

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

ACHILLE RATTI CLIMBING CLUB LIMITED

Company No 15131315

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” is the director who holds this title;

“chairman of the meeting” has the meaning given in article 26;

“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;

“Huts” means the properties owned by the Company for the use of the members as listed in the Bylaws from time to time;

“hut fees” are the fees payable by the members for the use of the Huts;

“Management Committee” consists of the board of directors;

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

“officer” has the meaning given in section 1261 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;

“Probationer” is a person who has applied for membership in accordance with paragraph 21(1) which has not yet been approved by the directors;

“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.

Where the wording of any article implies the male gender, this shall also imply the female gender.

### **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) The directors shall not make decisions or take actions in relation to the following matters without a special resolution of the members approving the proposed action:

- i) There shall be no disposal of any Company assets unless such disposal has been authorised by a resolution carried at a general meeting of the Company by a majority of at least three-quarters of the Members present. For the purposes of this paragraph, "disposal" means any gift, sale, lease, mortgage, charge, exchange, permanent loan or dedication. This paragraph shall not apply to the disposal of any asset or collection of assets having a value not exceeding 0.5% of the total value of the Company's assets
- ii) Any change to the Articles.

(3) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

(4) Members wishing to propose changes to the Articles shall send details of the proposed changes at least two months before the Annual General Meeting to the Secretary and:

(i) At least one month before the Annual General Meeting, the Secretary must send by post or by electronic form to every member details of the proposed changes.

(ii) Changes to articles 4 and 41 shall not be changed unless a 90% majority of the members present voting at a general meeting agree.

### **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.

(3) The directors shall form a Management Committee comprising of at least five directors with a maximum twelve directors. Only directors may be members of the Management Committee.

(4) The Management Committee will consist of:

(a) President

(b) Chairman

(c) Vice-Chairman

(d) Secretary

(e) Treasurer

(f) Membership Secretary

(g) Three Hut Wardens

(h) Three Ordinary Members.

(5) The Management Committee shall have the power to:

(a) buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;

- (b) borrow and raise money in such manner as the directors shall think, subject to a limit of 10% of the total value of the Company's assets, fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets;
  - (c) invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
  - (f) lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;
  - (g) pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or company to pay the same;
  - (i) provide and assist in the provision of money, materials or other help.
  - (j) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments; and
  - (k) incorporate subsidiary companies to carry on any trade.
  - (l) give orders for such goods and services to be supplied and work to be done as may be necessary and for preserving the Company property within the financial limits laid down by the Management Committee, but not otherwise.
  - (m) any other powers delegated by the directors from time to time.
- (5) The Management Committee shall have the power to finally determine issues of application and interpretation of the Articles and any Bylaws made by the Company.
- (6) Any Committee Member or officer who is suspended or who shall cease to be a member for any reason shall vacate his office or his seat upon the Management Committee.
- (7) The Management Committee shall have the power to fill any vacancies which may occur between one AGM and the next. Any member so co-opted shall take the term of office of the member of the Management Committee who he is replacing.

## 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.

(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.

(5) Meetings of the Management Committee

(i) The Management Committee shall meet at least once every three months for general business.

(ii) The Chairman shall preside at the meetings of the Management Committee. In the absence of the Chairman, then the Vice-Chairman shall preside.

(iii) A quorum of the Committee shall consist of five members thereof present in addition to the person presiding at such a meeting in accordance with paragraph (ii) above.

(iv) Every question shall be decided by agreement or, failing agreement, a majority vote. In the case of equal voting, the person presiding shall have a second or casting vote.



### **Participation in directors' meetings**

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

(a) the meeting has been called and takes place in accordance with the articles, and

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

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

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **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 at least half of the appointed directors.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the members to appoint further directors.

### **Chairing of directors' meetings**

**12.**—(1) The director holding the title Chairman shall chair the directors' meetings. In the Chairman's absence directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the Chair.

(3) The directors may terminate the chair's appointment at any time.

(4) If the chair 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 Chair has a casting vote.

(2) But this does not apply if, in accordance with the articles, the Chair 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

### **Eligibility**

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

- (a) by ordinary resolution at the Annual General meeting of company, or
- (b) in the event of a vacancy arising between such meetings, by a decision of the directors.

(2) Members who are part of the Management Committee shall be appointed as directors.

(3) All directors, save and except for the President and Hut Wardens, are to be elected by the members at the Annual General Meeting and will serve for a period not exceeding three years without re-election.

(4) The President of the Company shall be nominated by the Management Committee and ratified at an AGM.

(5) Applications for appointment of a position under paragraph 6(4) shall be not less than 14 days prior to the AGM at which the elections are to take place.

(6) 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.

(7) For the purposes of paragraph (6), 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. — (1) 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) 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.

(f) that person is removed as a director in accordance with s.168 Companies Act 2006.

(2) All directors who are also Officers of the Company, save and except for the President, shall serve for a period not exceeding three years after which they must be re-elected. On the third anniversary of their appointment:

(i) all Officers save for the President must retire; and

(ii) may offer themselves for reappointment.

### **Directors' remuneration**

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

(2) Directors shall not be remunerated for their services to the company as directors.

(3) The members may decide by special resolution to remunerate directors for any other service which they undertake for the company.

(4) Subject to the articles, payments to a director may

(a) take any form, and

(b) include an honorarium, allowance, or gratuity.

### **Directors' expenses**

**20.** The company may pay any reasonable expenses which the directors properly incur but not 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;

- (b) that person has complied with the Bylaws concerning application of membership as issued by the directors from time to time; and
- (c) the directors have approved the application.

### **Subscription Fees**

#### **22. All members must pay to the Company**

- (a) on becoming a member a subscription fee; and
- (b) thereafter an annual subscription fee, payable on 1<sup>st</sup> October in each year

of such an amount as is decided by the Management Committee from time to time.

### **Termination of membership**

#### **23.—(1) A member shall cease to be a member:**

- (a) by non-payment of subscription
- (b) by expulsion
- (c) by resignation.

(2) Any member wishing to resign shall send written notice to the Membership Secretary. Members who fail to submit their resignations prior to 1 October in any year shall be liable for the subscription for the year beginning with such 1 October.

(3) A person's membership terminates when that person dies or ceases to exist or in accordance with the Bylaws, amended by the Management Committee from time to time.

(4) The Management Committee may at their absolute discretion terminate a person's membership.

## **ORGANISATION OF GENERAL MEETINGS**

### **24. General Meetings**

(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.

(6) The Annual General Meeting (AGM) shall be held in the Autumn of each year on a date to be fixed by the Management Committee, of which at least 28 days' notice with an agenda of the business shall be given. The Business shall be:

a) to receive and adopt the statement of accounts and balance sheet to be made up to the 30<sup>th</sup> September in the same year;

b) to receive reports from the Chairperson, Treasurer, Secretary, Membership Secretary and the Hut Wardens;

c) to elect or re-elect holders of positions referred to in paragraph 6(4) for the coming year;

d) to appoint an auditor (if required by law) for the following year;

e) to consider any other business submitted by the Management Committee;

f) to consider any other business of which notice shall have been given to the Secretary by any two members of the Company not less than seven days prior to the Meeting.

(7) Any member offering themselves for a Management Committee post must submit their name to the Secretary together with the names of their proposer and seconder at least fourteen days prior to the AGM.

(8) If more than one member applies for any post, an election shall be carried out by secret ballot.

### **Quorum for general meetings**

**25.** (1) A general meeting may proceed to business when 20 members are present within fifteen minutes of the time fixed for the meeting otherwise the meeting shall be adjourned.

(2) No meeting shall become incompetent to transact business from the want of a quorum arising after the chair has been taken.

### **Chairing general meetings**

**26.—**(1) The Chairman shall chair general meetings if present and willing to do so.

(2) If the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(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**

**27** (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**

**28.**—(1) Any general meeting duly constituted may adjourn to such time as the members present direct and may continue any such adjournment from time to time. No business shall be brought on at any adjourned meeting which could not have been transacted at the original meeting.

(2) The chairman of the meeting may adjourn a general meeting 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**

**29. (1)** Each member shall be entitled to one vote and, save as otherwise provided for in the Articles, every question shall be decided by a majority vote.

(2) In the case of equal voting, the Chairman shall have a second or casting vote.

(3) Probationer's may attend and speak at any General Meeting but may not vote.

### **Errors and disputes**

- 30.**—(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.

### **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 treated as—
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **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 ordinary resolution if—
- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less



than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and  
(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## PART 4

### ADMINISTRATIVE ARRANGEMENTS

#### **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.

### **38. Auditor**

(1) Where the Company satisfies the qualifying conditions under section 382 CA 2006, the Treasurer will be responsible for preparing and filing the accounts for the financial year.

(2) The members, by simple majority, can require that the Company be audited by an Auditor to be appointed either at that meeting or at a subsequent meeting. The subsequent meeting shall take place no later than 14 days after the special resolution is passed. Such an Auditor shall not be a member of the Company or hold any office.

(3) Where the Company does not satisfy the qualifying conditions under section 382 CA 2006, the Accounts of the Company shall be audited by an Auditor to be appointed annually at the Annual General Meeting, such Auditor not to be a member of the Company or hold any office.

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **Indemnity**

**39.—**(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**

**40.**—(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.

## **PART 5**

### **DISSOLUTION**

**41.** The Company may be dissolved by:

- (a) the consent of not less than three quarters of the members who sign an instrument of dissolution in the directed form; or
- (b) by winding up in any other manner permitted by the Companies Act 2006.

On the winding-up of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members but shall be transferred to the Catholic Bishop of Lancaster for the time being to be used for to benefit of the Diocese of Lancaster.