

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

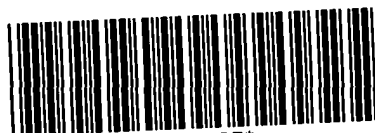
THE MANUFACTURING TECHNOLOGIES ASSOCIATION
(company number 00154271)

(Adopted by Special Resolution on 28 November 2024)

Lodders Solicitors LLP
Stratford upon Avon / Cheltenham
/ Birmingham / Henley in Arden

E lawyers@lodders.co.uk
lodders.co.uk

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¹Interpretation, objects and limitation of liability

1. Interpretation

1.1 In these Articles, unless the context otherwise requires:

Act:	the Companies Act 2006;
Articles:	the Association's Articles of Association for the time being in force;
Associate Member:	a Member who is admitted in accordance with Article 18;
bankruptcy:	includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
Board:	the Board of Directors;
Business Day:	any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;
Casual Vacancy:	a vacancy on the Board arising from the departure of a director from the Board other than by reason of the expiry of the director's term of office.
Chief Executive:	the chief executive of the Association from time to time;
Conflict:	a situation in which a Director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Association;
director:	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;
electronic form:	has the meaning given in section 1168 of the Act;
Eligible Director:	a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 15, any director whose vote is not to be counted in respect of the particular matter);
Exhibition Committee:	the exhibition committee of the Board constituted in accordance with Model Articles 5 and 6;
Full Member:	a Member who is admitted in accordance with Article 18;
Honorary Treasurer:	the person elected as Honorary Treasurer in accordance with Article 17.9;
Immediate Past President:	the President in office immediately preceding the current President from time to time (subject to Article 17.7);
Interested Director:	has the meaning given in Article 15.1;
Member and Membership	a person whose name is entered in the Register of Members of the Association and shall be construed accordingly;
Model Articles:	the Model Articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles and reference to a numbered " Model Article " is a reference to that Article of the Model Articles;
ordinary resolution:	has the meaning given in section 282 of the Act;
participate:	in relation to a director's meeting, has the meaning given in Model Article 10;
President:	the person elected as president in accordance with Article 17.4;
proxy notice:	has the meaning given in Model Article 31;

¹ As amended by Special Resolution on 28 November 2024



Rules:	the rules of the Association established in accordance with Article 27;
special resolution:	has the meaning given in section 283 of the Act;
Specialist Directors:	those members of the Board co-opted in accordance with Article 5.2.8.
Statutes:	the Act and every other statute for the time being in force concerning companies and affecting the Association;
subsidiary:	has the meaning given in section 1159 of the Act;
Vice President:	the person elected as vice president in accordance with Article 17.11;
writing:	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.6 Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7 The Model Articles shall apply to the Association, except in so far as they are modified or excluded by these Articles.
- 1.8 The following Model Articles shall not apply to the Association:
 - 1.8.1 1 (Defined terms);
 - 1.8.2 8 (Unanimous decisions);
 - 1.8.3 9(1) and (3) (Calling a directors' meeting);
 - 1.8.4 11(2) and (3) (Quorum for directors' meeting);
 - 1.8.5 12 (chairing of directors' meetings);
 - 1.8.6 13 (Casting vote);
 - 1.8.7 14 (1), (2), (3) and (4) (Conflicts of interest);
 - 1.8.8 17(2) (Methods of appointing directors);
 - 1.8.9 21 (Applications for membership);
 - 1.8.10 22 (Termination of membership);



- 1.8.11 30(2) (Poll votes);
- 1.8.12 31(1)(d) (Content of proxy notices);
- 1.8.13 35 (Association seals);
- 1.8.14 38 (Indemnity);
- 1.8.15 39 (Insurance).

- 1.9 Model Article 3 (Directors' general authority) shall be amended by the insertion of the words "in accordance with its objects" after the words "the management of the Association's business".
- 1.10 Model Article 7 (Directors to take decisions collectively) shall be amended by:
 - 1.10.1 the insertion of the words "for the time being" at the end of Model Article 7(2)(a); and
 - 1.10.2 the insertion in Model Article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may".

2. Objects

The objects for which the Association is established are:-

- 2.1.1 To constitute, provide and maintain a central national organisation for the support, protection and furtherance of the interests of those connected with the manufacturing technologies sector in England, Scotland, Wales, Northern Ireland and the Isle of Man.
- 2.1.2 To consider and deal with all questions directly or indirectly connected with such interests.
- 2.1.3 To promote, support or oppose legislative and other measures affecting such interests.

3. Powers

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

- 3.1.1 To collect and circulate facts, statistics and other information affecting the said interests by means of periodicals, pamphlets, libraries, bureaux or otherwise as may be deemed expedient.
- 3.1.2 To take or assist in such measure as may be deemed expedient either alone or in conjunction with other corporations or bodies for promoting the said interests, and to establish and promote or to assist in establishing and promoting Bank, Trust Companies or other bodies for the same or similar purposes.
- 3.1.3 To watch and report upon the methods and progress of similar trade in foreign countries and places, and to take all lawful means for dealing with hostile influences or interests.
- 3.1.4 To improve or assist in the education and training of persons engaged or interested or proposing to become engaged or interested in the manufacturing technology sector, including the study of foreign languages, and to promote advanced manufacturing technologies and engineering as a career.



- 3.1.5 To form, promote, endow, organise, conduct and support and assist and cooperate in the administration of technical schools and colleges, academies, professorships, lectureships, classes, laboratories, bursaries, scholarships, examinations, exhibitions and undertakings of a like nature such as tend to encourage, extend and improve the arts and sciences involved in or associated with the manufacturing technology sector, and to institute grants, prizes and diplomas in connection therewith. Provided that any Diploma or other similar document issued by the Association shall contain on its face a statement to the effect that it is not issued under in pursuance or by virtue of any statutory or government sanction or authority but by the authority of the Association only.
- 3.1.6 To promote and organise or assist in promoting and organising exhibitions in connection or associated with the said trade.
- 3.1.7 To encourage the discovery and application of inventions and to assist inventors.
- 3.1.8 To promote, foster and encourage cooperation, joint endeavour and mutual aid amongst the members of the Association and with outside persons, associations and other bodies having interests and objects in common with this Association or its members.
- 3.1.9 To carry on the business of finance leasing and to purchase or otherwise acquire, hire, let or take on lease, let on hire, sell or otherwise deal in real and personal property of every kind except for manufacturing technology, to finance or otherwise promote and assist the leasing, hiring, sale, purchase, acquisition or disposal by any person of real and personal property of any kind other than manufacturing technology.
- 3.1.10 To make proposals and representations on the objects of the Association to United Kingdom and Commonwealth and Foreign Governments, European Commission, European Parliament, European Council and Government Departments, municipal, local, educational and other public bodies and authorities, and as far as possible secure the adoption of such proposals and representations and to obtain representation and appoint representatives on Government Committees and on Commissions and financial and technical bodies, corporations and associations, and on university, technical school and college primary and secondary educational governing bodies and other public bodies and authorities.
- 3.1.11 To aid by advice, cooperation, donations or otherwise any individual organisation or concern which is able to promote or assist the objects of the Association.
- 3.1.12 To conduct arbitrations, act as arbiter in and settle disputes between members of the Association and between members of the Association and other persons, firms, companies and associations, and to appoint arbitrators and umpires to act in any such arbitrations and disputes, and to arrange and promote the adoption of equitable forms of contract and other documents used in the manufacturing technology sector.
- 3.1.13 To establish, undertake, superintend, administer and contribute to any charitable or benevolent fund from whence may be made, and to make donations or advances to deserving persons who may be or may have been engaged in the manufacturing technology sector or connected with any person engaged therein, and to contribute to or otherwise assist any charitable or benevolent institutions or undertakings.



- 3.1.14 To promote, encourage and assist in the formation of clubs for providing facilities for social intercourse between the members and their friends, and to afford hospitality and render acts of courtesy to kindred corporations, associations and societies, whether in England, Scotland, Wales and Northern Ireland, the Commonwealth or foreign.
- 3.1.15 To suggest, encourage and support schemes for the cultivation of good relations between employer and employee and between associations and societies connected with the manufacturing technology sector.
- 3.1.16 To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association, provided that in case the Association shall desire to hold more land than the law shall for the time being permit it to hold without the licence of the relevant Government Department, such licence shall be obtained.
- 3.1.17 To construct, maintain and alter any houses, buildings or works necessary or convenient for the purpose of the Association.
- 3.1.18 To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association.
- 3.1.19 To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- 3.1.20 To print and publish any books, journals, newspapers, periodical books or leaflets, blogs and other electronic communications that the Association may think desirable for the promotion of its objects, and to assist authors, translators and publishers in connection with publications calculated to be of interest or service to the manufacturing technology sector.
- 3.1.21 To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association.
- 3.1.22 To borrow and raise money in such manner as the Association may think fit.
- 3.1.23 To invest any moneys of the Association not immediately required for any of its objects in such manner as may from time to time be determined, but so that moneys subject to or arising from property subject to the jurisdiction of the Charity Commission for England and Wales shall only be invested in securities allowed by law for the investment of trust funds, and with such sanction as is required by law in the case of such moneys.
- 3.1.24 To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association.
- 3.1.25 To establish branches and agents in any part of the world for the furtherance of all or any of the objects of the Association.
- 3.1.26 To establish and support and to aid in the establishment and carrying on of any other Associations or Societies formed for all or any of the objects of the Association.



- 3.1.27 To promote or join in the promotion of or to subscribe to the funds of corporations, organisations, bodies and institutions whether or not having objects similar to those of the Association.
- 3.1.28 To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association, and which shall prohibit the distribution of their income and property by way of dividend or otherwise amongst their members to an extent at least as great as is imposed on the Association by virtue of Article 4 hereof.
- 3.1.29 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- 3.1.30 To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- 3.1.31 To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Association or which the Association shall consider to be preliminary.
- 3.1.32 To make such bye-laws as the Association seem fit, and from time to time rescind or vary any such bye-laws and to make others in their stead.
- 3.1.33 To do all the above things and all such other lawful things as are incidental or conducive to the attainment of the above objects in any part of the world.

PROVIDED THAT:

- i. In case the Association shall take or hold any property which may be subject to any trusts, the Association should only deal with the same in such manner as allowed by law, having regard to such trusts.
- ii. The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations or workers and organisations of workers.
- iii. In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissions of England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for any acts, receipts, neglects and defaults and the due administration of such property in the same manner and to the same extent as would the Board have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority over the Board but they shall as regards such property be subject jointly and separately to such control or authority as if the Association were not incorporated.



4. Income

The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the Articles and no portion thereof shall be paid or conferred, directly or indirectly, by way of profit to members of the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

- 4.1.1 of reasonable and proper remuneration to any member, officer or servant of the Association of any services rendered to the Association;
- 4.1.2 of interest on money lent by any member of the Association at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England or 3 per cent whichever is the greater;
- 4.1.3 of reasonable and proper rent for premises demised or let by any member of the Association.
- 4.1.4 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 of the Association, 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 amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if so far as effect cannot be given to the aforesaid provision then to some charitable objects.
- 4.1.5 True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

5. The Board

- 5.1 ²The minimum number of directors is ten and the maximum number of directors is sixteen.
- 5.2 ³The Board shall consist of the following persons:-
 - 5.2.1 The President;
 - 5.2.2 The Vice President appointed in accordance with Articles 17.10 and 17.11;

² As amended by Special Resolution on 28 November 2024

³ As amended by Special Resolution on 28 November 2024



- 5.2.3 The Honorary Treasurer appointed in accordance with Articles 17.8 and 17.9;
- 5.2.4 The Chair of the Exhibition Committee;
- 5.2.5 The Immediate Past President;
- 5.2.6 Up to eight persons co-opted by a resolution of the Board to be members of the Board in accordance with Articles 6.1 and 6.2;
- 5.2.7 The Chief Executive Officer;
- 5.2.8 Up to two persons co-opted by a resolution of the Board to be members of the Board in accordance with Articles 6.1 and 6.3.

6. ⁴Appointment of Directors and Chief Executive

- 6.1 The co-option of additional members of the Board may take place in accordance with Article 5.2.6 and Article 5.2.8 by a resolution of the Board at any time, subject to Article 6.2 in the case of Additional Members co-opted in accordance with Article 5.2.6 and subject to Article 6.3 in the case of Additional Members co-opted in accordance with Article 5.2.8 and in the manner therein provided.
- 6.2 Directors co-opted in accordance with Article 5.2.6 shall be representatives of Full Members which are companies by way of senior executives of such Full Members. Co-option of directors in accordance with Article 5.2.6 is subject to the approval of the Full Members at the Annual General Meeting next following such co-option which shall be deemed to be effective from the date of such approval. The approval of the Members is given by way of voting for or against each candidate with a majority in favour required for approval.
- 6.3 Specialist Directors co-opted in accordance with Article 5.2.8 shall be any person who the Board considers has the skills, attributes, experience and/or knowledge to optimise the performance of the Board and shall be appointed for two years in each case and may be appointed for up to two further terms at the sole discretion of the Board.

7. Casual Vacancies

- 7.1 In addition to its power under Article 5.2.6 to co-opt up to eight additional Directors, the Board may from time to time appoint any Member to fill a Casual Vacancy among the directors and in considering whether or not to approve a person for co-option the Board shall have regard to the need to have a broad representation of Members' interests on the Board.
- 7.2 A person appointed under Article 7.1 shall hold office for the term of office of the director whose departure from the Board has caused the Casual Vacancy to arise. The person so appointed shall be deemed to have served the full term of office of the director whose departure from the Board has caused the Casual Vacancy to arise.

8. Objectives and Terms of Reference of Board

- 8.1 The responsibility of the Board is to develop policy, to maintain and implement the business plan of the Association and to provide direction to the committees and discharge all of the legal

⁴ As amended by Special Resolution on 28 November 2024



responsibilities of the Association acting at all times in the best interest of the Association and its Members.

9. Powers and Procedures of the Board

- 9.1 Subject to the provisions of the Act, and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the Board who may exercise all the powers of the Association. The Board shall have absolute control over all the affairs and property of the Association and shall prescribe, alter or cancel rules for the regulation of the Association and of the committees thereof (provided that no rule so prescribed, altered or cancelled shall amount to such an alteration of or addition to these Articles as could only legally be made by a special resolution).
- 9.2 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as it determines, including authority for the agent to delegate any of its power.
- 9.3 The Board may regulate its own procedure.
- 9.4 The Board may exercise all such powers of the Association as are not by the Statutes or by these Articles, require to be exercised by the Association in General Meeting, or by these Articles expressly stated to be exercisable with the authority of a General Meeting, subject nevertheless to any provisions of these Articles and to the provisions of the Statutes, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- 9.5 No act done by the Board, whether beyond the powers of the Board or not, which shall receive the express or implied sanction of the members in General Meeting shall, if it be within the powers of the Association, be afterwards impeached by any member of the Association, on any ground whatsoever, but shall be deemed to be an act of the Association.
- 9.6 All acts done by any meeting of the Board or by any person acting as a member of the Board shall notwithstanding that it afterwards be discovered that there was some defect in the appointment of any such Board member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if such person had been duly appointed and was qualified to be a member of the Board.
- 9.7 The Board may invite the chairs or representatives of any committee to report on their activities, at meetings of the Board, either in person, in writing or through members of staff.
- 9.8 In the event that there is more than one member of the Board from the same corporate member such members of the board, if there is more than one who is an Eligible Director, shall collectively have one vote at a directors' meeting.

10. Removal of Members of the Board

10.1

10.1.1 The office of a member of the Board shall be vacated if:

- (i) He abstains without leave of the Board from attending the meetings of the Board on three consecutive occasions; or



(ii) He is served with written notice to resign by all his fellow Board members.

10.1.2 A resolution of the Board declaring a member of the Board to be re-qualified to serve as a director shall be conclusive as to that fact.

11. Unanimous decisions

- 11.1 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.
- 11.2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.
- 11.3 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.

12. Calling a directors' meeting

- 12.1 Any director may call a directors' meeting by giving not less than seven Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors.
- 12.2 Notice of a directors' meeting shall be given to each director in writing.
- 12.3 A director who is both absent from the UK and who has no registered address in the UK shall not be entitled to notice of the directors' meeting.

13. Quorum for directors' meetings

- 13.1 Subject to Article 13.2, the quorum for the transaction of business at a meeting of directors is any five Eligible Directors or such greater number as the Board may agree from time to time.
- 13.2 For the purposes of any meeting (or part of a meeting) held pursuant to Article 15 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.
- 13.3 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- 13.3.1 to appoint further directors; or
- 13.3.2 to call a general meeting so as to enable the Members to appoint further directors.
- 13.4 The President shall chair all meetings of the Board. In the absence of the President, the Vice President, Immediate Past President or Honorary Treasurer will assume the Chair. If none are present within five minutes after the time appointed for holding the meeting, the members of the Board present may choose one of their number to be Chair of the meeting.

14. Casting vote

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



14.2 Article 14.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the President or other director is not an Eligible Director for the purposes of that meeting (or part of a meeting).

15. Directors' conflicts of interest

15.1 The directors may, in accordance with the requirements set out in this Article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty to avoid conflicts of interest under section 175 of the Act.

15.2 Any authorisation under this Article 15 shall be effective only if:

15.2.1 the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;

15.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and

15.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

15.3 Any authorisation of a Conflict under this Article 15 may (whether at the time of giving the authorisation or subsequently):

15.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;

15.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;

15.3.3 provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;

15.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;

15.3.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Association) information that is confidential to a third party, he shall not be obliged to disclose that information to the Association, or to use it in relation to the Association's affairs where to do so would amount to a breach of that confidence; and

15.3.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

15.4 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict.



- 15.5 The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 15.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Association for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Association in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 15.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Association:
- 15.7.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise (directly or indirectly) interested;
 - 15.7.2 shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 15.7.3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 15.7.4 may act by himself or his firm in a professional capacity for the Association (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
 - 15.7.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Association is otherwise (directly or indirectly) interested; and
 - 15.7.6 shall not, save as he may otherwise agree, be accountable to the Association for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

16. Records of decisions to be kept

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

17. President, vice president, Immediate Past President and honorary treasurer

- 17.1 The President, Vice President, Immediate Past President and Honorary Treasurer shall be either Full Members or Directors or senior employees of a corporate Full Member. A



resolution of the Board declaring a member to be so qualified or otherwise shall be conclusive of the fact.

- 17.2 A President shall normally serve for a period of two years, but shall be permitted to serve more than one term although not normally consecutively. In exceptional circumstances by agreement with the Board a President shall serve a shorter term than two years or an additional one year or part thereof.
- 17.3 In a year requiring a new President, the Board shall nominate a candidate to serve as President for a term of two years following the next Annual General Meeting.
- 17.4 A resolution to appoint the candidate recommended by the Board to serve as President shall be put to the Full Members at the Annual General Meeting. If the resolution is carried, the nominee will become the President starting at the end of the Annual General Meeting until the end of the next but one Annual General Meeting. If the resolution is not carried, the current President or failing him the Immediate Past President shall act as President until the next General Meeting of the Association.
- 17.5
- 17.5.1 If agreed by the Board, in exceptional circumstances the President may resign prior to the end of the normal term or be removed by the Board. In such circumstances the Board will appoint an acting President from the Board. The acting President shall retire at the end of the next Annual General Meeting, but may be nominated as a candidate for President and be elected for a further full two year term.
- 17.5.2 If agreed by the Board, in exceptional circumstances the Vice President may resign prior to the end his term of office or be removed by the Board. In such circumstances the Board will appoint an acting Vice President from the Board. The acting Vice President shall retire at the end of the Annual General Meeting but may be nominated as a candidate for Vice President and be elected for a further full two year term.
- 17.5.3 If agreed by the Board, in exceptional circumstances the Honorary Treasurer may resign prior to the end of the normal term or be removed by the Board. In such circumstances the Board will appoint an acting Honorary Treasurer from the Board. The acting Honorary Treasurer shall retire at the end of the Annual General Meeting but may be nominated as a candidate for Honorary Treasurer and be elected for a further full two year term.
- 17.6
- 17.6.1 The President, Vice President, Immediate Past President, or Honorary Treasurer may be removed from office by the Board at its sole discretion for gross negligence or misconduct.
- 17.6.2 Should the Immediate Past President cease to be either an Full Member or a senior employee of a corporate Full Member the Board may in its sole discretion decide that his term of office as a director shall cease.
- 17.7 In the event that the President ceases to be in office in accordance with Article 17.5 the Immediate Past President shall remain in office for the period of office of the acting President.



- 17.8 The Honorary Treasurer shall serve for a period of two years and may be reappointed. In a year requiring a new Honorary Treasurer the Board shall nominate a candidate to serve an Honorary Treasurer for a term of two years following the next Annual General Meeting.
- 17.9 A resolution to appoint the candidate recommended by the Board to serve as Honorary Treasurer shall be put to the Full Members of the Association at the Annual General Meeting. If the resolution is carried, the nominee will become the Honorary Treasurer starting at the end of the Annual General Meeting until the end of the next but one Annual General Meeting.
- 17.10 The Vice President shall serve for a period of two years and may be reappointed. In a year requiring a new Vice President the Board shall nominate a candidate to serve as Vice President for a term of two years following the next Annual General Meeting.
- 17.11 A resolution to appoint the candidate to serve as Vice President shall be put to the Full Members of the Association at the Annual General Meeting. If the resolution is carried, the nominee will become the Vice President starting at the end of the Annual General Meeting until the end of the next but one Annual General Meeting.

Members: becoming and ceasing to be a member

18. Membership

- 18.1 The Association shall admit to Membership an individual or organisation which:
- 18.1.1 applies to the Association using the application process approved by the directors; and
 - 18.1.2 is approved by the directors.
- A letter shall be sent to each successful applicant confirming their Membership of the Association and the details of each successful applicant shall be entered into the Register of Members.
- 18.2 The directors may in their absolute discretion decline to accept any application for Membership and need not give reasons for doing so.
- 18.3 In addition to Full Members and Associate Members the directors may establish different classes of Members and set out the different rights and obligations for each class, with such rights and obligations recorded in the Register of Members, in the Rules and/or in the resolutions of the directors.
- 18.4 The directors may prescribe criteria for the different classes of membership of the Association but shall not be obliged to accept persons fulfilling those criteria as Members.
- 18.5 Full Members must be engaged in the manufacturing technologies trade or business relating to manufacturing technologies, including the manufacture, supply for first use, sale and distribution, or application of manufacturing technology equipment, software, and support services.
- 18.6 Associate Members must be connected with any such business but need not be primarily engaged in such business.
- 18.7 Notwithstanding anything to the contrary herein contained, Associate Members shall have the same rights as Full Members except that they shall not:



18.7.1 Be entitled to vote at any General Meeting of the Association; or

18.7.2 Be entitled to participate in the election of any President, Vice President, Honorary Treasurer or Director co-opted in accordance with Article 5.2.6.

19. Representation of Members

19.1 Groups of members with the prior sanction of the Board may be permitted to form ad hoc committees for specific purposes or to represent specific members' interests. These groups shall have the right to make recommendations to the Board.

19.2 Notwithstanding Model Article 5 committees may be populated by Full Members of the Association, staff of the Association, and any person with relevant industry experience or specific expertise may be co-opted for such period as may be determined by the Board with the prior approval of the Board and may be removed at any time if the Board so determines.

20. Subscriptions

20.1 An annual subscription to the funds of the Association shall be payable by each Member.

20.2 The amount of such subscription shall be fixed from time to time by the Board. For the avoidance of doubt the Board shall be entitled to fix different levels of subscription in respect of members (including classes of members) and such levels may (without prejudice to the generality of the foregoing) be related to the turnover of the member.

20.3 Such subscriptions shall be payable in advance and shall become due at dates as determined from time to time by the Board.

20.4 The first subscriptions of Members shall be payable on acceptance by Directors of an application for Membership. Methods of payment permitted shall be determined by the Board from time to time.

21. Cessation of Membership

21.1 Any Full Member ceasing to be engaged in the manufacturing technology trade or business relating to manufacturing technology, including the manufacture, supply for first use, sale and distribution of manufacturing technology equipment, software, and support services; and any Associate Member ceasing to be connected with any such business shall ipso facto cease to be a member and shall forfeit all rights of membership, without any entitlement to any rebate of subscription unless the Board otherwise determines.

21.2 The Board shall have the sole power to determine whether a member has become disqualified from membership by virtue of Article 21.1 above and it shall not be required to give any reasons for any such decision.

22. Expulsion of member

22.1 The directors may terminate the Membership of any Member without his consent by giving the Member written notice if, in the reasonable opinion of the directors, the Member:

22.1.1 is guilty of conduct which has or is likely to have a serious adverse effect on the Association or bring the Association or any or all of the Members and directors into disrepute; or



22.1.2 has acted or has threatened to act in a manner which is contrary to the interests of the Association as a whole; or

22.1.3 has in the opinion of the Board ceased to be qualified for membership; or

22.1.4 shall have been guilty of such conduct as shall be the opinion of the Board render him unfit or render it undesirable for him to continue to belong to the Association; or

22.1.5 has failed to observe the terms of these Articles and the Rules.

22.2 If any member's subscription is in arrears for more than three calendar months and written notice has been given demanding payment of the subscription within one calendar month of the date of that notice and the arrears have not been paid within such one month period, the Board shall be entitled (but not obliged) to strike the name of the member off the register and he shall thereupon cease to have any rights as a member but he shall nevertheless remain liable for the arrears of subscription.

22.3 The Board may refuse to continue to receive the subscriptions of any member who shall have wilfully acted in contravention of the regulations of the Association or who, in the opinion of the Board, shall have ceased to be qualified for membership or shall have been guilty of such conduct as shall have in the opinion of the Board rendered him unfit or rendered it undesirable for him to continue to belong to the Association, and may remove his name from the register, and he shall thereupon cease to be a member of the Association. Provided that the member whose conduct is in question shall have at least seven days' notice of the intention to propose a resolution for his removal and shall be entitled to attend the meeting of the Board at which such resolution shall be proposed (to the extent that such meeting relates to such resolution) and to be heard in his defence in opposition to such resolution. The decision of the Board acting as aforesaid shall be absolutely binding and conclusive for all purposes.

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

22.4 The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the Membership of a Member.

22.5 A Member whose Membership is terminated under this Article shall not be entitled to a refund of any subscription or Membership fee and shall remain liable to pay to the Association any subscription or other sum owed by him.

Decision making by members

23. Quorum and Votes of members

23.1 No business shall be transacted at any meeting unless a quorum is present. Six persons entitled to vote on the business to be transacted, each being an Full Member or a proxy for an Full Member or a duly authorised representative of a corporate Full Member shall be a quorum.

23.2 Subject to the Act, at any general meeting:



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

23.2.2 every Full Member present in person (or by proxy) shall on a poll have one vote.

24. Poll votes

24.1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318(3) of the Act) present and entitled to vote at the meeting.

24.2 Model Article 30(3) shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that Article.

25. Proxies

25.1 Model Article 31(1)(d) shall be deleted and replaced with the words "is delivered to the company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate".

25.2 Model Article 31(1) shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that Article.

Administrative arrangements

26. Means of communication to be used

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

26.1.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);

26.1.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;

26.1.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and

26.1.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

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



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

27. Rules

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

28. Indemnity and insurance

- 28.1 Subject to Article 28.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

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

28.1.2 the Association may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 28.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

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

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

- 28.4 In this Article:

28.4.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

28.4.2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Association, any associated company or any pension fund or employees' share scheme of the Association or associated company; and

28.4.3 a **relevant officer** means any director or other officer or former director or other officer of the Association, but excluding in each case any person engaged by the



Association (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).



Schedule 2 Regulation 3

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY GUARANTEE

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—

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

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

"chairman" has the meaning given in article 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), in so far as they apply to the company;

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"member" has the meaning given in section 112 of the Companies Act 2006;

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

"participate", in relation to a directors' meeting, has the meaning given in article 10;

"proxy notice" has the meaning given in article 31;

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

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

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

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

Liability of members

2. 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

Directors' general authority

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

Members' reserve power

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

Directors may delegate

5. (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

- (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

6. (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

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



(a) the company only has one director, and
(b) no provision of the articles requires it to have more than one director,
the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

8.—(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.
- (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.

Calling a directors' meeting

9.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising 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, but need not be in writing.
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

10.—(1) Subject to the articles, directors participate in a directors' meeting, or a part of a directors' meeting, when—

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.



Quorum for directors' meetings

11.—(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 may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.
- (3) If the total number of directors for the time being is less than the quorum required, the directors ~~must not take any decision other than a decision—~~
 - (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

12.—(1) ~~The directors may appoint a director to chair their meetings.~~

- (2) The person so appointed for the time being is known as the chairman.
- (3) The directors may terminate the chairman's appointment at any time.
- (4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

13.—(1) ~~If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.~~

- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

14.—(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 or any of its subsidiaries;
- (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 employees and directors or former employees and directors of the company or any of its subsidiaries 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.

Records of decisions to be kept

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

Directors' discretion to make further rules

16. 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

Methods of appointing directors

17.—(1) ~~Any person who is willing to act as a director, and as permitted by law to do so, may be appointed to be a director—~~

- (a) by ordinary resolution, or
- (b) by a decision of the directors.

(2) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.



Termination of director's appointment

18. ~~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;
- (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) *[paragraph omitted pursuant to The Mental Health (Discrimination) Act 2013]*
- (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.

Directors' remuneration

19.—(1) ~~Directors may undertake any services for the company that the directors decide.~~

(2) ~~Directors are entitled to such remuneration as the directors determine—~~

- (a) for their services to the company as directors, and
- (b) for any other service which they undertake for the company.

(3) ~~Subject to the articles, a director's remuneration may—~~

- (a) take any form, and
- (b) 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.

(4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.

(5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

Directors' expenses

20. 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,
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the company, 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

Applications for membership

21. No person shall become a member of the company unless—

- (a) that person has completed an application for membership in a form approved by the directors, and
- (b) the directors have approved the application.

Termination of membership

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

- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

23.—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

24. 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.



Chairing general meetings

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

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting ~~or is not present within ten minutes of the time at which a meeting was due to start—~~

- (a) the directors present, or
- (b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

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

Attendance and speaking by directors and non-members

26.—(1) ~~Directors may attend and speak at general meetings, whether or not they are members.~~

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

Adjournment

27.—(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

Voting: general

28. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

Errors and disputes

29. ~~—(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.

Poll votes

30. ~~—(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.

Content of proxy notices

31. ~~—(1) Proxies may only validly be appointed by a notice in writing (a proxy notice) which—~~

- (a) states the name and address of the member appointing the proxy;
(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.



- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) ~~Unless a proxy notice indicates otherwise, it must be created as—~~
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

32.—(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 company by or on behalf of that person.~~

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

Amendments to resolutions

33.—(1) ~~An ordinary resolution to be proposed at a general meeting may be amended by a resolution—~~

- (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

Means of communication to be used

~~34.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may~~ be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

~~35.—(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.

No right to inspect accounts and other records

36. 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.

Provision for employees on cessation of business

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



DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

~~38.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—~~

- ~~(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,~~
- ~~(b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),~~
- ~~(c) any other liability incurred by that director as an officer of the company or an associated company.~~

~~(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.~~

~~(3) In this article—~~

- ~~(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and~~
- ~~(b) a "relevant director" means any director or former director of the company or an associated company.~~

Insurance

~~39.—(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.~~