

COMPANY NUMBER: [            ]

THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
THE FEDERATION OF  
PLASTERING & DRYWALL CONTRACTORS

**INTERPRETATION**

I        In these articles -

**'the Act'** means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

**'the articles'** means the articles of the Federation.

**'Associate Member'** means a member accepted into membership in accordance with the Rules.

**'clear days'** in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

**'Contractor Member'** means and includes a corporation, company, firm or individual which has been admitted to contractor membership in accordance with the Rules and **'Members'** means the group of Members determined in accordance with the Rules.

**"the Council"** means those Members who are elected, nominated or co-opted in accordance with the Rules.

**'executed'** includes any mode of execution.

**'Executive Committee'** comprises those persons elected or appointed in accordance with the Rules and who shall be the directors of the Federation from time to time.

**'Federation'** means the Federation of Plastering and Drywall Contractors.

**'Immediate Past President'** means, from time to time, the person who held the office of President of the Federation immediately prior to the President of the Federation for the time being.

**'office'** means the registered office of the Federation.

**'the Rules'** means the rules, regulations, codes of conduct and practice of the Federation or, as the case may be, the rules or regulations of any of the Federation's associations or divisions, as the Executive Committee may stipulate or approve from time to time in its absolute discretion.

**'the seal'** means the common seal of the Federation.

**'secretary'** means the secretary of the Federation or any other person appointed to perform the duties of the secretary of the Federation, including a joint, assistant or deputy secretary.

**'the United Kingdom'** means Great Britain and Northern Ireland.

**'the terms President, Vice President and Honorary Treasurer'** means such person or persons as are nominated and elected in accordance with the Rules.

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles become binding on the Federation.

## **MEMBERSHIP**

- 2 The subscribers to the memorandum of association of the Federation and such other persons as are admitted to membership in accordance with the Articles and the Rules shall be Members of the Federation.
- 3 Members shall be subject to and shall abide by the Rules of the Federation and to such terms and conditions as the Executive Committee shall determine including without limitation any Codes of Practice or Conduct, adopted by the Federation from time to time determine.
- 4 Every Member shall be bound to further to the best of his ability the objects, interest and influence of the Federation.
- 5 None of the rights and privileges of a Member in relation to the Federation or the management of property thereof shall be chargeable, transferable or transmissible by his own act or by operation of law or otherwise.
- 6 In the event of a Member dying, or becoming of unsound mind, or being adjudicated a bankrupt, or going into liquidation (save for the purposes

of a solvent reorganisation), or dissolving a partnership, or agreeing to any assignment for the benefit of or arrangement with his creditors, or the greater part in number or value of them, he shall cease ipso facto to be a Member, and all his rights and privileges as a Member shall absolutely determine; but he shall, if living, be eligible for re-admission at the discretion of the Executive Committee.

- 7 Any Member wishing to withdraw from membership of the Federation shall give written notice in accordance with the Rules.
- 8 If the conduct of any Member shall in the opinion of the Executive Committee render them unfit to remain a Member of the Federation, or such Member shall fail to adhere to the Rules of the Federation or the terms and conditions as laid down by the Executive Committee from time to time (including, without limitation, the timely payment of subscriptions/contributions), the conduct of such Member shall be investigated and such action as may be appropriate take in accordance with the Rules.
- 9 Any person who shall by any means cease to be a Member shall nevertheless remain liable for and shall pay to the Federation all moneys which at the time of his ceasing to be a Member may be due from him to the Federation by virtue of the Rules, or which may become payable by him by virtue of his liability under the memorandum of association, and shall not be entitled to be repaid the whole or any part of any annual subscription or other money paid by him.

## **GENERAL MEETINGS**

- 10 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 11 The Federation shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings that year, and not more than fifteen months shall elapse between the date of one annual general meeting of the Federation and that of the next.
- 12 The Executive Committee may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any Member of the Federation may call a general meeting.

## **NOTICE OF GENERAL MEETINGS**

- 13 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice and shall unless determined otherwise by the

Council be held in February of each year. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed -

- (a) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the Members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the Members and the auditors.

- 14 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 at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 15 No business, except the election of the chairman, shall be transacted at any meeting unless a quorum is present comprising ten Contractor Members entitled to vote upon the business to be transacted.
- 16 If such a quorum is not present within half an hour from the time appointed for the meeting (or such longer period as the chairman of the meeting may allow), or if during a meeting such a quorum ceases to be present, the meeting, if convened upon such requisition of Contractor Members as aforesaid, shall be dissolved, but in any other case shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Executive Committee may determine, and if at such adjourned meeting a quorum is not present, it shall be dissolved.
- 17 The President, or in his absence the Vice-President, or in the absence of both, a director nominated by the members of the Executive Committee present, shall preside as chairman of the meeting. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the Contractor Members present and entitled to vote shall choose one of their number to be chairman.
- 18 A director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
- 19 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be

transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

20 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the shown of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded -

(a) by the chairman; or

(b) by at least 50% of the Contractor Members present and having the right to vote at the meeting; or

(c) by Contractor Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting;

and a demand by a person as proxy for a Contractor Member shall be the same as a demand by the Contractor Member.

21 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

22 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

23 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

25 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a

meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- 26 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 27 A resolution in writing executed by or on behalf of each Contractor Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Contractor Members.

## **VOTES OF MEMBERS**

- 28 Subject to article 12 on a show of hands every Contractor Member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a Contractor Member entitled to vote, shall have one vote except that a Contractor Member (or its authorised representative or his proxy) shall not be entitled to attend and vote at any general meeting at a time when that Voting Member is six months or more in arrears with the payment of its or his subscription or contributions which are due to the Federation in accordance with the Rules.
- 29 Contractor Members which are firms, or unincorporated associations, or corporations, shall from time to time by resolution of its directors or other governing body authorise such person as it thinks fit (being partners, directors, employees or consultants) to act as its representative at any meeting of the Federation and shall notify the secretary of such appointments or any changes therein provided that no such representatives shall be permitted to vote on behalf of the Contractor Member unless such notification as aforesaid has reached the secretary at least 24 hours before any meeting at which the representative is to vote.
- 30 A Contractor Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Executive Committee of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 24 hours before the time

appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

31 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 in due time shall be referred to the chairman whose decision shall be final and conclusive.

32 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Executive Committee may approve) -

' [Name of Federation] I/We, , of , being a Member/Members of the above-named Federation, hereby appoint of , or failing him, of , as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Federation to be held on 200 , and at any adjournment thereof.

Signed on 200 .'

33 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Executive Committee may approve) -

' [Name of Federation] I/We, , of , being a Member/Members of the above-named Federation, hereby appoint of or failing him of , as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Federation, to be held on 200 , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 \*for \*against

Resolution No.2 \*for \*against.

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this            day of            200 .'

- 34 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Executive Committee may -
- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Federation in relation to the meeting not less than 24 hours (or such shorter period as the Executive Committee may allow) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 35 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Federation at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## **POWERS OF THE EXECUTIVE COMMITTEE**

- 36 Subject to the provisions of the Act, the memorandum and the articles, the Rules and to any directions given by special resolution, the business of the Federation shall be managed by the Executive Committee who may exercise all the powers of the Federation. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Executive Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power

given to the Executive Committee by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the Executive Committee.

- 37 The Executive Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Federation for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
- 38 The Executive Committee may raise and borrow or secure the payment of, and from time to time to reborrow in the name and for the purpose of the Federation and the carrying on of its business and affairs, such sums of money in such manner and upon such terms and conditions as the Executive Committee shall think fit.
- 39 The Executive Committee may make alter or rescind such Rules for the furtherance of the purposes of the Federation as they may from time to time consider necessary provided that such Rules are not inconsistent with the provisions of the articles and do not amount to such an alteration of or addition to the articles as could only be legally made by a special resolution and may fix from time to time the amount to be paid and the method of its assessment as annual subscriptions/contributions by persons being or becoming Members of the Federation.

#### **DELEGATION OF DIRECTORS' POWERS**

- 40 The Executive Committee may delegate any of their powers to any committee consisting of one or more directors or which has no directors. They may also delegate to any director or (if appointed) the Chief Executive Officer holding an executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Executive Committee may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of the Executive Committee so far as they are capable of applying.

#### **COMPOSITION OF THE EXECUTIVE COMMITTEE**

- 41 Subject to being appointed in accordance with the articles, the Executive Committee shall comprise any or all of the persons specified in the Rules who shall be the directors of the Federation -
- 42 An official list of the members of the Executive Committee shall be made and kept by the secretary, and which shall be available for inspection, free of charge, by the Members.

## APPOINTMENT AND RETIREMENT OF DIRECTORS

- 43 At each annual general meeting, the Executive Committee save for the Immediate Past President shall retire as directors of the Federation and the Immediate Past President and Vice President (elected as incoming President), as the case may be, shall not retire as a directors of the Federation.
- 44 At each annual general meeting, the Members shall by ordinary resolution appoint two persons as directors of the Federation to hold the offices of President and Honorary Treasurer of the Federation respectively. To be eligible for such an appointment the candidates must be nominated in accordance with the provisions of this article or, if already incumbent, shall offer themselves for re-appointment by giving notice to this effect (addressed to the secretary at the Federation's office) in advance of the annual general meeting. Nominations for each office must be in writing (addressed to the secretary at the Federation's office) and must be received by the Executive Committee not less than twenty-eight nor more than forty-two clear days before the date appointed for the meeting. The persons nominated must either be Contractor Members or belong to a body which is itself a Contractor Member and must be eligible under article 50. The nominations must be executed by a Contractor Member qualified to vote at the meeting and must state the nominee's full name, the office for which he is being nominated and the Contractor Member to which the nominee belongs. The nomination must be countersigned by the nominee to show his willingness to be appointed or reappointed, as the case may be.
- 45 At each annual general meeting, the Executive Committee shall nominate the present members of the Executive Committee to be appointed by an ordinary resolution of the Members as directors of the Federation.
- 46 The appointment as directors of the persons referred to in articles 45-49 inclusive shall be effective upon receipt by the Federation of a notice in writing (addressed to the secretary at the Federation's office) from the relevant organisation which is also referred to in articles 45-49 inclusive provided that, in the absolute discretion of the Executive Committee, any person to be so appointed holds and at all times continues to hold a senior or managerial position within the organisation which is appointing him; provided that a person who has been removed as a director representing one of the organisations referred to in articles 45-49 inclusive by an ordinary resolution of the Members in general meeting shall not be eligible under this article to be re-appointed as a director by the same organisation; and provided that if one person is appointed as a director by more than one of the organisations referred to in articles 45-49 inclusive at the same time, that director shall only have one vote at any meeting of the Executive Committee. Subject as aforesaid, the relevant organisation shall be entitled to remove and replace a director appointed by them by using the same notice procedure. At each annual general

meeting the Executive Committee shall inform the meeting of the person who at that time holds such directorship.

- 47 Subject as aforesaid, the Contractor Members may by ordinary resolution in general meeting appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next annual general meeting whereupon he shall retire from office.
- 48 In accordance with the Act, the Contractor Members may by ordinary resolution in general meeting remove any director, howsoever appointed.
- 49 Subject as aforesaid, the Executive Committee may appoint a person who is a Contractor Member and who is willing to act to be a director, either to fill a vacancy, or as an additional director, provided that the appointment does not cause the number of Executive Committee to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next annual general meeting whereupon he shall retire from office.
- 50 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

## **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 51 The office of a director shall be vacated if -
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he is, or may be, suffering from mental disorder and either -
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

- (d) he resigns his office by notice to the Federation;
- (e) he, or the organisation which appointed him as a director, or the organisation from which he has been duly elected as a director, ceases to be a Member or is suspended from the Federation in accordance with article 12; or
- (f) he shall have been absent, without permission of the Executive Committee, from the last two meetings of the Executive Committee held and the Executive Committee resolve that his office be vacated.

## **DIRECTORS' EXPENSES**

- 52 The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Executive Committee or committees of the Executive Committee.

## **DIRECTORS' APPOINTMENTS AND INTERESTS**

- 53 Subject to the provisions of the Act, and provided that he has disclosed to the Executive Committee the nature and extent of any material interest of his, a director notwithstanding his office -
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Federation or in which the Federation is otherwise interested;
  - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Federation or in which the Federation is otherwise interested; and
  - (c) shall not, by reason of his office, be accountable to the Federation for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 54 For the purposes of article 64 -
- (a) a general notice given to the Executive Committee 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 any such transaction of the nature and extent so specified; and

- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

## PROCEEDINGS OF DIRECTORS

- 55 Subject to the provisions of the articles, the Executive Committee may regulate their proceedings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 56 A director shall not be entitled to appoint an alternate director.
- 57 Meetings of the Executive Committee shall be held at such times as the Executive Committee shall from time to time determine, and shall be summoned (by at least fourteen clear days' notice in writing served upon the members of the Executive Committee) at the request of the President or the Vice-President or of not less than 50% of the members of the Executive Committee. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.
- 58 The quorum for the transaction of the business of the Executive Committee may be fixed by the Executive Committee and unless so fixed at any other number shall be as provided in the Rules.
- 59 The directors, or any of them, may form, or participate in, a meeting of the directors by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the group of the highest number of participants is assembled or, if there is no such group, where the chairman of the meeting is then present.
- 60 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of admitting persons to membership of the Federation, filling vacancies in the Executive Committee or of calling a general meeting.
- 61 The chairman of the Executive Committee shall be the President. The chairman shall preside at every meeting of the Executive Committee at which he is present. But if there is no director holding the office of President, or if the director holding such office is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Immediate Past President or the Vice President, whichever shall be a director at the time, shall be the chairman, failing which the Executive Committee present may appoint one of their number to be chairman of the meeting.

- 62 All acts done by a meeting of the Executive Committee, or of a committee of the Executive Committee, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 63 A resolution in writing signed by all the directors entitled to receive notice of a meeting of the Executive Committee or of a committee of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) a committee of the Executive Committee duly convened and held and may consist of several documents in the like form each signed by one or more directors.
- 64 Save as otherwise provided by the articles, a director shall not vote at a meeting of the Executive Committee or of a committee of the Executive Committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Federation unless his interest or duty arises only because the case falls within one or more of the following paragraphs -
- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Federation or any of its subsidiaries;
  - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Federation or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
  - (c) the resolution relates to the determination of the rates of subscription or contribution applicable to Members.

For the purposes of this article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this article becomes binding on the Federation), connected with a director shall be treated as an interest of the director.

- 65 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 66 The Federation may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of the Executive Committee or of a committee of the Executive Committee.

- 67 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Federation or any body corporate in which the Federation is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the director concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 68 If a question arises at a meeting of the Executive Committee or of a committee of the Executive Committee as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

## **SECRETARY**

- 69 Subject to the provisions of the Act, the secretary shall be appointed by the Executive Committee for such term at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

## **MINUTES**

- 70 The Executive Committee shall cause minutes to be made in books kept for the purpose -
- (a) of all appointments made by the Executive Committee; and
  - (b) of all proceedings at meetings of the Federation, and of the Executive Committee, and of committees of the Executive Committee, including the names of the directors present at each such meeting.

## **ACCOUNTS**

- 71 No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Federation except as conferred by statute or authorised by the Executive Committee, the Rules or by ordinary resolution of the Federation.

## **NOTICES**

- 72 Any notice to be given to or by any person pursuant to the articles shall be in writing.
- 73 The Federation may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the

Federation an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Federation.

- 74 Any notice to be given to or by any person pursuant to the articles shall be deemed to be given personally in writing at the time of transmission if it is given by, cable or facsimile transmission.
- 75 A Member present, either in person or by proxy, at any meeting of the Federation shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 76 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 72 hours after the envelope containing it was posted.

## **DISSOLUTION**

- 77 If upon the winding-up or dissolution of the Federation there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall be distributed in proportion to the annual subscription/contribution paid by the Member in the last full accounting year at the date of winding-up or dissolution.

## **INDEMNITY**

- 78 Subject to the provisions of the Act and without prejudice to the provisions of regulation 118 of Table A, every director, Chief Executive Officer or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses or liabilities incurred by him in the execution or discharge of his duties or in relation thereto. The Company may purchase and maintain for any such officer or auditor insurance against any liability which by virtue of any rule of law may attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.
- 79 No member of the Executive Committee or any committee or other officer of the Federation shall be chargeable for any money which he shall not actually receive or be answerable or liable for the acts, receipts, neglects or defaults of any other member of any committee or officer or of any banker, broker, collector, agent, or other person appointed by the Executive Committee with whom or into whose hands any property or moneys of the Federation may be deposited or come or for any loss or expense happening to the Federation through the insufficiency or deficiency of title to any property which may from time to time be purchased, leased, taken or acquired by order of the Executive Committee for or on behalf of the Federation or for the insufficiency or deficiency of

any security or investment in or upon which any of the moneys of the Federation shall be invested by order of the Executive Committee or for any loss or damage which may happen in the execution of his office or in relation thereto unless the same shall happen through his own dishonesty or wilful neglect or default.