

# **edible**

## **landscapes**

### **london ltd**

## **ARTICLES OF ASSOCIATION**

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# 1 INTERPRETATION AND LIMITATION OF LIABILITY

## 1.1 DEFINED TERMS

In the articles, unless the context requires otherwise—

“articles” means the company’s articles of association;

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

“chairman” has the meaning given in article 4.4.5;

“chairman of the meeting” has the meaning given in article 3.2.6;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

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

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

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

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

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

“participate”, in relation to a directors’ meeting, has the meaning given in article 4.4.4;

“proxy notice” has the meaning given in article 3.3.4;

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

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

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

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

## 1.2 LIABILITY OF MEMBERS

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the company’s debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## **2 NAME, OBJECTS, POWERS and DISSOLUTION**

### **2.1 NAME**

The name of the company limited by guarantee shall be **Edible Landscapes London Ltd.**

### **2.2 USE OF NAME**

The registered name of the company shall be kept painted or affixed on the outside of every office or place in which the business of the company is carried on, in a conspicuous position, in letters easily legible, and shall be mentioned in all business letters of the company, notices, advertisements, and other official publications of the company, and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods, purporting to be signed by or on behalf of the company, and in all bills, invoices, receipts and letters of credit of the company.

### **2.3 OBJECTS**

The objects of the company shall be to carry on the industries, trades or business of —

- (a) propagating edible plants
- (b) donating or selling plants to community group food growing projects
- (c) training and educating people in low maintenance gardening

for the benefit the local community and wider environment.

### **2.4 NOT FOR PROFIT**

The company exists to create more edible landscapes for the benefit of the public. None of the profits or surplus of the company will be paid to the directors or members but will be reinvested into the company or used by the company to further its objects.

### **2.5 POWERS AND SCOPE**

The company shall have full power to do all things necessary or expedient for the accomplishment of its objects, including paying freelancers sessional pay. No sectarian or party political questions shall be introduced into any meetings and no action of the company shall be directed towards the propagation of political or religious doctrines, racial or gender discrimination or take part in any political party activities.

### **2.6 REGULATIONS**

The organisation in a General Meeting may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, and secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the organisation. No regulation shall be made which is inconsistent with the Articles of Association. All members of the organisation shall be bound by such regulations, whether or not they have received a copy of them.

### **2.7 DISSOLUTION**

(1) The company may at any time be struck from Register of Companies following a special general meeting, in the form prescribed by the Companies Act 2006.

(2) Following dissolution, the company's assets will be transferred to a charitable organisation with similar objects, to be determined in a special general meeting.

## **3 MEMBERS**

### **3.1 BECOMING AND CEASING TO BE A MEMBER**

#### **3.1.1 Applications for membership**

No person shall become a member of the company unless that person has completed the membership form approved by the directors.

#### **3.1.2 Cessation of membership**

(1) A member shall cease to be a member in the following eventualities—

- (a) The member's death,
- (b) The member's resignation, or
- (c) The expulsion of a member under article 3.1.3.

#### **3.1.3 Expulsion of members**

A special general meeting may, by vote of two-thirds of the members present, expel any member for conduct detrimental to the company, provided that a notice specifying the conduct for which it is intended to expel him is sent to him at his address entered in the register of members, at least one calendar month prior to the date of the special general meeting.

### **3.2 ORGANISATION OF ORDINARY AND SPECIAL GENERAL MEETINGS**

#### **3.2.1 Ordinary general meetings**

The annual general meetings and other Ordinary general meetings shall be held at such times as the directors shall determine.

#### **3.2.2 Special general meetings**

A special general meeting shall be held whenever the board of directors think expedient or whenever a written requisition for such a meeting, signed by 5 members, is delivered to the secretary. Should the secretary fail to convene a special general meeting within four weeks after delivery to him of such requisition, the members signing the requisition may convene such meeting by giving such notice as is mentioned in article 3.2.3.

#### **3.2.3 Notice of general meetings**

At least seven days' notice of every general meeting, stating the business to be transacted at such meeting, shall be sent to every member at his contact details entered in the register of members and no other business than that stated in the notice shall be transacted at such meetings.

#### **3.2.4 Attendance and speaking at general meetings**

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

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

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

### **3.2.5 Attendance and speaking by non-Members**

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

### **3.2.6 Chairing general meetings**

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

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

(a) the directors present, or

(b) (if no directors are present), the meeting, must appoint a member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

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

### **3.2.7 Quorum for general meetings**

(1) Unless otherwise determined by a previous general meeting, a quorum at general meetings shall consist of four members.

(2) No business other than the appointment of the chairman of the meeting is to be transacted at a General meeting if the persons attending it do not constitute a quorum.

### **3.2.8 Adjournment**

(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

### **3.3 VOTING AT GENERAL MEETINGS**

#### **3.3.1 Voting: general**

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

(2) Where the votes cast in a matter are equal, the chairman shall have a casting vote in addition to his vote as a member.

#### **3.3.2 Errors and disputes**

(1) No objection may be raised to the qualification of any member voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

#### **3.3.3 Poll votes**

(1) A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote, or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

(a) the chairman of the meeting;

(b) the directors;

(c) two or more persons having the right to vote on the resolution; or

(d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

(a) the poll has not yet been taken, and

(b) the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

#### **3.3.4 Content of proxy notices**

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

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as—

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **3.3.5 Delivery of proxy notices**

(1) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

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

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

### **3.3.6 Mode of Amending Articles**

The articles may be amended by a resolution of three-fourths majority at a special general meeting. No amendment of articles is valid until registered.

### **3.3.7 Amendments to resolutions**

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

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## **4 DIRECTORS**

### **4.1.1 Board of directors**

The board of directors shall comprise of between three and ten members.

## **4.2 BECOMING AND CEASING TO BE A DIRECTOR**

### **4.2.1 Methods of appointing directors**

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

- (a) by ordinary resolution at a general meeting, or, where there is a vacancy
- (b) by a decision of the directors at a directors' Meeting.

(2) The board of directors shall be elected from amongst the members of the company by a vote of the majority of members present and entitled to vote at an annual general meeting, and the company in general meeting may from time to time determine the period for which directors shall remain in office, the order in which they shall retire, and whether on retirement they shall be eligible for re-election.

(3) If any member ceases to be a director, the board of directors may fill the vacancy until the next annual general meeting, unless the vacancy has already been filled at a special general meeting.

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

(5) For the purposes of paragraph (4), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

### **4.2.2 Cessation of director's appointment**

A person ceases to be a director as soon as—

- (a) that person dies;
- (b) that person resigns;
- (c) that person is expelled under article 3.1.3;
- (d) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (e) a bankruptcy order is made against that person;
- (e) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (f) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
- (f) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.

## **4.3 DIRECTORS' POWERS AND RESPONSIBILITIES**

### **4.3.1 Directors' general authority**

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

### **4.3.2 Members' reserve power**

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

### **4.3.3 Directors may delegate**

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

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

as they think fit.

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

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

### **4.3.4 Committees**

(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

## **4.4 DECISION-MAKING BY DIRECTORS**

### **4.4.1 Directors to take decisions collectively**

Any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 4.3.2.

### **4.4.2 Unanimous decisions**

(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

### **4.4.3 Calling a directors' meeting**

(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

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

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

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

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

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

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

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

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

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

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

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

(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

#### **4.4.6 Quorum for directors' meetings**

(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) Unless otherwise determined by a general meeting, a quorum at directors' meetings shall consist of three directors.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision, in accordance with article 4.2.1 —

(a) to call a general meeting so as to enable the members to appoint further directors, or

(b) to appoint further directors to fill a vacancy.

#### **4.4.7 Casting vote**

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

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

#### **4.4.8 Conflicts of interest**

(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

#### **4.4.9 Records of decisions to be kept**

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

#### **4.4.10 Directors' discretion to make further rules**

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

## **5 ADMINISTRATIVE ARRANGEMENTS**

### **5.1 MEANS OF COMMUNICATION USED**

- (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### **5.2 APPOINTMENT AND REMOVAL OF AUDITOR**

- (1) An audit where necessary in law, or where the membership requires, will be carried out by a registered auditor or two or more lay auditors where the conditions for appointing lay auditors prevail.
- (2) Save as provided in paragraph (3) of this article every appointment of an auditor shall be made by resolution of a general meeting of the company.
- (3) The first appointment of an auditor or auditors shall be made within six months of the registration of the company if it is necessary in law, and shall be made by the board of directors if no general meeting of the company is held within that time. The directors may appoint an auditor to fill any casual vacancy occurring between General Meetings of the company. Any auditor appointed by the board of directors who is not a qualified auditor shall hold the appointment until the conclusion of the first or next annual general meeting as the case may be.
- (4) A qualified auditor appointed to audit the accounts and balance sheets of the company for the preceding year of account (whether by a general meeting or by the director) shall be re-appointed as auditor of the company for the current year of account (whether or not any resolution expressly re-appointing him has been passed) unless—
- (a) a resolution in accordance with paragraph (6) of this article has been passed at a general meeting of the company appointing somebody instead of him or providing expressly that he shall not be re-appointed or
  - (b) he has given to the company notice in writing of his unwillingness to be re-appointed or
  - (c) he is ineligible for appointment as auditor of the company for the current year of account or
  - (d) he has ceased to act as auditor of the company by reason of incapacity.

Provided that a retiring auditor shall not be automatically re-appointed by virtue of this article if notice of an intended resolution to appoint another person in this place has been given in accordance with paragraph (6) of this article and the resolution cannot be proceeded with because of the death incapacity or ineligibility of that other person.

- (5) A resolution at a general meeting of the company (i) appointing another person as auditor in place of a retiring qualified auditor or (ii) providing expressly that a retiring auditor shall not be re-appointed shall not be effective unless notice of the intention to move it has been given to the company not less than twenty-eight days before the meeting at which it is moved. When notice of the intention to move any such resolution has been given to the company the company shall give notice of the resolution to the members and to the retiring auditor and shall give notice to the members of any representations made or intended to be made by the retiring auditor.
- (6) None of the following persons shall be appointed as auditor of the company.
- (a) an officer or servant of the company
  - (b) a person who is a partner of or in the employment of or who employs an officer or servant of the company

## **5.3 ANNUAL RETURNS**

### **5.3.1 Submission of returns**

Every year within the time allowed by legislation the secretary shall send to the Regulating body the annual return together with —

- (a) a copy of the report of the auditor on the company's accounts for the period included in the return if it is necessary by law, and
- (b) a copy of each balance sheet made during that period and of any report of the auditor on that balance sheet.

### **5.3.2 Copies of annual returns**

The secretary shall be supplied with copies of the last annual return together with any auditor's report on the accounts and balance sheet contained in the return, and shall supply a copy to every member on demand.

## **5.4 BALANCE SHEETS**

(1) The company shall not publish any balance sheet which has not previously been approved by the directors and any copy of a balance sheet published by the company shall incorporate the report made thereon by an auditor, if required by law.

(2) A copy of each balance sheet made during the period included in an annual return shall be sent by the secretary to the regulating body, together with the said annual return and each copy shall incorporate the report made thereon by an auditor, if required by law.

(3) The board of directors shall lay before the annual meeting the accounts and annual return together with any report made therein by an auditor appointed by the company.

## **5.5 COPIES OF ARTICLES OF ASSOCIATION**

A copy of the articles of association shall be delivered by the secretary to every person on demand on payment of a sum not exceeding 10p, and the board of directors shall provide the secretary with sufficient copies of the said articles for this purpose.

## **5.6 REGISTER OF MEMBERS**

(1) The company will keep at its registered office a register of members in which the secretary will enter the following particulars

- (a) the names, addresses and contact details of the members;
- (b) the date at which each person was entered in the register as a member, and the date at which any person ceased to be a member.
- (c) the names and address of the directors of the company and the dates they assumed office.

(2) Every member at the time of his becoming a member shall notify the secretary in writing of his address and subsequently of any change therein.

## **5.7 RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

Any member shall be allowed to inspect the accounts and the register, at all reasonable hours at the registered office of the company, or at any place where the same are kept subject to such regulations as to the time and manner of such inspection as may be made from time to time at general company meetings.

## **5.8 DIRECTORS' INDEMNITY AND INSURANCE**

### **5.8.1 Indemnity**

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

(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

(b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) any other liability incurred by that director as an officer of the company or an associated company.

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

(3) In this article—

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a "relevant director" means any director or former director of the company or an associated company.

### **5.8.2 Insurance**

(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a "relevant director" means any director or former director of the company or an associated company,

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company or any associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **5.9 ARBITRATION**

(1) In case any dispute arises between the company or any of its offices and any member or persons claiming on account of a member or under the articles, or in case of any complaint against any member, application may be made to the board of directors for redress, and should the board of directors not bring the parties to agreement, the matter in dispute may be submitted to arbitration.

(2) One arbitrator shall be appointed by each of the parties concerned, and one by ACAS. The award of the arbitrators shall be final, and the costs of such arbitration shall be born by the disputing parties in such proportion as the arbitrators may determine. In this article the word "member" includes any person aggrieved who has for not more than six months ceased to be a member.