll may be demanded by—
- (a) the chairperson of the meeting;
 - (b) the directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) 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.
- 36.3 A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
 - (b) the chairperson of the meeting consents to the withdrawal.

A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made

- 36.4 Polls must be taken immediately and in such manner as the chairperson of the meeting directs.

37 VOTING BY PROXY

- 37.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
- (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Association in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate, and a proxy notice which is not delivered in such

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manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting.

- 37.2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 37.3 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.
- 37.4 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.

38 DELIVERY OF PROXY NOTICES

- 38.1 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.
- 38.2 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.
- 38.3 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.
- 38.4 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.

39 AMENDMENTS TO RESOLUTIONS

- 39.1 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 chairperson of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- 39.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
 - (a) the chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

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

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

PART 4 ADMINISTRATIVE ARRANGEMENTS

40 MEANS OF COMMUNICATION TO BE USED

40.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- (c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

40.2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

41 RULES

The directors may establish rules governing matters relating to Association administration that are required from time to time for the effective operation of the Association (for example, the provisions relating to classes of Members, Membership fees and subscriptions and the admission criteria for Members). If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail.

42 INDEMNITY AND INSURANCE

42.1 Subject to article 42.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- (a) each relevant officer shall be indemnified out of the Association's assets against all costs, charges,

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losses, expenses and liabilities incurred by him as a relevant officer, and in the actual or purported execution and/or discharge of his duties, or in relation to them including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Association's affairs; and

- (b) the Association may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 42.1(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

42.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

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

42.4 In this article:

- (a) a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Association; and
- (b) a **relevant officer** means any director or other officer or former director or other officer of the Association but excluding in each case any person engaged by the Association as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).