THE TILE ASSOCIATION
EXCELLENCE IN TILING

1 Rutherford Court,
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Company Number: 3896624

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE

MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE TILE ASSOCIATION

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1. The name of the Company is "The Tile Association"

2. The registered office of the Company will be situated in England

3. The Company's objects are:

   3.1. To further the interests of the wall and floor tile industry

   3.2. And the Company shall have the following powers exercisable in furtherance of its objects but not otherwise:

      3.2.1. to form and maintain codes of practice for the wall and floor tile industry

      3.2.2. to encourage high standards of training in the wall and floor tile industry

      3.2.3. to encourage fair trading terms, conditions and contracts for all engaged in the industry

      3.2.4. to encourage good craftsmanship in tile fixing by supporting schemes for the proper training of operatives and by supporting the payment of fair and just wages to trained craftsmen

      3.2.5. to encourage the production of high quality materials, good design and functional usefulness

      3.2.6. to provide legal and technical advice and information in line with the objects of the Company

      3.2.7. to encourage, by collaboration with Government Departments, Manufacturers' associations, Trade Unions and any other appropriate organisations, the recognition of the right of the ultimate consumer or purchaser to have work well done, with materials at a fair price

      3.2.8. to extend, increase and disseminate knowledge of, and facilitate the exchange of information and ideas in regard to, the use of wall and floor tiles

      3.2.9. to collect and disseminate statistical and other information for the use and benefit of members and others

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3.2.10. to print and publish, or procure to be printed and published, and to circulate, or procure to be circulated (whether gratuitously or not) any newspaper, periodicals, magazines, books, pamphlets, leaflets or other documents on subjects which are within the objects of the Company

3.2.11. to establish, assist, conduct and co-operate with educational and other authorities, institutions and bodies in the establishment and conduct of lectures and courses of instruction in any matter connected with the objects of the Company

3.2.12. to hold, arrange and attend conferences, meetings, exhibitions, shows, displays, lectures, seminars and discussions in any matter connection with the pursuance of the objects of the Company

3.2.13. to promote sustainable practices, environmental responsibility and resource-efficient standards across the UK wall and floor tile industry, and to support community and skills initiatives that advance industry professionalism

3.2.14. to undertake any other matter which may seem expedient to the Company in pursuance of the objects of the Company

4. The income and profits of the Company, however derived, shall be applied solely towards the promotion of the objects of the Company and for scholarships/training consistent with the objects as set out in this Memorandum of Association and no portion of such income or profits shall be paid or transferred directly or indirectly by way of dividend, bonus or other distribution to the members of the Company

5. The liability of the members is limited

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while they are a member or within 1 year after they cease to be a member, for payment of the debts and liabilities of the Company contracted before they cease to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the right of the contributories among themselves, such amount as may be required, not exceeding £10

7. If on the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, that property will not be paid to or distributed among the members of the Company but will be given

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or transferred to some other association, body or bodies (whether corporate or not) with at least equivalent non-distribution and public benefit restrictions or trust having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4; such association, body or bodies (whether corporate or not) or trust to be determined by the Secretary of State for Trade and Industry (or their successor holding a similar office) at or before the time of winding up or dissolution of the Company

We, the Subscribers to the Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

Names and addresses of subscribers

Witness to the above signatures:

Dated

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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF THE TILE ASSOCIATION LIMITED

PRELIMINARY

1. The Regulations in Table C in the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985) shall not apply to the Company

INTERPRETATION

2. In these Articles unless the context requires otherwise:

2.1 The following definitions apply:

"Act"	the Companies Act 2006
"Articles"	these Articles of Association as amended from time to time
"Auditors"	the auditors for the time being of the Company
"Company"	The Tile Association Limited
"Connected"	has the meaning in s.252 CA 2006 (including family members, certain trustees/partners and connected bodies corporate)
"Director"	a member of the Board of Directors of the Company or a director as referred to in the Act

"Electronic communication" the Company adopts the CA 2006 regime (Schedules 4-5 & Part 13)

"Group Sector" the following areas of activities undertaken by the members as defined below or from time to time defined by the Company, namely:

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- Fixers
- Manufacturers
- Retailers, Distributors, Agents and Support Services

"Industry" the manufacture, sale, processing and fixing of wall and floor tiles, and the promotion of those activities

"New Member" a member of the Company other than a Subscriber

"Office" the registered office of the Company

"Secretary" any person appointed to perform the duties of the secretary of the Company

"Special Resolution" a resolution which requires the approval of at least 75% of the votes of the members of the relevant body present and voting

"Subscriber" a subscriber to the Memorandum of Association of the Company

“website communication” the Company adopts the CA 2006 regime (Schedules 4–5 & Part 13), including deemed consent for website publication where approved by members or provided in the Articles.

2.2 Expressions referring to writing shall be construed as including references to printing, lithography, photography, facsimile or e-mail and other modes of representing or reproducing words in a visible or digital form

2.3 Words importing the singular include the plural and vice versa and words denoting one gender include the others. Words denoting persons include corporations

2.4 References to any statute shall be construed as relating to any statutory modification or re- enactment of it for the time being in force

2.5 Any words or expressions defined in the Acts shall have the same meanings in these Articles

MEMBERS AND MEMBERSHIP

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3.1 The Company is established for the purposes expressed in its Memorandum of Association

3.2 Membership is open, subject to Article 4, to distributors, fixers, manufacturers, retailers or agents of wall and floor tiles, associated and ancillary products, services or businesses associated in any way with the wall and floor tile industry who meet the criteria agreed by the Directors

4 The Subscribers and the other organisations and corporate bodies, as the Directors shall admit to membership, shall be members of the Company provided that all members must be carrying on business in the Industry throughout the period of their membership. The rights of a member shall not be transferable

5.1 No organisation, whether it is a body corporate, charitable trust or otherwise shall be admitted to membership unless an application has been provided in writing to the Secretary on its behalf, setting out all particulars as may from time to time be required by the Company and including an undertaking that the applicant will, if elected, conform to and carry out all the obligations of membership

5.2 Each application for membership shall be considered by a committee of the company established by the Directors for that purpose. If acceptance of the application is approved by Special Resolution, the applicant shall be admitted to membership as from the date specified in the resolution. If not so approved, the committee may refuse admission to membership, but no applicant shall be refused membership on grounds which are arbitrary, unreasonable or discriminatory and admission, suspension and termination decisions must not unlawfully discriminate on any protected characteristic under the Equality Act 2010.

6 The Directors may provide for the admission as associates of the Company of organisations which they think fit and for the rights, duties and liabilities (if any) of those associates; but those organisations or companies shall not by virtue of being associates be members of the Company and their rights (if any) shall not include the right to vote at general meetings of the Company

7 The Directors reserve the right to suspend membership of a member company should the member have a substantial debt to the Association,which remains unpaid for a significant period of time. The suspension shall remain in place until the debt is settled.

8 The Secretary shall keep an accurate register of members of the Company

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CORPORATIONS ACTING BY REPRESENTATIVES

9. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise any person to act as its representative at any meeting of the Company. The authorised person will be entitled to exercise the same powers on behalf of their corporation as the corporation could exercise if it was an individual member of the Company and a corporation shall for the purposes of these Articles be deemed to be present in person at any meeting if a person so authorised is present at it. In the absence of any person formally authorised, a full-time bona fide employee of a corporation shall be deemed to be an authorised representative for the purposes of this Article

RIGHTS AND OBLIGATIONS OF THE MEMBERS

10 Every member of the Company shall be bound:

10.1 To pay to the Company a joining fee and annual fee at such rates as shall from time to time be fixed by the Directors. Payments of these fees are to be made at the times, in the manner and subject to the conditions prescribed by the Directors or as determined in general meeting

10.2 If a member or its auditors fails to furnish to the Company in due time any information required to enable the Company to assess the amount of any payment due under Article 9.1, to pay to the Company an amount estimated by the Directors to be the relevant fees with any further payment due from the member or any repayment due to it to be made immediately after the amount finally due shall have been ascertained

10.3 To observe the provisions of these Articles for the time being in force

10.4 To treat, and to require its officers and employees to treat, all information obtained by virtue of membership of the Company and which is not the subject of common knowledge or openly published elsewhere, as strictly confidential and not to be communicated either directly or indirectly to any person or corporate body not being a member of the Company without the written consent of the Directors and to continue to abide by this provision in the event of its ceasing to be a member

10.5 When required by the Directors, to furnish to them such information as they may reasonably require to assess the member's continued eligibility for membership

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10.6 To pay and make good to the Company any loss or damage which the Company may sustain through any wilful act or default of the member, being an act or default which is a breach of the other provisions of Article 9

TERMINATION OF MEMBERSHIP

11. The rights of a member shall not be transferable and shall wholly cease on the member failing to pay any joining fee or annual fee within 3 months of its becoming due or in the event of a receiver or liquidator or other officer being appointed in respect of the whole or a substantial part of the member's undertaking or in the event of arrangement or composition being made by the member for the benefit of its creditors. No assignee or other person deriving their right, title or interest through any member shall have any better claim to any benefit to which they may become entitled by virtue of such right, title or interest than the member through whom they claim

12. A member may resign its membership by giving notice in writing to the Secretary at least 6 months before the expiration of any financial year of the Company, subject to the member paying with such notice (or by any later date which the Directors may determine) any unpaid fees due in respect of the current and previous years and any other contribution which the member shall have undertaken to make to the Company and also the fees for any subsequent year which the member shall on its election have given an undertaking to pay, and the member shall cease to be a member at the expiration of the financial year during which it gave valid notice

13. On the termination of membership pursuant to a notice of resignation, the member resigning shall cease to have any interest in or claim on the Company or its funds, unless otherwise determined by Special Resolution

HONORARY OFFICERS

14.1 The Executive shall consist of a Chairperson and a Vice Chairperson

The Chairperson of the Board shall be proposed for election by members of the Board at their meeting prior to an Annual General Meeting and shall be appointed for an indefinite term subject to approval by members at the Annual General Meeting.

The Vice Chairperson shall be appointed by the Board at the first meeting after the Annual General Meeting every year. The Board may co-opt or appoint honorary members as they see fit.

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14.2 Chairpersonship of the Company should rotate amongst each sector. The rotation may be altered subject to approval by the members and/or the Board. Board to maintain a 2-year forward rotation matrix; Board may co-opt interim sector representatives if vacancies arise

14.3 A Chairperson or Vice Chairperson who has served a term of office under Article 13 shall, on the expiry of that term, be eligible for appointment to any office other than that which they are then vacating, but no Director shall be eligible for re-election to the office which they are then vacating until the third annual general meeting following that at which they vacated that office

15 No person shall be eligible for election as a Director unless they are a person in the full time employment of a member of the Company or is themself a member of the Company or if they are an honorary member of the company

16 Any vacancy in the office of Chairperson arising in the period between annual general meetings shall automatically be filled by the Vice Chairperson until the conclusion of the next annual general meeting. Any vacancy in the office of Vice Chairperson arising in the period between annual general meetings will be referred to the Directors to make recommendations to the members on the action to be taken. A person filling a casual vacancy under the provisions of this clause shall be eligible for election for a full term in accordance with Article 13, notwithstanding the provisions of Article 14

DIRECTORS

17 The number of Directors shall be not less than 3

18 No Director is entitled to receive any remuneration or fees from the Company. The Company may repay to any Director all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Company or general meetings of the Company or in connection with the business of the Company generally

19 No person other than a member, or a person nominated by a member, may be appointed a Director. Any provision of the Acts which, subject to the provisions of these Articles, would have the effect of rendering any person ineligible for appointment as a Director, liable to vacate office as a Director on account of having reached any specified age or of requiring special notice or any other special formality in connection with the appointment of any Director over a specified age, shall not apply to the Company

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20 A Director may not appoint an alternate director, but any committee of the Company may co-opt additional members of that committee as they see fit

BORROWING POWERS

21 The Directors may exercise all the powers of the Company to borrow money, to mortgage or charge its undertaking and property, or any part of them, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party

POWERS AND DUTIES OF DIRECTORS

22.1 The business of the Company will be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all powers of the Company as are not required by the Acts or these Articles to be exercised by the Company in general meeting, subject to the provisions of the Acts or these Articles and to regulations, not being inconsistent with this Article, prescribed by the Company in general meeting. No regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made

22.2 A director will exercise independent judgement, exercise reasonable care, skill and diligence, act within the company's powers and will promote the success of the company for the benefit of the members as a whole, including:

- consider the impact of the company's actions on the interest of members
- the need to foster business relations with members, customers and suppliers
- consider the impact of the company's action on the community and environment

DISQUALIFICATION OF DIRECTORS

23 The office of Director shall be vacated if the Director:

23.1 without the consent of the Company in general meeting holds any other office of profit in the Company

23.2 becomes bankrupt or makes any arrangement or composition with their creditors generally

23.3 becomes prohibited from being a Director by reason of any order made under the Acts

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23.4 becomes of unsound mind

23.5 ceases, or their appointer ceases, to be a member of the Company or ceases to be employed by a member of the Company or ceases to be an honorary member

23.6 resigns their office by notice in writing to the Company

23.7 ceases to be a Director by virtue of any provision of the Acts

23.8 shall for more than 3 consecutive board meetings have been absent without permission of the Directors from meetings of the Directors held in that period

APPOINTMENT AND RETIREMENT OF DIRECTORS

24 Each Group Sector, unless determined otherwise by Special Resolution, shall be represented at board level by at least one director from time to time of the Company, such appointment to be made by ordinary resolution at a meeting of the members of each individual Group Sector convened for that purpose

25 The Board will have power at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors

26 Directors shall not be subject to retirement by rotation. Directors may hold office for a term of 2 years and may be elected for a maximum of 3 terms, any extension of which may be proposed by the Board and approved by the members by ordinary resolution

27 The Company may, in accordance with and subject to the provisions of the Acts, by Special Resolution of which special notice has been given remove any Director before the expiration of their period of office (notwithstanding anything in these Articles or in any agreement between the Company and that Director) and appoint another person in place of a Director removed from office

28 The Company may purchase and maintain insurance for directors and officers in accordance with CA 2006 s.233 and market practice

DIRECTORS' INTERESTS

29 Directors must comply with ss.171–177 CA 2006 (act within powers; promote success with regard to long-term consequences, employees, relationships with suppliers/customers,

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community & environment; independent judgment; reasonable care, skill & diligence; avoid conflicts; not accept benefits; declare interests.

30.1 For the purposes of Article 28:

30.1.1 a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in the transaction of the nature and extent so specified

30.1.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest

PROCEEDINGS OF DIRECTORS

31.1 The Directors will meet together to carry out business at least once every 6 months but may otherwise meet, adjourn and regulate their meetings as they may think fit. Unless otherwise determined, 5 Directors shall be a quorum, subject to each Group Sector being represented by at least 1 Director

31.2 Each Director shall be entitled to 1 vote on all resolutions. Questions other than those which require a Special Resolution shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a casting vote

31.3 A Director may, and the Secretary on the requisition of a Director shall, at any time call a meeting of the Directors. Any Director may waive notice of any meeting and any waiver may be retroactive. Any Director or member of a committee of the Company at the discretion of the Board or Committee Chair may participate in a meeting of the Directors or of any committee by means of conference telephone, video or similar communications equipment where all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at that meeting with minutes retained

32 In the event that there are no Directors from any one sector, the continuing Directors may act despite any vacancy that exists at board level but, if and as long as their number is reduced below the number fixed by these Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of the Directors to that number or to call a general meeting of the Company, but for no other purpose

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33 The Board may delegate any of their powers to any committee of the Company. They may also delegate to an Executive of the Company any powers they consider desirable to be exercised by them. Any delegation may be made subject to any conditions the Directors impose and either collaterally with or to the exclusion of their own powers. Any delegation may be revoked or altered. Subject to any conditions, the proceedings of a committee with 2 or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying (and for this purpose references in the relevant Articles to "Directors" means "members of the committee"). All acts and proceedings of each committee should be reported to the Directors as soon as possible

33.1 Committee members shall be bone fide employees or officers of a member company or honorary members of the company and must confirm no links to competing organisations as defined by the Board

33.2 Committee members shall have no links with competing organisations. A competing organisation will be as defined by the Board of Directors.

34 The secretary shall take minutes:

34.1 of all appointments of officers made by the Directors

34.2 of the names of the Directors present at each meeting of the Directors and of any committee of the Company

34.3 of all resolutions and proceedings at all meetings of the Company, the Directors and of committees of the Company

35 All bona fide acts done by any meeting of the Directors or of a committee of the Company, or by any person acting as a Director or as a member of a committee shall notwithstanding that it is subsequently discovered that there was some defect in the appointment of any such Directors or person acting, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or member of a committee

36 A resolution in writing, signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the same form each signed by 1 or more Directors

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37.1 Except as provided otherwise by these Articles, a Director shall not vote (and if they do vote their vote shall not be counted) at a meeting of Directors or of a committee of the Company on any resolution concerning a matter in which they have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless their interest or duty arises only because the case falls within 1 or more of the following Articles:

37.1.1 the resolution relates to the giving to them of a guarantee, security or indemnity in respect of money lent to or an obligation incurred by them for the benefit of the Company or any of its subsidiaries

37.1.2 the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has personally assumed responsibility (whether in whole or part, alone or jointly with others)

37.2 For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification of it not in force when this regulation becomes binding on the Company), connected with a Director shall be treated as an interest of the Director

38 A Director will not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote

39 The Company may by ordinary resolution suspend or relax, either generally or in respect of any particular matter, any provision of these Articles prohibiting a Director from voting at a meeting of Directors or of a committee of the Company

40 Where proposals are under consideration concerning the appointment of 2 or more Directors to offices or employment with the Company or any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each Director separately and (provided they are not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment

41 If a question arises at a meeting of Directors or of a committee of the Company as to the right of a Director or committee member to vote, the question may be referred to the Chairperson of the meeting and their ruling in relation to any Director or committee member other than themself shall be final and conclusive

SECRETARY

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42 Subject to the provisions of the Acts, the Secretary shall be appointed by the Directors for a period of 1 year and shall be elected annually at such reasonable and proper remuneration and on such conditions as they may think fit, and any Secretary appointed may be removed by them. The Secretary shall be an individual or a corporate secretarial service provider where permitted by law. The Directors may from time to time appoint an assistant or deputy Secretary who shall be an individual and not a body corporate, and any person appointed may act in place of the Secretary if there is no Secretary capable of acting

43 A provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary

GENERAL MEETINGS

44 The Company will hold a general meeting each year as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall lapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall specify

45 All general meetings other than annual general meetings shall be called general meetings

46 The Directors may, whenever they think fit, convene an extraordinary general meeting. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any 2 members of the Company may convene an extraordinary general meeting in the same manner as near as possible as that in which meetings may be convened by the Directors

47 An extraordinary general meeting shall also be convened on the requisition in writing of at least 20 members and otherwise in accordance with the Acts

NOTICE OF GENERAL MEETINGS

48 An annual general meeting and a meeting called for the passing of a Special Resolution shall be called by at least 14 days' notice in writing, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be

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called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the time of the meeting and, in the case of special business, the general nature of that business. Any notice shall be given in the manner specified in this Article or in any other manner, if any, as may be prescribed by the Company in general meeting, to persons as are entitled to receive such notices from the Company:

48.1 Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if agreed

48.1.1 in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote at it or

48.1.2 in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all members

48.2 The Company may hold hybrid general meetings (physical plus electronic participation) or, where permitted by law and these Articles, fully virtual general meetings, provided members have equivalent rights to speak, ask questions and vote, and robust identity/quorum/vote audit trails are maintained.

48.3 Notices and documents may be sent in electronic form or made available via website, subject to Schedule 5 CA 2006 consent/notification rules (including deemed consent where authorised by member resolution or Articles).

49 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting

PROCEEDINGS AT GENERAL MEETINGS

50 All business shall be deemed special that is transacted at an extraordinary general meeting and an annual general meeting, with the exception of the consideration of the accounts and the report of the Directors and Auditors and other documents required to be attached or annexed to the accounts, the re-appointment of the Auditors (unless they were last appointed otherwise than by the Company in general meeting) and the fixing of the remuneration of the Auditors or determining the manner in which their remuneration is to be fixed

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51 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Except as otherwise provided in these Articles, 1% of membership, at least 1 of whom is from each Group Sector of the Company, present in person or by proxy shall be a quorum

52 If within 30 minutes after from the time appointed for the meeting (or any longer interval as the chairman of the meeting may think fit to allow) a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it will be adjourned to the same day in the next week, at the same time and place, or to any other day and at any other time and place as the Directors may determine except that not less than 7 days' notice of the adjourned meeting shall be given as in the case of the original meeting. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the members present shall be a quorum

53 The chairman, if any, of the Directors shall preside as chairman at every general meeting of the Company, or if there is no chairman or if they shall not be present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairman of the meeting

54 If at any meeting no Director is willing to act as chairman or if no Director is present within 15 minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to be chairman of the meeting

55 The chairman of any general meeting at which a quorum is present may, with the consent of the meeting (and shall if so directed by the meeting), if they consider it impractical to hold the meeting or continue it adjourn the meeting; but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting from which the adjournment took place. Where a meeting is adjourned, the time and place for the adjourned meeting shall be fixed by the Directors. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting

56 If an amendment is proposed to any resolution under consideration but is in good faith ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by that error in such ruling. In the case of a resolution proposed as a Special Resolution or extraordinary resolution, no amendment to it (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted on

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56.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

56.1.1 by the chairman of the meeting

56.1.2 by at least 1 per cent of members present in person or by proxy or

56.1.3 by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting

56.1.4 Unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or lost and an entry to that effect in the minute book shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn

57 Except as provided in Article 58, if a poll is demanded it shall be taken in the manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

58 In the case of an equality of votes, whether on a show of hands or on a poll, no chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote and the resolution shall be lost

58.1 CA 2006 poll rights and chairman's declaration rules; include modern proxy/vote rules (sections 320–331).

59 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at any time (not being more than 30 days from the date of the meeting) as the chairman of the meeting directs, and any business other than that on which a poll has been demanded may be proceeded with pending the taking of the poll

60 The Company may pass members' written resolutions: ordinary (simple majority) or special (75%) following ss.288–300 procedures; electronic signatures/consents permitted; record and file where required. Note: removal of directors/auditors cannot be by written resolution.

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61 Any matter or thing which may be dealt with by ordinary resolution and is not required by law to be dealt with in general meeting may, if the Directors so resolve, be determined by a postal ballot to be conducted in the manner the Directors think fit and any resolution declared by the Directors to have been carried by a majority of the members voting on a ballot shall have effect in all respects as if it were an ordinary resolution passed at a meeting of the Company duly convened and held

VOTES OF MEMBERS

62 No chairman of a general meeting shall have a casting vote, either on a show of hands or on a ballot

62.1 Each member of the Company who is eligible to vote shall be entitled to one vote at any Annual General Meeting. Only one attendee may cast the vote of the member.

62.2 When a member first joins the Company its levy shall be calculated on the basis of its audited turnover in the year preceding its application for membership

63 Except as expressly provided otherwise in these Articles, no member other than a member duly registered, who shall have paid its initial subscription and other sums (if any) which shall be due and payable to the Company in respect of its membership, shall be entitled to vote on any question either personally or by proxy at any general meeting

64 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made shall be referred to the chairman whose decision shall be final and conclusive

65 Votes may be given on a poll either personally or by proxy. A member may vote by its duly authorised representative appointed as provided by section 375 of the Act. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member of the Company

66 An instrument appointing a proxy shall:

66.1 in the case of an individual be signed by the appointor or their attorney

66.2 in the case of a corporation be given either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation

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66.3 A proxy need not be a member of the Company

67 The instrument appointing a proxy and the power of attorney or other authority under which it is signed (or a notarially certified copy of that power or authority) shall be deposited at the Office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 18 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The instrument shall, unless the contrary is stated on it, be valid for any adjournment of the meeting and the meeting to which it relates. Provided that an instrument of proxy for more than 1 meeting (including any adjournment of it) having been delivered once for the purposes of any meeting shall not require to be delivered again for the purposes of any subsequent meeting to which it relates

68 An instrument appointing a proxy shall be in writing in any usual or common form or in any other form of which the Directors approve. The signature on the instrument need not be witnessed

69 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and to speak at the meeting

70 A vote given in accordance with the terms of an instrument of proxy shall be valid despite the previous death or mental disorder of the principal or revocation of the proxy or the authority under which the proxy was executed, provided that no intimation in writing of such death, mental disorder or revocation shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast

ACCOUNTS

71 The Directors will keep proper accounting records in accordance with the Act

72 The accounting records shall be kept at the Office or subject to the provisions of the Act at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors

73 The Directors shall from time to time determine whether and to what extent and at what

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times and places and under what conditions or regulations the accounts or the books of the Company or any of them shall be open to the inspection of members who are not Directors and no member (not being a Director) shall have any right of inspecting any accounts or books or documents of the Company except as conferred by statute, authorised by the Directors or by the Company in general meeting or ordered by a court of competent jurisdiction

74 Proper income and expenditure accounts shall be prepared in respect of each financial year of the Company in accordance with the Act together with a proper balance sheet prepared as at the date to which the accounts are prepared. The accounts and balance sheet shall be accompanied by reports of the Directors and the Auditors and by any other documents required by law to be annexed or attached ("the Accounts"). The Accounts shall be laid before the Company in general meeting in accordance with the Acts and shall be sent not less than 21 clear days before the date of the meeting to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are served under these Articles including electronic despatch of AGM papers under CA 2006 electronic communications regime

NOTICES

75 A notice may be given by the Company to any member either personally or by sending it by post to their registered address. Where a notice is sent by first class post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected 48 hours after the letter containing the notice is posted

76 Notice in writing delivered by email or by post of every general meeting shall be given to every member and to the Auditors for the time being of the Company

77 If a member has no email address or registered address for the giving of notice to them, or if it becomes apparent that they are not resident at their registered address, they shall not be entitled to receive any notice from the Company

DIRECTORS' INDEMNITY AND INSURANCE

78. Subject to the provisions of the Acts and so far as may be permitted by law, every director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties or in relation to them including any liability incurred by them in defending any proceedings, civil or criminal,

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which relate to anything done or omitted or alleged to have been done or omitted by them as an officer or employee of the Company and in which judgement is given in their favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part) or in which they are acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to them by the Court

79 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.

WINDING UP

80 The provisions of clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if they were repeated in these Articles

Names and addresses of subscribers

Witness to the above signatures:

Dated

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