

**THE COMPANIES ACTS 1985 to 2006**

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**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL.**

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**Articles of Association**

**OF**

**TEDDINGTON THEATRE CLUB LIMITED**

**(As amended by Special Resolution passed on the 22<sup>nd</sup> day of November 2004 and on the  
24 November 2008)**

**PRELIMINARY**

1. In the Articles, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

<b>WORDS</b>	<b>MEANING</b>
Company	Teddington Theatre Club Limited;
Companies Acts	Has the meaning given to “Companies Acts” in section 2 of the Companies Act 2006;
Conflicts of Interest	Any interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;
Articles	These Articles of Association of the Company, as originally framed, or as from time to time altered by special resolution;
Board	The Board of Directors for the time being of the Company;
Office	The registered office of the Company;
Seal	The Common Seal of the Company;
The United Kingdom	Great Britain and Northern Ireland;

Month	Calendar month;
Year	Calendar year;
Officers	Has the meaning given to Officers in Article 46 of the Articles;
address	Includes a number or address used for the purposes of sending or receiving documents by electronic means;
circulation date	In relation to a written resolution, has the meaning given to it in the Companies Acts;
clear days	In relation to the period of a notice, 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 given or on which it is to take effect;
in writing	Written or produced by any substitute for writing, or partly one and partly another;
Subsidiary Company	Any company in which the Company holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the Board of the company;
Director and Directors	The director and directors as defined in the Companies Acts;
Connected Person	any person falling within one of the following categories and where payment to that person might result in the Director obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Director which may reasonably be regarded as equivalent to such a relationship; or (d) any company or LLP or firm of which a Director is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
Electronic form and electronic means	have the meanings respectively given to them in the Companies Act 2006;
financial expert	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
hard copy and hard copy	have the meanings respectively given to them in the

form	Companies Act 2006;
Hour	any full period of an hour but not including any part of a day that is a Saturday Sunday or Bank Holiday in England;
Memorandum	the Memorandum of Association of the Company.

Save as aforesaid, any words or expressions defined in the Companies Acts shall, if not inconsistent with the subject or context, bear the same meaning in the Memorandum and Articles.

### OBJECTS

2. The Company is established for the purposes expressed in the Memorandum.

### MEMBERS

3. The members of the Company shall be the subscribers to the Memorandum, every person who at the date of incorporation of the Company is a member of the unincorporated association known as "Teddington Theatre Club" and who within fifteen months after the incorporation of the Company signs a written consent to become a member.
4. Every person who wishes to become a member shall apply to the Company in such form as the Directors require. The Directors shall have power to admit persons to membership and may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.
5. The Directors may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members.
6. If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members. Subject to the Directors' right to decline to accept any person as a member, the unincorporated association or body shall be entitled to replace the member who is its representative with another person by giving notice to the Company and without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.
7. Every corporate member shall appoint an individual to represent it at meetings of the Company and the name of such representative and the fact that he or she is the representative of such member shall be noted in the register of members. A corporate member shall be able to replace its representative with another individual by giving notice to the Company.
8. Subject to Article 6, membership shall not be transferable and shall cease on death. A member shall cease to be a member:

- 8.1 on the expiry of at least seven clear days' notice given by him or her to the Company of his or her intention to withdraw;
- 8.2 if any subscription or other sum payable by the member to the Company is not paid on the due date and remains unpaid seven days after notice served on the member by the Company informing him or her that he or she will be removed from membership if it is not paid. The Directors may re-admit to membership any person removed from membership on this ground on his or her paying such reasonable sum as the Directors may determine;
- 8.3 if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally or it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver (but not an interim manager appointed under Section 18 of the Charities Act 1993) appointed over all or any part of its assets or an order is made or a resolution passed for its winding up; or
- 8.4 if, at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution shall not be passed unless the member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution shall nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her.
9. Subject to the Companies Acts, the Directors may establish such classes or categories of membership as they think fit. The Directors may at their discretion levy subscriptions on members of the Company at such rate(s) as they shall decide and may levy subscriptions at different rates on different classes or categories of members.

#### ASSOCIATE MEMBERS

10. The Directors may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Directors shall make provided that no such associate members shall be members of the Company for the purposes of the Articles or the Companies Acts.

#### GENERAL MEETINGS

11. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Company and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Board. All other General Meetings shall be called General Meetings.

12. The Board may whenever they think fit, and shall on requisition in accordance with the Companies Acts proceed to convene a General Meeting. A requisition in writing by not less than 10% of the members having at the date of deposit of the requisition a right to attend and vote at General Meetings shall be deemed to be a requisition in accordance with the provisions of the Companies Acts so far as these provisions relate to the number of members required to requisition a General Meeting.

#### NOTICE OF GENERAL MEETINGS

13.
  - 13.1 Unless Article 13.2 applies, all General Meetings shall be called by at least 14 clear days' notice unless the Companies Acts require a longer notice period.
  - 13.2 A General Meeting may be called by shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 90% of the total voting rights at that meeting of all the members.

#### **Contents of Notice**

14. Every notice calling a General Meeting shall specify the place, day and time of the meeting, whether it is general or annual General Meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution. In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a General Meeting.

#### **Service of Notice**

15. Notice of General Meetings shall be given to every member, to the Directors, to any patron(s) and to the auditors of the Company.

#### **Manner of Serving Notice**

16. Notice of General Meetings shall be served in accordance with Articles 80 to 85.

#### PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Ten members entitled to vote upon the business to be transacted present in person shall be a quorum for all purposes.
18. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

19. The Chair (if any) of the Board shall preside as Chair at every General Meeting, but, if there be no such Chair or if at any meeting he shall not be present within five minutes after the time appointed for holding the same or shall be unwilling to preside, the members of the Board present shall choose one of their number to preside. If at any meeting no member of the Board is present and willing to preside, the members present shall choose one of their number so to do.
20. The Chair may with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Poll**

21. A resolution put to the vote of a General Meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the Companies Acts, a poll may be demanded:
  - 21.1 by the chair; or
  - 21.2 by any person who, by virtue of being appointed proxy for one or more members entitled to attend and vote at the meeting, holds two or more votes; or
  - 21.3 by at least two members present in person or by proxy and having the right to vote at the meeting; or
  - 21.4 by a member or members present in person or by proxy representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting.
22. Unless a poll is duly demanded a declaration by the chair 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.
23. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair 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.
24. A poll shall be taken as the chair directs and he or she 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.
25. A poll demanded on the election of the chair 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 chair directs not being more than 30 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.

#### VOTES OF MEMBERS

27. On a show of hands every person present and entitled to vote shall have a maximum of one vote. On a poll every member present in person or by proxy shall have one vote.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.
29. No member shall be entitled to vote at any General Meeting unless all monies presently payable by him or her to the Company have been paid.
30. A 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 or her 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 Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office of the Company, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, at least 48 Hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in 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 chair whose decision shall be final and binding.

#### **Proxies**

32. The appointment of a proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):-

**“[Teddington Theatre Club Limited]**

**[Name of member appointing the proxy:**

**Address:**

I/We hereby appoint [name of proxy] of [address of proxy] as my/our proxy to vote in my/our name(s) and on my/our behalf at the meeting of the Company to be held on [date], 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	*abstain	*as the proxy thinks fit
Resolution No 2	*for	*against	*abstain	*as the proxy thinks fit
All other resolutions properly put to the meeting	*for	*against	*abstain	*as the proxy thinks fit

\*Strike out whichever is not desired.

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

Signed: .....

Dated: ....."

- 33. Unless the appointment of a proxy indicates otherwise, it must be treated as:
  - 33.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - 33.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- 34. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Directors may:
  - 34.1 in the case of an instrument in writing be deposited at the registered office of the Company 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 Company in relation to the meeting at least 48 Hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - 34.2 in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means:
    - 34.2.1 in the notice convening the meeting, or
    - 34.2.2 in any instrument of proxy sent out by the Company in relation to the meeting, or



34.2.3 in any invitation to appoint a proxy issued by the Company in relation to the meeting which is sent by electronic means,

be received at such address not less than 48 Hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

34.3 in the case of a poll taken more than 48 Hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 Hours before the time appointed for the taking of the poll; or

34.4 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 chair or to the Secretary (if any) or to any Director;

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

35. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.

36. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the registered office of the Company or at such other place at which the appointment of the proxy was duly deposited or, where the appointment of the proxy was sent by electronic means, at the address at which such appointment was duly received, 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.

37. An appointment of a proxy may be revoked by delivering to the Company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a member in person at a meeting automatically revokes any appointment by that member of a proxy.

#### WRITTEN RESOLUTIONS

38. Subject to Article 40, a written resolution of the Company passed in accordance with these Articles 38 to 44 shall have effect as if passed by the Company in General Meeting:

38.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.

38.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A

written resolution is not a special resolution unless it states that it was proposed as special resolution.

39. In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
40. A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
41. A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Company's auditors in accordance with the Companies Acts.
42. A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
  - 42.1 If the document is sent to the Company in hard copy form, it is authenticated if it bears the member's signature.
  - 42.2 If the document is sent to the Company by electronic means, it is authenticated if it bears the member's signature or if it is accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement or if it is from an email address specified by the member to the Company for the purposes of receiving documents or information by electronic means.
43. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
44. A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

#### THE BOARD OF DIRECTORS

45. Subject as hereinafter provided, the Board shall be not less than three nor more than eight in number and shall consist of the Officers of the Company and the Directors.
46. Until the Board shall otherwise determine from time to time the Officers of the Company shall be the Chair of the Board and the Finance Director. The Board may at any time amend the number or duties of the Officers.
47. The Company may by ordinary resolution from time to time amend the minimum or maximum numbers of the Board.
48. No person other than a full member may be appointed an Officer of the Company or a Director.
49. No person may be appointed as a Director unless he has attained the age of 18 years.

50. No person may be appointed as a Director in circumstances such that, had he or she already been a Director he or she would have been disqualified from acting under the provisions of the Articles.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE BOARD

51. The first Officers and Directors shall be elected by the members of the Company at the Annual General Meeting next following the Extraordinary General Meeting at which this regulation is adopted and at each subsequent Annual General Meeting all the Officers and Directors shall from office.
52. A Director retiring at a meeting shall retain office until the close of the meeting or any adjournment thereof.
53. The office of a Director or an Officer of the Company shall be vacated in any of the following events, namely:
- 53.1 If he resigns by writing under his hand left at the registered office of the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect;
- 53.2 If he ceases to be a Director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Director.
- 53.3 If he becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- 53.4 If the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
- 53.5 If he ceases to be a member of the Company; or
- 53.6 If he is disqualified under the Charities Act 1993 from acting as a Director.
54. At each Annual General Meeting the Members shall elect the Officers and other Directors. A retiring Director shall be eligible for re-election.
55. No person other than a retiring Director shall be eligible for appointment as a Director or as an Officer of the Company at any General Meeting unless not less than fourteen days nor more than thirty days before the date appointed for the Meeting there shall be left at the office notice in writing signed by a member of the intention to propose such person for appointment and by a second member or seconder of such proposal and having annexed thereto or included therein signed confirmation by such person of his willingness to accept such appointment.
56. The Company may by ordinary resolution, for which special notice shall not be required, remove any Director before the expiration of his period of office.
57. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the last preceding Article, and may by a like resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

58. Without prejudice to the powers of the Company so to do, the Board shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with the Articles. Any Directors so appointed shall hold office only until the next Annual General Meeting and then shall be eligible for re-election.

#### PROCEEDINGS OF THE BOARD

59. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote. Any Director may, and the Secretary (if any) on the requisition of a Director shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom.
60. The quorum necessary for the transaction of the business of the Board shall be fixed by the Board. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.
61. The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with the Articles, the continuing Director or Directors may act for the purpose of filling up such vacancies or of summoning General Meetings of the Company, but not for any other purpose. If there be no Director or Directors able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.
62. If at any meeting the chair be not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chair of the meeting.
63. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Board duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.
64. The Board may delegate any of their powers to sub-committees consisting of such member or members of their body as they think fit. Any sub-committee so formed shall have authority to co-opt to itself any member or members of the Company to enable it to pursue its duties. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Board.
65. All acts done by any meeting of the Board, or of a sub-committee, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified 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.

### CONFLICTS OF INTEREST

66. Whenever a Director has an interest in a matter (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) and that interest is reasonably likely to give rise to a conflict of interest, he or she must:
  - 66.1 declare an interest before discussion begins on the matter;
  - 66.2 remain only for such part of the meeting as is in the view of the Directors necessary to inform the debate;
  - 66.3 not be counted in the quorum for that part of the meeting; and
  - 66.4 withdraw during the vote and have no vote on the matter.
67. Article 66 shall apply to any matter to be discussed at a General Meeting or a Directors' meeting.
68. If any question arises whether a Directors' interest can reasonably be regarded as likely to give rise to a conflict of interest, the question shall be decided by a majority decision of the unconflicted Directors.
69. Where a Director is in a position of conflict, he or she will not be in breach of his or her duties to the Company if he or she withholds confidential information from the Company.

#### Directors' power to authorise a conflict of interest

70. The Directors may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:
  - 70.1 any matter which would otherwise result in a Director infringing his or her duty to avoid a situation in which he or she has a Conflict of Interest;
  - 70.2 the manner in which a Conflict of Interest arising out of any Director's office, employment or position may be dealt with and, for the avoidance of doubt, they may modify or dispense with the requirements in Article 66 provided that when deciding to give such authorisation the provisions of Article 66 shall be complied with;
  - 70.3 provided that nothing in this Article 70 shall have the effect of allowing the Directors to authorise a benefit that is not permitted in accordance with the Memorandum.
71. If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 70 then the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

72. A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors (subject to any limits or conditions to which such approval was subject).
73. When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.
74. Articles 70 to 73 operate without prejudice to the operation of Article 66.

#### POWERS OF the Board

75.
  - 75.1 The business of the Company shall be managed by the Board who may pay all expenses incurred in forming and registering the Company and may exercise all such powers of the Company as are not by the Companies Acts or by the Articles required to be exercised by The Company in General Meeting, subject nevertheless to any regulations of the Articles or to the provision of the Companies Acts, and to such regulations (not inconsistent with the aforesaid regulations or provisions) as may be prescribed by extraordinary or special resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The general powers given by this Article 75 shall not be limited or restricted by any special authority or power given to the Board by any other Article.
76. The Board shall have power from time to time to adopt and make, alter or revoke byelaws for the regulation of the Company and otherwise for the furtherance of the purposes for which the Company is established, provided that such byelaws are not repugnant to the Memorandum or Articles. Any resolution of the Board for the addition, making, alteration or revocation of such byelaws shall be subject to confirmation by ordinary resolution of the Company at the next Annual General Meeting and if it be not so confirmed, shall cease to have effect at the conclusion of that meeting. All such byelaws for the time being in force shall be binding upon all members until the same shall cease to have effect as hereinbefore provided or shall be varied or set aside by an ordinary resolution of the Company. No member shall be absolved from such byelaws by reason of his not having received a copy of the same, or of any alterations made therein or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the Board to make byelaws on other matters the following shall be deemed to be matters which may be governed by byelaws within the meaning of this Article, that is to say:-
  - 76.1 As to the persons eligible for membership of the Company and as to the classes into which the membership is to be divided.
  - 76.2 As to the conditions on which persons shall be admitted to membership of The Company, including conditions attached to any class of membership.
  - 76.3 As to entrance fees (if any) payable in respect of membership of the Company or any class of such membership.

- 76.4 As to the annual, quarterly or other subscriptions or payments to be payable by members of the Company in respect of membership of the Company or any class of such membership.
- 76.5 As to honorary members and visitors.
- 76.6 As to the manner in which membership of the Company may be terminated or shall determine.
- 76.7 As to the rights and privileges to be accorded to members of the Company or to any class of such members.
- 76.8 As to the qualifications, restrictions and conditions to be imposed on members of The Company or on any class of such members.
- 76.9 As to arrangements with any other companies, societies or associations for reciprocal concessions or otherwise.
- 76.10 As to committees of members in connection with various branches of the Company's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees.
77. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, as the Board shall from time to time by resolution determine.

#### ACCOUNTS

78. The Directors shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Company Commission of:
- 78.1 annual reports;
- 78.2 annual returns;
- 78.3 annual statements of account.

#### AUDIT

79. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts.

#### NOTICES

80. Subject to the provisions of the Companies Acts and these Articles:
- 80.1 a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in

- electronic form or (in the case of communications by the Company) by making it available on a website;
- 80.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and
- 80.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have so agreed in accordance with the Companies Acts.
81. Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as shown in the Company's register of members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the member, provided that:
- 81.1 a member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent by electronic means, 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 Company; and
- 81.2 the Company is not required to send notice of a General Meeting or a copy of its annual report and accounts to a member for whom it no longer has a valid address.
82. Any document to be served on the Company or on any officer of the Company under the Articles may only be served:
- 82.1 in the case of documents in hard copy form, by sending or delivering them to the Company's registered office or delivering them personally to the officer in question; or
- 82.2 in the case of documents in electronic form, by sending them by electronic means:
- 82.2.1 to an address notified to the members for that purpose; and
- 82.2.2 from an address previously notified to the Company by the member for the purpose of sending and receiving documents and information.
83. A member present in person or by proxy at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
84. Where a document or information is sent or supplied under the Articles:
- 84.1 Where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.



- 84.2 Where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed.
- 84.3 Where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:-
- 84.3.1 the material is first made available on the website; or
- 84.3.2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.
85. Where any document or information has been sent or supplied by the Company by electronic means and the Company receives notice that the message is undeliverable:
- 85.1 if the document or information has been sent to a member and is notice of a General Meeting of the Company or a copy of the annual report and accounts of the Company, the Company is under no obligation to send a hard copy of the document or information to the member's postal address as shown in the Company's register of members, but may in its discretion choose to do so; and
- 85.2 in all other cases, the Company will send a hard copy of the document or information to the member's postal address as shown in the Company's register of members, or in the case of a recipient who is not a member, to the last known postal address for that person.
- 85.3 The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

#### THE SECRETARY

86. The Board may appoint a Secretary who shall hold office at the pleasure of the Board. The Secretary must be a full member of the Company. If there is no Secretary:
- 86.1 anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company; and
- 86.2 anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

#### MINUTES

87. The Directors shall cause minutes to be made in books kept for the purpose:
- 87.1 of all appointments of officers made by the Directors;
- 87.2 of all resolutions of the Company and of the Directors; and

- 87.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

#### WINDING-UP

88. The provisions of clause 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in the Articles.

#### EXCLUSION OF MODEL ARTICLES

89. The relevant model articles for a company limited by guarantee are hereby expressly excluded.

**NAMES AND ADDRESSES OF SUBSCRIBERS**

BERNARD EVELYN BOILEAU TURNER, Oil Terminal Manager.  
21, River Meads Avenue, Twickenham, Middlesex.

RICHARD ALBERT PENN, Secretarial Assistant.  
5, Queens Road, Belmont, Sutton, Surrey.

ANTHONY JOHN EVA, Insurance Executive.  
5, Radnor Road, Twickenham, Middlesex.

HAROLD WILFRID INGLIS, Chartered Accountant.  
39, Cromwell Road, Teddington,

HELENE CRABBE, Housewife.  
122, Kingston Road, Teddington.

ERIC FRANK PARKER, (Company Director)  
Oakington, 4, Portsmouth Avenue, Thames Ditton, Surrey.

CAROL JUDITH PAIN, Civil Servant.  
2, Marble Hill Gardens, Twickenham.

DATED the 20th day of August 1968.

WITNESS to the above signatures:-

IRENE RAYNER  
442 Pinner Rd,  
Nr. Harrow.