The Association of 16mm Narrow Gauge Modellers

Articles of Association

Adopted at the Annual General Meeting held on 9th April 2016, amended at the Annual General Meeting held on 12th April 2025 (provision for physical/hybrid/online AGM)

The Association of 16mm Narrow Gauge Modellers is a Private Company Limited by Guarantee.
Registered in England and Wales No. 3117166.
Registered Office: 45 Hollow Wood, Olney, MK46 5LZ

The Directors acknowledge the assistance provided by the following Members in the preparation of this Document:

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Companies Act 2006

The aim of The Association of 16mm Narrow Gauge Modellers is:

The promotion of narrow gauge railway modelling in the scales of 14-16mm to the foot and to bring together members whose interests include the construction, display and operation in private, public, local, national and international contexts of narrow gauge railways and related models.

To meet this aim the identified objectives are:

- To advance the skills and techniques of the Members modelling narrow gauge railways and associated models;
- To provide a forum for the discussion and exchange of views of the activities associated with the modelling of narrow gauge railways;
- To encourage lectures and talks on narrow gauge modelling;
- To provide facilities for the running of model locomotives and other models for experimental and other purposes;
- To publish and reproduce magazines, books, articles, photographs, diagrams, drawings and other materials, relating to 14-16mm scale narrow gauge modelling using paper and web based publishing technologies;
- To represent the scale(s) of modelling elsewhere in the furtherance of the interests of the Members;
- To promote local, National, International and Special Interest groups in pursuant of these objectives;
- To promote the Association and the scales(s) by any other means that the Directors consider desirable or advantageous to the Company.

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

In the articles, unless the context requires otherwise:

"Annual General Meeting" means the yearly meeting of Members at which Directors are elected and the previous year's activities, including financial activities, are discussed;

"Articles" means the company's articles of association;

"Auditor" means any person or firm for the time being appointed to perform the duties of an auditor of the Company;

"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 12;

"chairman of the meeting" has the meaning given in article 25; "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), insofar as they apply to the company;

"Director" means a director of the company, as appointed or co-opted;

"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;

"Proxy Notice" means as defined at Article 32(1);

"the Rules" means as defined at Article 21(3);

"Secretary" means any person appointed to perform the duties of the Secretary of the Company;

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

"Subscription Fee" means the annual payment by a Member, as determined by the Directors; 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. For the avoidance of doubt, the singular shall include the plural and vice a versa. The male shall include the female and the neuter both as the context requires.

2. Liability of Members

The liability of each Member is limited to £1, 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

3. Directors' general authority

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.

4. Members' reserve power

(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.

5. Directors may delegate

(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, as defined at article 6(1);

(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, at any time

6. Committees

(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

7. Directors to take decisions collectively

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

8. Unanimous decisions

(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.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing including electronic mail.

(3) References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

9. Calling a Directors' meeting

(1) Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorizing the company secretary (if any) 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 and needs to be in writing 7 days before the scheduled meeting date, unless each Director accepts that he or she will accept notice sooner.

(4) A Directors' meeting may be called at shorter notice if circumstances of urgency or emergency justify shorter notice (an Emergency Meeting). The Director calling an Emergency Meeting shall use all reasonable efforts to notify the other Directors. If the Emergency Meeting proceeds but is not quorate a further Directors' meeting shall be called in accordance with article 9 (3) to review and if thought fit ratify any decisions taken at the Emergency Meeting.

10. Participation in Directors' meetings

(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.

(4) At the Chairman's discretion other persons may be invited to attend meetings of the Directors in whole or in part but shall not be entitled to a vote on any issue.

11. Quorum for Directors' meetings

(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) The quorum for Directors' meetings is five, but may be fixed from time to time by a decision of the Directors.

(3) If the total number of Directors for the time being is less than the quorum required, the

Directors must not take any decision other than a decision;

(a) to appoint further Directors, or

(b) to call a general meeting so as to enable the Members to appoint further Directors.

12. Chairing of Directors' meetings

(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 start time, the Vice-Chairman will Chair the meeting. If the Vice-Chairman is not participating within 10 minutes, participating Directors must appoint one of themselves to chair it.

13. Casting vote

(1) If the numbers of votes for and against a proposal are equal, the Chairman, the vice-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, the vice-Chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. Conflicts of interest

(1) If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a Director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when:

(a) the company by Ordinary Resolution disapplies the provision of the articles which would otherwise prevent a Director from being counted as participating in the decision-making process;

(b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the Director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes:

(a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the company;

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to Directors or former Directors of the company which do not provide special benefits for Directors or former Directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

15. Records of decisions to be kept

(1) 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. The Chairman must sign the minutes. The minutes must be circulated and will be taken as conclusive if no objections or comments are made within 14 days of the circulation date.

16. Directors' discretion to make further rules

(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.

APPOINTMENT OF DIRECTORS

(1) No person who is not a Member shall in any circumstance be eligible to hold office as Director.

17. Methods of appointing Directors

(1) Any Member who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director.

(2)The maximum number of Directors at the date of incorporation shall be ten and the Company may from time to time by Ordinary Resolution increase or reduce the number of Directors.

(3) Any Member shall be eligible for election as a Director at an Annual General Meeting provided another Member of the Company has nominated him in writing and he has indicated his agreement in writing to stand for election. Such nomination and agreement shall be received by the Secretary at least 30 days prior to a date determined by the Directors and notified to the Members. If the number of Directors not retiring or standing down at the Annual General Meeting, together with those seeking reappointment, together with Directors co-opted during the previous 12 months together with those nominated by a Member of the Company for consideration at the Annual General Meeting, is less than the maximum number of Directors determined under Article 17(2), the Company may accept further nominations at the Annual General Meeting to fill the available offices.

(4) The Directors may at any time co-opt any Member to be a Director, providing the total number of the Directors shall not at any time exceed the number fixed in accordance with Article 17(2).

(5) A co-opted Director shall hold office only until the next following Annual General Meeting where they shall be eligible for appointment as a Director but if not appointed shall vacate office at the conclusion of the meeting.

18. Termination of director's appointment

(1) A Director's office shall last three years from the Annual General Meeting at which he was appointed, unless terminated under Article 18(3) or by agreement.

(2) A Director who has been in office for three years must either;

(a) step down and agree to terminate his office; or

(b) apply to be re-elected as a Director at the next Annual General Meeting.

(3) A person ceases to be a Director as soon as;

(a) 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, that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or;

(b) a Bankruptcy order is made against that person;

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

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

(e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

(f) notification is received by the company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms; and

(g) he has failed to attend board meetings for more than six consecutive months without the authorisation of the board of Directors.

(4) Subject to the Act the Company may by Ordinary Resolution of which special notice has been given in accordance with the Act remove any of the Directors before the expiration of their term of office.

19. Directors' remuneration

(1) The Directors shall not be entitled to any remuneration except as shall be decided by Ordinary Resolution at an Annual General Meeting.

(2) The Directors may be entitled to offer a gift to a retiring Director or long servicing Member, either in cash or kind.

20. Directors' expenses

The company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at;

(a) meetings of Directors or committees of Directors, or

(b) general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

21. Applications for membership

(1) No person shall become a Member of the company unless that person has completed an application for membership in a form approved by the Directors and paid the appropriate Subscription Fee

(2) The Directors shall determine a Subscription Fee which shall be payable by all Members. The Directors may raise the Subscription Fees by not more than 20% in any one year for the duration of that membership year. Any greater increase may only be imposed if it has been approved by an Ordinary Resolution of the Annual General Meeting.

(3) The Directors shall agree and publish rules of membership (the Rules) to include the following;

(a)The admission and classification of Members and the rights and privileges of such Members;

(b) Subscriptions, fees and payments to be made by Members;

(c) Conditions of termination and resignation of Members;

(d) The conduct of Members in relation to one another, and to the Company's representatives;

(e) The procedure at General Meetings and meetings of the Directors and Committees of the Company that are not regulated by law or these articles.

(4) The Company in General Meeting shall have power to change or add to the Rules and the Directors shall ensure where possible that Members of the company are aware of all Rules.

22. Termination of membership

(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, unless otherwise specified in the Rules.

(3) A Member's membership terminates if;

(a) that person dies provided that the Directors may exercise their discretion to allow the membership to pass to the deceased Member's spouse or child or grandchild;

(b) a Member has been guilty of a material breach of any provisions of these Articles or the Rules providing notice of breach has been given to the Member by the Directors and the breach has not been remedied within 30 days of notice; or

(c) the Member has failed to pay the Subscription Fee within three months from its due date..

(4) Any Member whose membership has been terminated under the provisions of this Article may appeal to the Directors who will process the appeal in accordance with the appeal process as set out in the Rules.

ORGANISATION OF GENERAL MEETINGS

23. Attendance and speaking at general meetings

(1) The Company shall hold an Annual General Meeting at such a time and place as may be determined by the Directors. 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. The Annual General Meeting may be held as a physical, hybrid (part-physical/part-online) or online meeting.

(2) All Member meetings other than Annual General Meetings shall be called General Meetings.

(3) At least twenty-one days' written notice should be given of every Annual General Meeting and for every meeting convened to pass a Special Resolution specifying the date, time and place. In the case of special business the general nature of that business shall be given.

(4) At least fourteen days' written notice should be given of every general meeting specifying the date, time and place.

(5) The Directors may whenever they think fit convene a General Meeting.

(6) A General Meeting may be convened at the request of at least thirty Members.

(7) 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 any resolution passed or proceedings at that meeting.

(8) 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.

(9) 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.

(10) 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.

(11) 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.

(12) 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.

(13) The Company will have no obligation to facilitate remote and/or electronic access to any general meeting, but will permit this access if two or more persons collaborate to provide this access.

24. Quorum for general meetings

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. Fifty Members constitutes a quorum.

25. Chairing general meetings

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

(2) 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 the vice chairman shall chair the meeting if present and willing to do so.

(3) If the vice chairman is not present within ten minutes of the time at which a meeting was due to start the Directors present, or 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.

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

26. Attendance and speaking by Directors and non-members

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

27. Adjournment

(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) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

28. Voting: general

(1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded by the chairman of the meeting or by at least five Members present in person or by proxy in accordance with the articles.

(a) 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 has been demanded.

(2) No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.

(3) In the case of equality of votes whether on a show of hands or on a poll the chairman of the meeting shall be entitled to a second or casting vote.

(4) Subject to the provisions of the Act a resolution in writing signed by all the Members entitled to receive notice, attend and vote at general meetings shall be as valid and effectual as a resolution passed at a general meeting of the Company duly convened and held.

29. Voting: Members

(1) Any Member present who is also the proxy of another Member or Members shall have one vote for themselves and one for each of the Members of which they are the proxy.

(2). No Member shall be entitled to vote at any general meeting unless they have paid their Subscription Fee.

(3). On a poll votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

(4) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointer or revocation of the proxy provided that no intimation in writing of such death or revocation shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

(5) An instrument appointing a proxy shall be in writing under the hand of the appointer or their attorney duly authorised in writing and shall be in the form contained in Article 32, or as near thereto as circumstances will admit.

30. Errors and disputes

(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.

31. Poll votes

(1) A poll on a resolution may be demanded;

(a) in advance of the general meeting where it is to be put to the vote; or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by;

(a) the chairman 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.

(3) A demand for a poll may be withdrawn if:

(a) the poll has not yet been taken, and

(b) the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

32. Content of Proxy Notices

(1) Proxies may only validly be appointed by a notice in writing 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 following wording is recommended;

I/We, of being a Member/Members of the The Association of 16mm Narrow Gauge Modellers, hereby appoint [name] of [address] as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/ general meeting of the Company to be held on [date], and at any adjournment thereof.

Signed on …. ."

(3) The company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

(4) 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.

(5) 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.

33. Delivery of Proxy Notices

(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 entitled to do so, even though a valid Proxy Notice has been received.

(2) An appointment under a Proxy Notice may be revoked by delivering to the company a notice in writing by or on behalf of the person by whom the Proxy Notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

34. Amendments to resolutions

(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 company 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 chairman of the meeting may determine); and

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

(2) A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if;

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

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

(3) If the 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

35. Means of communication to be used

(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.

36. Serving of Notices

(1) A notice may be served by the Company upon any Member personally or by delivering it by hand or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members.

(2) Any Member described in the register of Members by an address not within the United Kingdom shall not be entitled to receive notices from the Company.

(3) Any notice if served by post shall be deemed to have been served on the day following that on which the notice is posted.

37. Account Records

(1) The Directors shall keep proper books of account with respect to:

(a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;

(b) all sales and purchases of goods by the Company;

(c) the assets and liabilities of the Company.

(2) The books of account shall be kept at the Registered Office of the Company or subject to the Act at such other place or places as the Directors shall think fit and shall always be open to the inspection of the Directors.

(3) At the Annual General Meeting in every year there shall be laid before the Company audited (unless the Company shall be audit exempt) accounts for the period since the last preceding accounts. Such accounts to be delivered not less than twenty-one days before the date of the meeting to all persons entitled to receive notices of general meetings.

38. No right to inspect accounts and other records

(1) 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.

39. Application of Funds

(1) The income and property of the Company derived from any source whatsoever shall be applied solely towards the promotion of the objects of the Company

40. Company seals

(1) Any common seal may only be used by the authority of the Directors.

(2) The Directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the Directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is;

(a) any Director of the company;

(b) the company secretary (if any); or

(c) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

41. Dissolution

(1) If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to a charitable institution or institutions having objects similar to the objects of the Company, to be determined by the Members of the Company at or before the time of dissolution. If this is not possible then transfer should be to a charitable organisation determined by the Members of the Company.

DIRECTORS’ INDEMNITY AND INSURANCE

42. Indemnity

(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 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.

43. Insurance

(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(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.

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