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**ARTICLES OF ASSOCIATION  
of the  
BRITISH GLIDING ASSOCIATION LIMITED  
incorporated as a company limited by guarantee**

**February 2012**

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**THE COMPANIES ACTS 1985, 1989 AND 2006**

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**PRIVATE COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**- of -**

**BRITISH GLIDING ASSOCIATION LIMITED<sup>1</sup>**

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**PART 1**

**INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY**

**1. Definitions and Interpretations**

1.1 In these Articles, unless the context requires otherwise:

"the 2006 Act" means the Companies Act 2006 as modified by statute or re-enacted from time to time;

"Appointed Director" means a Director appointed in accordance with Article 19;

"Articles" means these Articles of Association, as may be amended from time to time;

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<sup>1</sup> These Articles were adopted by special resolution of the Company dated 3<sup>rd</sup> March 2012

"Associate Member"	means a group of persons which does not fulfil the requirements for full membership, or an individual whom the Board may decide to admit to membership;
"Associated Company"	means a company which is a Subsidiary of the other or where both are Subsidiaries of the same body corporate;
"Association"	means the above-named company and any of its direct Associated companies;
"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;
"Board"	means the Board of Directors of the Association established from time to time in accordance with Article 19, the elected and appointed members of which are the Directors of the Association for the purposes of the Companies Acts;
"Chairman"	means the Chairman of the Board as elected by the General Meeting in accordance with Article 25;
"Chairman of the Meeting"	has the meaning given in Article 14.2 (in respect of a Board meeting) or Article 37.2 (in respect of a General Meeting);
"Chief Executive"	means the person appointed as Chief Executive in accordance with Article 26;
"Clear Days"	means a period of days exclusive of the day on which a notice is served and of the day for which it is given;
"Club"	means those Clubs admitted from time to time to membership of the Association in accordance with Article 30 and any applicable Rules and who are entitled to receive notice of and attend General Meetings;
"Companies Acts"	means the Companies Acts (as defined in Section 2 of the

2006 Act), in so far as they apply to the Association;

"Director"	means a Director of the Association, and includes any person occupying the position of Director, by whatever name called;
"Document"	includes, unless otherwise specified, any Document sent or supplied in Electronic form;
"Elected Director"	means a Director elected in accordance with Article 25;
"Electronic form"	has the meaning given in Section 1168 of the 2006 Act;
"Full Flying Member"	Any person who is a full (as distinct from temporary) flying member of any gliding Club which is a Member of the Association;
"Full Member"	means a Club admitted to membership in accordance with Article 30;
"General Meeting"	means an Annual General Meeting or other General Meeting of the Association;
"Hard copy form"	has the meaning given in Section 1168 of the 2006 Act;
"Members"	means the Full Members and Associate Members together;
"The Office"	means the registered Office of the Association;
"Officer"	means any employee, contractor or volunteer appointed to a recognised role within the Association;
"Ordinary resolution"	has the meaning given in Section 282 of the 2006 Act;
"Participate"	in relation to a Directors' meeting, has the meaning given in Article 12;
"Proxy notice"	has the meaning given in Article 44.1;
"Regulations" and "Rules"	means the policies, regulations, rules, terms of reference, standing orders and codes of practice of the Association

made by the Board in accordance with Article 18 or by the Association in General Meeting in accordance with Article 55, as amended from time to time, and including any in force at the time of the adoption of these Articles;

"Secretary" means the person appointed from time to time under Article 27 as the Secretary and who shall also be the Company Secretary of the Association for the purposes of the Act;

"Special resolution" has the meaning given in Section 283 of the 2006 Act;

"the Sport" means gliding and soaring and associated aviation;

"Subsidiary" has the meaning given in Section 1159 of the 2006 Act;

"Territory" means the United Kingdom of Great Britain and Northern Ireland together with the Crown Dependencies and British Overseas Territories;

Treasurer means the person appointed as Treasurer in accordance with Article 28;

"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;

"Year" means the period between successive Annual General Meetings.

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

1.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations and unincorporated associations.

1.4 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

## **2. Name and Registered Office**

2.1 The name of the Association is British Gliding Association Limited.

2.2 The registered Office of the Association is in England and Wales.

## **3. Objects**

3.1 The Objects for which the Association is established are to:

3.1.1 act as the governing body for the Sport in the Territory;

3.1.2 act as the representative member for the Territory in national and international affairs and to affiliate to and carry out functions delegated to it by relevant bodies;

3.1.3 in consultation and co-operation with Clubs, develop and implement strategies for the promotion, marketing and development of, and participation in the Sport in the Territory, and in particular for training of pilots;

3.1.4 provide assistance, advice and support to Members;

3.1.5 provide support and to assist Members with the airworthiness and maintenance of gliders and associated aircraft;

3.1.6 make and vary Rules for persons participating in the Sport in the Territory;

3.1.7 purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or structures necessary or convenient for the work of the Association;

3.1.8 sell, let, mortgage or dispose of all or any of the property or assets of the Association as may be thought expedient;

- 3.1.9 undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects; to undertake and execute charitable trusts for the benefit of the Sport;
- 3.1.10 borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit;
- 3.1.11 invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, including by the provision of loans or grants to Members;
- 3.1.12 develop and support a national competition programme and to support participation in international competitions, including bidding to run international competitions and events;
- 3.1.13 develop and nurture relationships between the Association, other recreational and sporting aviation organisations and relevant national and local government bodies and non-governmental organisations;
- 3.1.14 do all such other things as the Board may consider desirable for the benefit of the Sport or to further the interests of the Association or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 3.

#### **4. Powers**

- 4.1 The Association shall have powers to do all such lawful things as are consistent with the furtherance of its objects.
- 4.2 Save as permitted by Article 3.1.11 and in particular under the terms of the Planning and Environment Fund or as otherwise agreed by the Association, the income and property of the Association shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the Members.
- 4.3 Nothing in Article 4.2 shall prevent the payment in good faith by the Association:
  - 4.3.1 of remuneration of any Director in accordance with Article 22;

- 4.3.2 to any Director, committee or sub-committee member or other volunteer of reasonable and proper out-of-pocket expenses in accordance with Article 23;
- 4.3.3 of interest on a loan from a Member or the Directors at a commercial rate of interest;
- 4.3.4 of reasonable and proper rent for premises demised or let to the Association by any Member or by any Director;
- 4.3.5 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Directors or Officers (or any of them) in relation to the Association;
- 4.3.6 other payments as are permitted by these Articles.

## **5. Liability of Members**

- 5.1 The liability of each Full Member is limited to £1, being the amount that each Full 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 any of the items set out in Article 5.2.
- 5.2 The items for which each Full Member undertakes to contribute are:
  - 5.2.1 payment of the Association's debts and liabilities contracted before he ceases to be a Member;
  - 5.2.2 payment of the costs, charges and expenses of winding up; and
  - 5.2.3 adjustment of the rights of the contributories among themselves.
- 5.3 No Associate Member is liable to make any contribution in the event of the Association being wound up while he is a Member or within one year after he ceases to be a Member.

**PART 2**  
**DIRECTORS AND OTHER OFFICE HOLDERS**

**DIRECTORS' POWERS AND RESPONSIBILITIES**

**6. Directors' general authority**

6.1 Subject to these Articles, any Rules and Regulations made pursuant to them and the Companies Acts, the Board is responsible for the management of the Association's business, for which purpose it may exercise all the powers of the Association.

6.2 Any valid act of the Board shall not be invalidated by a subsequent resolution passed by the Association in General Meeting.

**7. Directors may delegate**

7.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:

7.1.1 to such person or committee;

7.1.2 by such means (including by power of attorney);

7.1.3 to such an extent;

7.1.4 in relation to such matters or territories; and

7.1.5 on such terms and conditions;

as it thinks fit.

7.2 All acts and proceedings delegated under Article 7.1 shall be reported to the Board in due course.

7.3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.

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

**8. Committees and sub-committees**

- 8.1 The Association shall have such committees and sub-committees as the Board thinks fit or as required by legal obligations.
- 8.2 Committees and sub-committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.
- 8.3 The Board may make rules of procedure for all or any committees and sub-committees, which prevail over Rules derived from these Articles if they are not consistent with them.
- 8.4 The quorum for meetings of any committee or sub-committee formed pursuant to the provisions of these Articles shall be three unless otherwise determined by the Board.
- 8.5 The Chairman and Vice-Chairman are by virtue of their office members of any committee and sub-committee, but are not entitled to vote or be counted for the purposes of a quorum. The Board is entitled to receive the minutes of all committees and sub-committees. Other Directors may request through the Board the opportunity to attend and observe meetings of any committee and sub-committee.

**DECISION-MAKING BY DIRECTORS**

**9. Directors to take decisions collectively**

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 10.

**10. Unanimous decisions**

- 10.1 A decision of the Board 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.
- 10.2 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.

10.3 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 meeting of the Board.

10.4 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.

## **11. Calling a meeting of the Board**

11.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least three such meetings shall be held in each year.

11.2 The Board shall report on its activities to the Members at the Annual General Meeting.

11.3 Any Director may call a meeting of the Board by giving notice of the meeting to the Directors or by directing the Secretary to give such notice. At least 48 hours notice must be given, except in case of emergency, in which case at least 12 hours notice must be given, provided that a meeting may be called on shorter notice if all voting members of the Board agree.

11.4 Notice of any meeting of the Board must indicate:

11.4.1 its proposed date and time;

11.4.2 where it is to take place; and

11.4.3 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.

11.5 Notice of a meeting of the Board must be given to each Director, but need not be in Writing. A Director who is absent from the United Kingdom shall be entitled to notice of a meeting if he has provided a valid email address.

## **12. Participation in meetings of the Board**

12.1 Subject to these Articles, Directors participate in a meeting of the Board, or part of a meeting of the Board, when:

12.1.1 the meeting has been called and takes place in accordance with these Articles,  
and

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

12.2 In determining whether Directors are participating in a meeting of the Board, it is  
irrelevant where any Director is or how they communicate with each other.

12.3 If all the Directors participating in a meeting of the Board are not in the same place,  
they may decide that the meeting is to be treated as taking place wherever any of them  
is located.

### **13. Quorum**

13.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted  
on, except a proposal to call another meeting.

13.2 The quorum for meetings of the Board may be fixed from time to time by a decision of  
the Directors, but it must never be less than four, and unless otherwise fixed it is four.

13.3 Subject to Article 13.4, the Board may act notwithstanding any vacancy in their body.

13.4 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:

13.4.1 to fill a casual vacancy arising among the Directors in accordance with Article  
19; or

13.4.2 to admit Full Members to the Association; or

13.4.3 to call a General Meeting.

### **14. Chairing of meetings of the Board**

14.1 The Chairman shall chair all meetings of the Board at which he is present.

14.2 If at any meeting the Chairman is absent, or is not present within 15 minutes after the  
time appointed for holding the same, or is unwilling to preside, the Vice-Chairman

shall preside. If the Vice-Chairman is also not present or is unwilling to preside within 15 minutes of the time at which a meeting was due to start, the members of the Board present shall choose one of their number to be Chairman of the Meeting. The person so appointed for the time being is known as "the Chairman of the Meeting".

**15. Voting**

15.1 Questions arising at any meeting shall be decided by a simple majority of votes except as provided by Article 32. If the numbers of votes for and against a proposal are equal, the Chairman of the Meeting has a second or casting vote. This does not apply if, in accordance with these Articles, the Chairman of the Meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

**16. Conflicts of interest**

16.1 A Director who has an interest in a matter to be considered at a Board meeting must declare that interest before consideration of the matter and in respect of that matter he is prohibited from being counted towards a quorum and from voting except when:

16.1.1 the Board authorises him to be counted towards the quorum and to vote on the matter in accordance with Section 175 of the 2006 Act notwithstanding such interest or,

16.1.2 he need not declare an interest pursuant to Section 177 or 182 of the 2006 Act or,

16.1.3 his conflict of interest arises from one or more of the following three "permitted causes":

(a) a guarantee, security or indemnity given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Association or any of its Associated companies (if any);

(b) a subscription, or an agreement to subscribe, for securities of the Association or any of its Associated companies (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities;

- (c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Association or any of its Associated companies (if any) which do not provide special benefits for Directors or former Directors.
- 16.2 For the purposes of this Article 16, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.
- 16.3 Subject to Article 16.5, if a question arises at a meeting of the Board or of a sub-committee of the Board 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 of the Meeting whose ruling in relation to any Director other than himself is to be final and conclusive.
- 16.4 Where proposals are under consideration concerning the appointment of two or more Directors to employment with the Association or any body corporate in which the Association 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.
- 16.5 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman of the Meeting, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman of the Meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 16.6 A Director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or could have, a direct or indirect interest that conflicts, or possibly might conflict with the interests of the Association only where such matter has been authorised in accordance with Article 16.1.
- 16.7 The Association may by Ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a Director from voting at a meeting of the Board or of a sub-committee formed under Article 8.

**17. Records of decisions to be kept**

- 17.1 The Board must ensure that the Association keeps a record, in Writing, for at least ten years from the date of the decision recorded, of every appointment by the Board and of every decision taken by the Board (and all sub-committees) and by the Association at General Meeting.
- 17.2 Any such records, if purporting to be signed by the Chairman of the Meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

**18. Directors' discretion to make further Rules**

- 18.1 The Board may from time to time propose variations to, revocations of and new Rules relating to membership of the Association including (without limitation) Rules:
- 18.1.1 setting out different categories of membership of the Association;
  - 18.1.2 setting out rights, privileges and obligations of the different categories of Member;
  - 18.1.3 for the appointment of sub-committees.
- 18.2 Subject to Article 55, the Board shall have the power to make, vary and revoke Rules for the better administration of the Association and to ensure its compliance with its legal and other obligations.
- 18.3 Rules and Regulations made under Articles 18.1 and 18.2 must be compliant with the Companies Acts and these Articles in order to be valid.

**APPOINTMENT OF DIRECTORS AND OTHER OFFICE HOLDERS**

**19. Members of the Board**

- 19.1 There shall be at least eight and not more than ten members of the Board
- 19.1.1 The Chairman
  - 19.1.2 The Vice-Chairman

19.1.3 Not less than six nor more than eight other Directors

including such persons as may be appointed by the Board to fill a casual vacancy in any of the above capacities, provided that the Board must always be composed of a majority of Elected Directors and that the number of Elected Directors must never be less than five. All Elected and Appointed Directors must be members (other than temporary members) of a Full Member Club at the time of their appointment. An appointment to fill a casual vacancy in the role of Chairman or Vice-Chairman may only be made from one of the Elected Directors.

- 19.2 A member of the Board elected or appointed to the Board under Article 19.1.1 to 19.1.3 shall be a Director by virtue of his office and shall have such rights and privileges as the Association in General Meeting shall from time to time prescribe.
- 19.3 Other persons may from time to time be co-opted by the Board in its sole discretion, to assist the Board in an advisory capacity until the next Annual General Meeting. Co-opted members do not become members of the Board and shall not be entitled to vote at meetings of the Board.
- 19.4 The Chairman shall have such rights and privileges as the Board shall from time to time prescribe.
- 19.5 Any person who ceases to be a member of the Board shall with immediate effect also cease to be a Director.
- 19.6 All acts carried out in good faith by any member of the Board or of any sub-committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person, be as valid as if that person had been duly appointed or had duly continued in office.

**20. Terms of Office**

- 20.1 A Director who is elected at an Annual General Meeting may serve for three Years, when he must retire, but will be eligible for re-election in the same capacity for one further term of three Years, after which he must retire.

- 20.2 A Director who is appointed to fill a vacancy may serve until the next Annual General Meeting, when he must retire and is not eligible for re-appointment, but will not be disbarred from standing for election in the normal way.
- 20.3 Anyone who is co-opted in an advisory capacity to the Board may serve until the next Annual General Meeting, when he must retire but will be eligible for co-option for a Year at a time until the sixth Annual General Meeting following his initial co-option, when he must retire.
- 20.4 Except in the roles of Chief Executive, Secretary and Treasurer, any person elected, appointed or co-opted under these Articles who has, at the time of an Annual General Meeting, served continuously for more than five Years in any one capacity must retire and, unless sanctioned by a Special resolution, is not eligible for election, appointment or co-option in the same capacity until at or after the following Annual General Meeting.
- 20.5 Except in the roles of Chief Executive, Secretary and Treasurer, any person elected, appointed or co-opted under these Articles who has, at the time of an Annual General Meeting, served continuously for more than eleven Years in one or several capacities must retire and, unless sanctioned by a Special resolution, is not eligible for election, appointment or co-option in any capacity until at or after the following Annual General Meeting.

**21. Termination of Director's appointment**

- 21.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a Director if:
- 21.1.1 that person ceases to be a Director by virtue of any provision of the 2006 Act or is otherwise prohibited from being a Director by law;
  - 21.1.2 a Bankruptcy order is made against that person;
  - 21.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

- 21.1.4 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;
  - 21.1.5 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;
  - 21.1.6 his term of office expires and he is not re-elected;
  - 21.1.7 notification is received by the Board from the Director that he is resigning from office, and such resignation has taken effect in accordance with its terms; or
  - 21.1.8 the Director persistently fails to attend Board meetings without demonstrated due cause.
- 21.2 A person serving as a Board member who is removed from office as a Director for whatever reason shall be deemed to have resigned from his position and the vacancy shall be filled in accordance with these Articles.

## **22. Directors' remuneration**

- 22.1 Subject to the provisions of the Companies Acts, and to Article 22.3 below, the Board may enter into an agreement or arrangement with any Director for his employment by the Association or for the provision by him of any services outside the scope of the ordinary duties of a Director.
- 22.2 Subject to the provisions of the Companies Acts, and to Article 22.3 below, the Board may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any Director who has held but no longer holds any executive office or employment with the Association or with any body corporate which is or has been a Associated company of the Association or a predecessor in business of the Association or of any such Associated company, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may

(before as well as 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.

22.3 Subject to these Articles, a Director's remuneration may take any form and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director, provided that such remuneration:

22.3.1 is determined having regard to the current remuneration of Directors in comparable offices;

22.3.2 does not exceed the general market rate for Directors providing comparable services; and

22.3.3 is not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of the Association or by reference to the level of the Association's gross income from some or all of its activities.

22.4 No Director shall take any loan from the Association.

22.5 For the avoidance of doubt, no payment shall be made by way of remuneration to a Director for his role as a Director, but nothing in these Articles shall prevent payment of appropriate remuneration to a Director for the provision of a service which is not connected with his position as a Director.

22.6 Unless the Board decides otherwise, Directors are not accountable to the Association for any remuneration which they receive as Directors or other Officers or employees of the Association's Associated companies (if any) or of any other body corporate in which the Association is interested (if any).

### **23. Expenses**

Without prejudice to Article 22, the Association may pay any reasonable expenses which the Appointed or Elected Directors or co-opted volunteers properly incur in connection with their attendance at:

(a) meetings of the Board or committees of the Board; or

(b) General Meetings,

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

**24. Transition**

24.1 Following the adoption of these Articles, each Elected Director may proceed at the Annual General Meeting in 2013 as follows:

24.1.1 If he was appointed since the previous Annual General Meeting, he must stand down but will not be disbarred from standing for election in the normal way;

24.1.2 If he has served continuously for one Year in any one capacity, he may serve for two further Years, at the end of which he must retire;

24.1.3 If he has served continuously for two Years in any one capacity, he may serve for one further Year at the end of which he must retire;

24.1.4 If he has served continuously for three Years in any one capacity, he must retire;

24.1.5 If he has served continuously for four Years in any one capacity, he may retire, but will be eligible for election in the same capacity for one term of two Years, at the end of which he must retire;

24.1.6 If he has served continuously for five Years in any one capacity, he may retire, but will be eligible for election in the same capacity for one term of one Year, at the end of which he must retire;

24.1.7 If he has served continuously for six Years in any one capacity, he must retire.

**25. Elections and Appointments**

25.1 At the Annual General Meeting in 2013, the members of the Board shall retire if required to do so by Article 24, but shall be eligible for re-election if allowed by the provisions of these Articles. The process of election of the members of the Board shall be in accordance with this Article 25.

- 25.2 At the Annual General Meeting held next after the date of adoption of these Articles and at each subsequent Annual General Meeting, elections shall be held for such of the offices of Chairman, Vice-Chairman and other Board members as are vacant.
- 25.3 At least two months before the date fixed for each Annual General Meeting, notice in Writing shall be given to each Full Member requesting the nomination of candidates for the offices referred to in Article 19.1. Nominations shall be submitted in Writing to the Secretary, on the form prescribed from time to time by the Board, not later than the date specified in the notice requesting nominations, such date being not less than 14 Clear Days from the date of service (as specified in Article 48.6) of the notice. All candidates must be members (other than temporary members) of a Full Member Club, but not necessarily members of the Full Member nominating them. A candidate's nomination paper must be signed by him and by his nominator. Full Members may only nominate one candidate for each office.
- 25.4 Candidates may be nominated for more than one office. If unsuccessful in an election for one position, their names will then be included in the elections for any other positions for which they have been nominated. A candidate may stand for office as
- 25.4.1 Chairman, notwithstanding that such candidate has not retired from his office of Vice-Chairman or Elected Director; and, if unsuccessful in the election, will continue in the office which he currently holds;
- 25.4.2 Vice-Chairman, notwithstanding that such candidate has not retired from his office of Chairman or Elected Director, and, if unsuccessful in the election, will continue in the office which he currently holds.
- 25.5 If there are the same number of candidates as there are vacancies for an office, those candidates shall be declared elected unopposed at the Annual General Meeting. In the event of there being more nominations than vacancies, there shall be a postal ballot in accordance with the provisions of this Article as directed by the Board. The results of any such election must be announced at the Annual General Meeting.
- 25.6 The voting in elections shall be by a poll and each Full Member shall cast the number of votes relating to the number of Full Flying Members of such Full Member. No other persons shall be entitled to complete a ballot paper.

- 25.7 The election for the office of Chairman shall be held first and the ballot paper shall list the candidates offering themselves for election to such office, and the person completing the ballot paper shall be entitled to vote for one candidate.
- 25.8 The election for the office of Vice-Chairman shall be held as soon as may be practicable after the result of the election, if any, for the office of Chairman is known. The ballot paper shall list the candidates offering themselves for office of Vice-Chairman and the person completing the ballot paper shall be entitled to vote for one candidate.
- 25.9 The election for the offices of other Directors shall be held as soon as may be practicable after the results of the elections, if any, for the offices of Chairman and/or Vice-Chairman are known. The ballot paper shall list the candidates offering themselves for the office of Elected Director and the person completing the ballot paper shall be entitled to vote for the number of candidates for the office of Elected Director as there are vacancies to fill.
- 25.10 In each of the elections, the candidates polling the largest number of votes shall be elected, sufficient to fill the number of vacancies in the particular office. If candidates poll an equal number of votes for any office, the result of the election shall be determined by the drawing of lots.

**26. Chief Executive**

- 26.1 Subject to the provisions of the Companies Acts, the Chief Executive shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit and any Chief Executive appointed may be removed by them.
- 26.2 The Chief Executive shall by virtue of his position be co-opted to attend Board meetings without power to vote.

**27. Company Secretary**

- 27.1 The Company Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit, and any Company Secretary so appointed may be removed by them.

27.2 The Company Secretary shall by virtue of his position be co-opted to attend Board meetings without power to vote.

**28. Treasurer**

28.1 The Treasurer shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit, and any Treasurer so appointed may be removed by them.

28.2 The Treasurer shall by virtue of his position be co-opted to attend Board meetings without power to vote.

**PART 3  
MEMBERS**

**29. Eligibility for membership**

29.1 The Members at the date of the adoption of these Articles and such other persons or organisations as the Board shall admit to membership, in accordance with the provisions contained in these Articles, shall be Members in the same capacity as they held before the adoption of these Articles.

29.2 Membership of the Association shall comprise Full Members and Associate Members.

**30. Applications for membership**

30.1 Full membership shall be open to any gliding or soaring club in the Territory or under British auspices elsewhere (unless subject under the Sporting Code to the jurisdiction of a National Airsport Control other than the Royal Aero Club of the United Kingdom) which is properly constituted and has not less than ten Full Flying Members, or as otherwise accepted by the Board, and conducting its affairs to the satisfaction of the Board, admitted from time to time to membership of the Association in accordance with this Article 30 and any applicable Rules.

30.2 No person or organisation shall become a Member unless:

30.2.1 that person or organisation has completed an application for membership in such form as required by the Board and has supplied such information as the

Board may require, together with an undertaking that, if admitted, the applicant will conform with the Association's Regulations, including these Articles, from time to time in force; and

30.2.2 the Board has, by a simple majority vote, approved the application.

30.3 Any application for transfer from one class of membership to another shall be considered by the Board in the same way as an original application.

30.4 Every corporation and unincorporated association which is admitted as a Full Member may exercise such powers as are prescribed by Part 9 of the 2006 Act.

30.5 The Association in General Meeting may from time to time fix the levels of fees and subscriptions to be paid by Full Members.

30.6 The Board shall determine to which class of membership each Member at the date of the adoption of these Articles and any Members who join subsequently shall belong.

### **31. Conditions of membership**

31.1 All Members shall be subject to the Regulations and Rules.

31.2 The Members shall pay any fees and subscriptions set by the Association under Article 30.5. Any Member who has not paid his subscription to the Association or made satisfactory arrangements for such payment, more than three months after due demand for payment has been made in writing, shall be deemed to have resigned his membership of the Association unless the Board decides otherwise.

### **32. Termination of membership**

32.1 It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Association so require, to serve notice requesting a Member to withdraw from membership of the Association within a time specified, or to transfer from one class of membership to another. No such notice shall be sent unless the action is approved by two-thirds of the Directors present and voting, which number shall include at least one half of the total number of the Board for the time being. Before arriving at any decision to terminate membership or to transfer from one class of membership to another, the Board shall give to the Member concerned a reasonable

opportunity to show cause, either in Writing or by personal attendance before the Board, why such action should not be taken.

- 32.2 If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from membership by submitting notice in Hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the Member shall so request in Hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board. The Board and the Member whose expulsion is under consideration shall be given at least 14 Clear Days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in Hard copy form, and he shall only be required to withdraw from membership if two-thirds of the total number of Board members shall, after receiving the statement in his defence, vote for his expulsion, or unless the Member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the Member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a Member and his name shall be erased from the register of Members. Any such termination of membership shall, unless agreed to in Writing by the Member, be subject to confirmation by a majority vote of the Full Members' representatives present and voting at a General Meeting.
- 32.3 A Member may appeal against such decision by notifying the Board, who shall put the matter to a General Meeting, to be held within six months from the date of the Board's decision, for it to be decided by a majority vote of the Full Members' representatives present and voting at such meeting. If the Board's decision is upheld, the Member will be liable for the costs of holding the General Meeting.
- 32.4 A Member may withdraw from membership of the Association by giving not less than three months' written notice to the Association.
- 32.5 A membership terminates automatically when a person who is a Member dies or a Member organisation ceases to exist.
- 32.6 If a Member fails to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or Regulations, the Board may

terminate that Member's membership, but only after the procedures set out in Articles 32.1 to 32.3 have been observed.

32.7 Membership is not transferable.

32.8 Any person or organisation ceasing to be a Member forfeits all rights in relation to and claims upon the Association, its property and its funds and has no right to the return of any part of his subscription. The Board may refund an appropriate part of a resigning Member's subscription if it considers it appropriate taking account of all the circumstances. A Member does not cease to be liable for any debts due from the Member to the Association purely as a result of his membership being terminated and in such circumstances the Association also remains liable for any debts due from the Association to the Member.

32.9 Any notices required by this Article 32 to be sent by the Association shall be sent in Hard copy form by prepaid post to the Member's registered address as it appears in the register of Members. Notices sent by the Member shall be in Hard copy form by prepaid post to the Association's registered Office.

## **ORGANISATION OF GENERAL MEETINGS**

### **33. Notice of and Calling General Meetings**

33.1 General Meetings are called on at least 21 Clear Days' written notice in the case of Annual General Meetings and of meetings convened to pass a Special resolution, and at least 14 Clear Days' written notice in the case of every other General Meeting; but with the consent of all the Members having the right to attend and vote thereat, a meeting may be convened by such notice as those Members may think fit.

33.2 The notice calling a General Meeting shall specify the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, and it shall be given in Writing to all Full and Associate Members and to the reporting accountants.

33.3 A General Meeting may be called at any time by the Board or by the Secretary acting on behalf of the Board or may be called on a written request to the Board from at least five per cent of the Full Members.

- 33.4 On receipt of a written request made pursuant to Article 33.3, the Secretary must within 21 Clear Days call a General Meeting and the General Meeting must be held not more than 28 Clear Days after the date of the notice calling the General Meeting.
- 33.5 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person or organisation entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had at any meeting.

**34. Annual General Meetings**

- 34.1 The Association 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 Board and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than 15 months after the holding of the last preceding Annual General Meeting.
- 34.2 The Annual General Meeting shall be held for the following purposes:
- 34.2.1 to receive from the Board the Association's accounts;
  - 34.2.2 to receive the reporting accountants' report;
  - 34.2.3 to receive from the Chairman and Board a report of the activities of the Association since the previous Annual General Meeting;
  - 34.2.4 to approve the budget for the ensuing financial year;
  - 34.2.5 to fix the fees and subscriptions payable by Members;
  - 34.2.6 to appoint the Association's reporting accountants;
  - 34.2.7 to elect the Vice-Presidents;
  - 34.2.8 to elect the Chairman, Vice-Chairman and Elected Directors in place of those retiring; and
  - 34.2.9 to transact such other business as may be brought before it.

34.3 All General Meetings, other than Annual General Meetings, shall be called General Meetings.

**35. Attendance and speaking at General Meetings**

35.1 A person is able to exercise the right to vote at a General Meeting when:

35.1.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

35.1.2 in determining whether or not such resolutions are passed, that person's vote can be taken into account at the same time as the votes of all the other persons attending the meeting.

35.2 Associate Members may attend or send a representative but may not vote.

35.3 The Board will make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.

**36. Quorum for General Meetings**

36.1 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.

36.2 Subject to Article 39.6, six Full Members present through their appointed representatives or by proxy shall be a quorum.

**37. Chairing General Meetings**

37.1 The Chairman shall chair General Meetings if present and willing to do so. If the Chairman is absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, or is unwilling to preside, the Vice-Chairman shall preside. If the Vice-Chairman is also not present or is unwilling to preside within 15 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 to chair the meeting or, if all the members of the Board present decline to take the chair, an appointed representative of some Full Member to chair the meeting. The appointment of the Chairman of the Meeting must be the first business of the meeting

37.2 The person chairing a meeting in accordance with this Article is referred to as "the Chairman of the Meeting".

**38. Attendance and speaking by Directors and non-Members**

38.1 Directors may attend and speak at General Meetings.

38.2 The Chairman of the Meeting may permit other persons who are not Members or representatives of Members to attend and speak at a General Meeting.

**39. Adjournment**

39.1 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, the Chairman of the Meeting must adjourn it.

39.2 The Chairman of the Meeting may adjourn a General Meeting at which a quorum is present if:

39.2.1 the meeting consents to an adjournment, or

39.2.2 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.

39.3 The Chairman of the Meeting must adjourn a General Meeting if directed to do so by the meeting.

39.4 When adjourning a General Meeting, the Chairman of the Meeting must:

39.4.1 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

39.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

39.5 If the continuation of an adjourned meeting is to take place more than 14 Clear Days after it was adjourned, the Association must give at least seven Clear Days' notice of it:

39.5.1 to the same persons or organisations to whom notice of the Association's General Meetings is required to be given; and

39.5.2 containing the same information which such notice is required to contain.

39.6 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, provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.

## **VOTING AT GENERAL MEETINGS**

### **40. Voting: general**

40.1 Every Full Member shall be entitled to receive notice of, attend General Meetings and cast the number of votes which he is entitled to cast in accordance with Article 40.7.

40.2 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 these Articles. Except where otherwise provided by the Companies Acts, every resolution is decided by a majority of votes cast.

40.3 In the event of an equality of votes either on a show of hands or a poll, the Chairman is entitled to a casting vote in addition to any other vote he may have.

40.4 Each Full Member shall be entitled to send one representative to any General Meeting. Representatives shall be nominated in Writing to the Secretary by a duly authorised officer of the Full Member not less than 48 hours in advance. Such representatives need not be members of the Full Member appointing them.

40.5 Only Full Members present through their appointed representatives or proxies shall be entitled to vote. A Full Member shall only be entitled to send a representative to a General Meeting, vote, or make proposals or resolutions to the meeting if it has paid its subscription to the Association or made satisfactory arrangements for such payment.

40.6 On a show of hands each representative of a Full Member present and entitled to vote shall have one vote.

40.7 On a poll each representative present and entitled to vote shall have one vote in respect of each Full Flying Member of the Full Member or Members appointing him.

40.8 The nomination of a representative in accordance with Article 40.4 in respect of any given General Meeting of the Association shall contain a declaration of the number of Full Flying Members on whose behalf the representative is entitled to vote on a poll. Such number shall be the total number of persons who were Full Flying Members of the Full Member in question at the 30 September immediately prior to the date of the relevant General Meeting. The Board may from time to time call upon Full Members to produce properly audited figures or such other evidence as the Board may reasonably require to substantiate the declarations referred to in this Article.

**41. Errors and disputes**

41.1 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.

41.2 Any such objection must be referred to the Chairman of the Meeting whose decision is final.

**42. Poll votes**

42.1 A poll on a resolution may be demanded:

42.1.1 in advance of the General Meeting where it is to be put to the vote, or

42.1.2 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.

42.2 A poll may be demanded by:

42.2.1 the Chairman of the Meeting; or

42.2.2 one or more Full Members present through their appointed representatives or proxies having the right to vote on the resolution.

42.3 Unless a poll be so demanded, a declaration by the Chairman of the Meeting 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 minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

42.4 A demand for a poll may be withdrawn if:

42.4.1 the poll has not yet been taken, and

42.4.2 the Chairman of the Meeting consents to the withdrawal.

42.5 Polls shall be taken as the Chairman of the Meeting directs and he may appoint scrutineers (who need not be Members' representatives) 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.

42.6 No poll may be demanded on the election of a Chairman of the Meeting or on a question of adjournment. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman of the Meeting directs, being not more than 30 Clear 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.

42.7 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 other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

### **43. Postal Ballot**

43.1 The Board may decide, in advance of a General Meeting, to call a postal ballot in respect of an election which would otherwise be put to the vote at the General Meeting. If there is to be a postal ballot, the details of the election and voting papers shall be sent to the Full Members at such time as the Board shall prescribe. Voting papers must be returned to the Secretary in a sealed envelope or as an electronic attachment (secured by such means as the Board may determine) by such time as the

Board shall prescribe and shall be opened and counted by such scrutineers (who need not be Members' representatives) as the Board shall appoint.

43.2 The result of the postal ballot will be declared at the General Meeting at which it would otherwise have been put to the vote.

**44. Content of Proxy notices**

44.1 Proxies may only validly be appointed by a notice in Writing (a "Proxy notice") which:

44.1.1 states the name and address of the Member appointing the proxy;

44.1.2 identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;

44.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

44.1.4 is delivered to the Office in accordance with these Articles and with any instructions contained in the notice of the General Meeting to which they relate.

44.2 The Board may require Proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

44.3 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.

44.4 Unless a Proxy notice indicates otherwise, it must be treated as:

44.4.1 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

44.4.2 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.

**45. Delivery of Proxy notices**

- 45.1 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 Office by or on behalf of that person.
- 45.2 An appointment under a Proxy notice may be revoked by delivering to the Office a notice in Writing given by or on behalf of the person or organisation by whom or on whose behalf the Proxy notice was given.
- 45.3 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.
- 45.4 If a Proxy notice is not executed by the person or organisation 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.

**46. Amendments to resolutions**

- 46.1 An Ordinary resolution to be proposed at a General Meeting may be amended by Ordinary resolution if:
- 46.1.1 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 Chairman of the Meeting may determine), and
- 46.1.2 the proposed amendment does not, in the reasonable opinion of the Chairman of the Meeting, materially alter the scope of the resolution.
- 46.2 A Special resolution to be proposed at a General Meeting may be amended by Ordinary resolution, if:
- 46.2.1 the Chairman of the Meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and

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

46.3 With the consent of the Chairman of the Meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.

46.4 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.

**47. Written resolution**

47.1 Subject to Article 47.3, a resolution in Writing agreed by the appropriate majority of Full Members, who would have been entitled to vote upon it had it been proposed at a General Meeting, shall be effective, provided that a copy of the proposed resolution has been sent to every eligible Full Member and the appropriate majority of Full Members has signified its agreement to the resolution in an authenticated Document, which has been received at the registered Office within the period of 28 Clear Days beginning with the circulation date. A resolution in Writing may comprise several copies to which one or more Full Members have signified their agreement. In the case of a Full Member that is an organisation, its authorised representative may signify agreement.

47.2 In Article 47.1, the "appropriate majority" is:

47.2.1 in the case of an Ordinary resolution, a simple majority of the Members, calculated by reference to the number of Full Flying Members of each Full Member;

47.2.2 in the case of a Special resolution, 75% or more of the Members, calculated by reference to the number of Full Flying Members of each Full Member.

47.3 The following may not be passed as a written resolution:

47.3.1 a resolution to remove a Director before his period of office expires;

47.3.2 a resolution to remove a reporting accountant before his period of office expires; and

47.3.3 a resolution to expel a Member.

**PART 4**  
**ADMINISTRATIVE ARRANGEMENTS**

**48. Means of communication to be used**

- 48.1 Subject to these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which the 2006 Act provides for Documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Association.
- 48.2 The applicable address shall be at the Member's registered address as it appears in the register of Members or by giving notice using electronic communications to an address for the time being notified to the Association by the Member.
- 48.3 Subject to these Articles, any notice or Document to be sent or supplied to a Member of the Board in connection with the taking of decisions by the Board 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.
- 48.4 A Director may agree with the Association that notices or Documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 48.5 Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the Act, only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.
- 48.6 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing

the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

**49. Accounts**

49.1 The Board shall cause proper books of account to be kept with respect to:

49.1.1 all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;

49.1.2 all sales and purchases of goods by the Association; and

49.1.3 the assets and liabilities of the Association.

49.2 The books of account must be sufficient to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

49.3 The books of account shall be kept at the Office or at such other place or places within the United Kingdom as the Board shall think fit, and shall always be open to inspection by members of the Board.

49.4 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to inspection by Members.

49.5 At the Annual General Meeting in every year, the Board shall lay before the Association an income and expenditure account for the period since the last preceding account, made up to a date not more than six months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Board and the reporting accountants. Copies of such income and expenditure account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other Documents required by law shall, not less than 21 Clear Days before the date of the meeting, be sent to the reporting accountants and to all other persons or organisations entitled to receive notices of General Meetings; but with the consent of all the Members having the right to attend and vote at the Annual General Meeting, the

Documents may be circulated at such time as those Members may think fit. The reporting accountants' report shall be open to inspection before the meeting.

**50. Audit**

Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified reporting accountants.

**51. No right to inspect accounts and other records**

Except as provided by law or authorised by the Board or an Ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or Documents merely by virtue of being a Member.

**52. Indemnity**

52.1 Subject to Article 52.2, a relevant Director or Officer of the Association or an Associated company may be indemnified out of the Association's assets against:

52.1.1 any liability incurred by that Director or Officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an Associated company;

52.1.2 any liability incurred by that Director or Officer in connection with the activities of the Association or an Associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act);

52.1.3 any other liability incurred by that Director or Officer as an Officer of the Association or an Associated company.

52.2 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.

**53. Insurance**

53.1 The Board may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant Directors and Officers in respect of any relevant loss.

53.2 In this Article, a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director or Officer in connection with that Director's or Officer's duties or powers in relation to the Association, any Associated company or any pension fund or employees' share scheme of the Association or Associated company.

**54. Associated Companies**

54.1 For the purposes of Articles 52 and 53, a "relevant Director" means any Director or former Director of the Association or an Associated company.

**55. Rules and Regulations**

55.1 Except in emergency, only the Full Members' representatives present and voting at a General Meeting may by a simple majority make, vary and revoke the Operational Regulations of the Association.

55.2 Rules made pursuant to Article 55.1 must be compliant with the Companies Acts and these Articles in order to be valid.

55.3 Emergency changes made to the Rules and Regulations must be ratified by a vote of the Members in General Meeting or by written resolution within two months.

**56. Seal**

The seal of the Association shall only be affixed to any Document by the authority of a resolution of the Board, and in the presence of at least two Directors and of the Secretary, and the said Directors and Secretary shall sign every Document to which the seal shall be affixed in their presence. For the benefit of any person dealing in good faith with the Association, such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

**57. Dissolution**

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under this Article. Such institution or institutions are to be determined by the Members at or before the time of dissolution or, in default thereof, by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds and, if and so far as effect cannot be given to such provision, then to some charitable object.