

Companies Acts 1948-2006

Articles of Association

of the

Polish Social and Cultural Association

A company limited by guarantee not having a share capital

Incorporated the 19th Day of August 1964

Company number 00816310

Registered Charity number 236745

Adopted on the 18 day of May 2019

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PART 1 NAME AND INTERPRETATION

1. Name of the Company

The name of the company is the “Polish Social and Cultural Association”.

2. Articles of Association

The model articles of association for a private company limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) shall not apply to the Association and the Articles set out herein shall be the articles of association of the Association.

3. Interpretation and Defined Terms

In these Articles:

- (1) Unless the context otherwise requires, words importing one gender shall include all genders and the singular includes the plural and vice-versa;
- (2) Words or expressions contained in the Articles shall have the same meaning as in the Companies Acts but excluding any statutory modification not in force when these Articles were adopted;
- (3) Apart from Article 3(2) above, all references to particular legislation are to be understood as references to legislation in force at the date these Articles were adopted and also to any subsequent legislation that adds to, modifies or replaces that legislation;
- (4) “Address” includes a postal or physical address and a number or address used for the purposes of sending or receiving documents or information by electronic means, in each case registered with the Association;
- (5) “AGM” means an annual general meeting held in accordance with Article 18(1) below;
- (6) “Appointed Council Members” means the individuals appointed to the Council under Article 34 below and “Appointed Council Member” means any one of them;
- (7) The “Articles” means these articles of association;
- (8) The “Association” means the Polish Social and Cultural Association;
- (9) The term “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
- (10) “Bye-laws” means the rules and bye-laws adopted from time to time by the Association in accordance with Article 48 below;
- (11) The “Chair” means the chair of the Association as set out in Article 38 below;
- (12) ‘clear days’ in relation to a period of notice means a period excluding both 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;
- (13) A “Committee” means a committee established under Article 47(1) below to which the Directors have delegated any of their powers or functions.
- (14) The “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association;
- (15) “Company Secretary” means the company secretary of the Association as set out in Article 44 below;
- (16) A “Connected Person” means:
 - (a) a child, parent, grandchild, grandparent, brother or sister of a Council Member;

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- (b) the spouse or civil partner of a Council Member or of any person falling within paragraph (a) above;
- (c) a person carrying on business in partnership with a Council Member or with any person falling within paragraphs (a) or (b) above;
- (d) an institution or organisation which is controlled by a Council Member or any person falling within paragraphs (a), (b) or (c) above, or is controlled by two or more such persons when taken together;
- (e) a body corporate in which a Council Member, or any person falling within paragraphs (a), (b) or (c) above, has a substantial interest; or two or more such persons when taken together have a substantial interest.

Sections 350 to 352 of the Charities Act 2011 shall apply for the purposes of interpreting the terms used in this Article.

- (17) The “Council” means the council of the Association as set out in Article 29 below;
- (18) “Council Members” means the Elected Council Members and the Appointed Council Members and the Permanent Council Members and “Council Member” means any one of them;
- (19) A “Delegate” means the appointed representative of a Member which is an organisation as set out in Article 21(1) below;
- (20) The “Directors” means the directors of the Association and “Director” means one of the Directors. The Directors are charity trustees as defined by section 177 of the Charities Act 2011;
- (21) A “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
- (22) “Elected Council Members” means the individuals elected or co-opted to the Council under Article 32 below and “Elected Council Member” means any one of them;
- (23) “electronic form” and “electronic means” have the meanings given to them in section 1168 of the Companies Act 2006;
- (24) A “General Meeting” means any meeting of the Members including the annual general meeting;
- (25) “IRC” means the Internal Review Committee as set out in Article 49 below;
- (26) The “Members” means the members of the Association and “Member” means one of the members;
- (27) The “Objects” means the objects of the Association as set out in Article 4(1) below;
- (28) “organisation” includes any body corporate or unincorporated association and any combination of persons;
- (29) “Permanent Council Members” means the individuals admitted to the Council under Article 33 below and “Permanent Council Member” means any one of them;
- (30) The “Seal” means the common seal of the Association, if it has one;
- (31) “Subsidiary” means any entity (including any company, partnership, trust or organisation) in which the Association:
 - (a) holds fifty percent or more of the voting rights; or
 - (b) has the right to appoint or remove a majority of its board of directors or trustees or other governing body; or
 - (c) is entitled to receive fifty percent or more of any income or dividend or other sum distributed; or
 - (d) is entitled to fifty percent or more of any return of capital or other capital distribution; or

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- (e) has the power to exercise or exercises a dominant influence or control over that entity, or where the Association and that entity are managed on a unified basis;
- (32) The “United Kingdom” means Great Britain and Northern Ireland;
- (33) “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.

PART 2 OBJECTS, POWERS AND APPLICATION OF INCOME

4. Objects

- (1) The Objects for which the Association is established are:
 - (a) To promote and further education and learning in the respective histories, arts, literatures, languages and cultures of Poland and of the United Kingdom and generally to propagate education, and without prejudice to the generality of the foregoing objects to carry out the same with a view, in particular, to advancing, developing and encouraging a greater mutual understanding and a greater degree of intellectual co-operation and cultural intercourse between persons who are either wholly or in part of Polish extraction, origin or descent and who also are or shall at any time have been either permanently or temporarily resident within the United Kingdom (which persons are hereinafter referred to as “Poles”) on the one hand and the other people of the United Kingdom on the other hand.
 - (b) To advance, promote, sponsor, encourage, assist in, further and develop education, training and learning in every field of art, science, literature, culture, philosophy, technology, mechanics, vocational and professional studies and other subjects and in particular the education and training of and learning amongst Poles.
 - (c) With a view to the promotion of the objects set out in paragraphs 4(1)(a) and 4(1)(b) above to do all or any of the following things, that is to say:
 - (i) to establish, carry on, support, finance, equip, staff, maintain, develop and in any way assist in the establishment, carrying on, support, financing, equipment, staffing, maintenance and development of schools, colleges, guilds, workshops, laboratories, institutions for vocational and professional studies and training, hostels and other residences for students, libraries, research centres, reading and writing rooms, lecture halls, art galleries, cinemas, theatres, clubs and museums, including a museum for the exhibition of relics left by Poles relating to the Second World War and otherwise for the commemoration and explanation of the parts played by Poles in the Second World War; and
 - (ii) to prepare, print, publish, sell and distribute and to assist in and to promote the preparation, printing, publication, sale and distribution of books, newspapers, periodicals, magazines, pamphlets, records, reports, theses and other works; and
 - (iii) to undertake and to assist in and promote the undertaking of literary, scientific, or other enquiries, surveys and courses of study, and to provide for and arrange the giving and holding of educational courses, classes, demonstrations, lectures, seminars, exhibitions, readings, plays, films and meetings; and
 - (iv) to provide for the welfare of students in educational, professional, vocational and training establishments by granting or providing scholarships or other financial or material assistance.
 - (d) To relieve and promote or assist in the relief of poverty and sickness amongst Poles and the wives, husbands and relatives (by blood or otherwise) of Poles (including Poles who served in

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the Second World War, and the wives, husbands and relatives of such Poles), and with a view thereto to establish, maintain, support and finance hospitals, hostels, clinics, welfare homes, courses of medical treatment, nursing homes, homes for the aged, and other similar institutions and organisations.

- (e) To provide, and to assist in the provision of, facilities for recreation and other leisure-time occupation, for persons whose conditions of life will be improved by the provision of such facilities and who have need of the facilities so provided by reason of their youth, age, infirmity or disablement, poverty or social or economic circumstances, and in particular to provide and assist in the provision of such facilities for Poles (including Poles who served in the Second World War) whose conditions of life will be improved as aforesaid and who have need of such facilities for any of the reasons aforesaid and in connection therewith to provide or assist in the provision of prepared foods, meals, sweetmeats and hot and cold beverages of all kinds and descriptions.
 - (f) To establish in Greater London, and to equip, staff, manage and run a centre where the Association can promote and fulfil and can direct, organise and co-ordinate the promotion and fulfilment of some or all of the objects set out in the preceding paragraphs of this Article.
- (2) In furtherance of the Objects the Association may make grants of money to other persons or bodies who provide for these Objects.
- (3) Notwithstanding anything contained in the Articles, none of the Objects of the Association shall be undertaken otherwise than for exclusively charitable purposes and nothing in these Articles shall authorise an application of the property of the Association for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or section 2 of the Charities Act (Northern Ireland) 2008.

5. Powers

The Association has the power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular the Association's powers include (but are not restricted to) the power:

- (1) to raise funds and to invite and receive (or disclaim) gifts, grants, donations, legacies, subscriptions, contributions or any other property or assistance;
- (2) to trade in the course of carrying out the Objects of the Association and to carry on any other trade which is not expected to give rise to taxable profits; and to establish or incorporate or acquire any Subsidiary to carry on any trade;
- (3) to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation (the Association must comply as appropriate with sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land);
- (4) to buy, build, take on lease or in exchange, hire or otherwise acquire property and to maintain, alter and equip it for use; and to obtain and pay for such goods and services as are necessary, or conducive or incidental to carrying out the Objects of the Association;
- (5) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association, with or without payment and subject to such conditions as the Association shall consider appropriate (in exercising this power the Association must comply as appropriate with sections 117 to 123 of the Charities Act 2011);
- (6) to invest the Association's funds in such shares, stocks, funds, securities, deposits or other investments, land, chattels or property of whatever nature, whether producing income or not, and in whatever part of the world as the Association shall in its absolute discretion think fit, including

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the power to make loans with interest, and to sell or deal in any investments so acquired; but nothing in these Articles restricts or excludes the exercise by the Association of the powers given by the Trustee Act 2000 as regards investment or the acquisition or disposal of land;

- (7) to open and operate bank accounts and other facilities for banking and to draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (8) to engage consultants, professional or other advisers; and to employ and remunerate such staff as are necessary for carrying out the work of the Association and to establish and maintain any contributory or non-contributory pension scheme for the benefit of such staff, their families and dependants;
- (9) to employ a professional fund-manager, to appoint agents and to appoint a custodian or custodian trustee or a nominee in whom any land, investments or other real or personal property of the Association may be held in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (10) to campaign and to engage in (non-party) political activity provided that the proposed political activities will further the purposes of the Association to an extent justified by the resources committed and that political activity is not the dominant means by which the Association carries out its Objects;
- (11) to provide indemnity insurance for the Directors, Council Members or any other officer of the Association in accordance with and subject to the conditions in section 189 of the Charities Act 2011;
- (12) to insure the property of the Association against any foreseeable risk and to take out other insurance policies as are considered necessary by the Directors to protect the Association;
- (13) to establish, maintain, control and manage branches of the Association and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches and when thought fit to dissolve or modify them;
- (14) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them; to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects; and to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity or organisation formed for any of the Objects;
- (15) to become a member, associate or affiliate of or act as a trustee or appoint trustees of any other organisation, including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Objects;
- (16) to set aside funds out of the income of the Association for special purposes or as reserves against future expenditure; and to impose restrictions, which may be revocable or irrevocable, on the use of any property of the Association, including (but not limited to) creating permanent endowments.

6. Application of Income and Property

- (1) The income and property of the Association, whence-so-ever derived, shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members.
- (2) Article 6(1) above shall not prevent the payment in good faith by the Association of:
 - (i) any payments to any Member in his, her or its capacity as a beneficiary of the Association;
 - (ii) reasonable and proper remuneration to any officer or servant of the Association;
 - (iii) reasonable and proper remuneration to any Member in return for any goods or services actually supplied to the Association;

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- (iv) repayment of reasonable expenses properly incurred by any Member when acting on behalf of the Association;
 - (v) interest at a reasonable and proper rate on money lent by any Member to the Association;
 - (vi) reasonable and proper rent for premises demised or let by any Member to the Association; and
 - (vii) any payments to a Director, or Council Member or Connected Person which are permitted under Articles 6(3), 6(4), 6(5), 6(6) or 6(7) below.
- (3) (a) Subject to paragraph 6(3)(b) below, no Director or Council Member or Connected Person may:
- (i) sell goods, services or any interest in land to the Association;
 - (ii) be employed by, or receive any remuneration from, the Association;
 - (iii) receive any other financial benefit from the Association;
- unless the payment is permitted by Articles 6(4), 6(5), 6(6) or 6(7) below, or authorised by the court or by the Charity Commission.
- (b) The provisions of paragraph 6(3)(a) above shall not apply to:
- (i) any payment to any company or organisation of which a Director, or Council Member or a Connected Person may be a member if that company or organisation is not itself a Connected Person; or to
 - (ii) any payment to a Connected Person under an agreement or arrangement first entered into whilst that person was not a Connected Person; but for the avoidance of doubt paragraph 6(3)(a) above shall apply to any renewal or modification of such an agreement or arrangement after that person became a Connected Person.
- (4) A Director, or Council Member or Connected Person may receive from the Association any of the payments or benefits listed in items (i), (iv), (v) and (vi) of Article 6(2) above provided that Article 50 below has been complied with in relation to any decisions regarding the payment or benefit.
- (5) A person, who is a Connected Person by reference to a Council Member who is not a Director, may be employed by the Association or may be paid proper remuneration (in money or money's worth) in respect of any goods or services actually supplied to the Association provided that:
- (a) The terms of employment of or the payment of remuneration to the Connected Person is approved by a resolution of the Council; and
 - (b) the amount or maximum amount of the payment for the goods or services is reasonable in the circumstances and is set out in a written agreement between the Association and the Connected Person supplying the goods or services; and
 - (c) any Council Member connected to the Connected Person in receipt of the remuneration or payment or benefit are absent from any part of any Council meeting at which there is a discussion of the proposal to enter into or vary any contract or arrangement with that Connected Person, and those Council Members do not vote on any such matter, and those Council Members are not counted when calculating whether a quorum of Council Members is present at the meeting; and
 - (d) the other Council Members are satisfied that it is in the best interests of the Association to contract with that Connected Person rather than with someone who is not a Connected Person and the reason for their decision is recorded in the minutes. In reaching that decision the Council must balance the advantage of contracting with that Connected Person against the disadvantage of doing so; and
 - (e) at any one time or during any financial year not more than one-fifth of the Council Members are connected with any Connected Persons who are subject to this Article 6(5).

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- (6) The Directors, Council Members and Connected Persons may take part in the normal activities of the Association, including buying goods or services from the Association, on the same terms as the Members or members of the public.
- (7) (a) A Director or Council Member or other officer of the Association may receive payment under an indemnity from the Association in accordance with the indemnity provisions set out at Article 53.
- (b) A Director or Council Member may benefit from director/trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (8) In respect of any and all payments which have been approved under Article 6(5) above the Association shall disclose in the annual accounts distributed to the Members:
- (a) in respect of any person employed by the Association under a contract of employment during that financial year, the date the person started or ceased employment, the name of the person employed and the names of the Council Members to whom that person is connected; and
- (b) in respect of any other payments made in the relevant financial year, the names of the Connected Persons who received those payments, the amount of the payment received by each of those Connected Persons in that financial year, and in each case the names of the Council Members to whom that Connected Person is connected;
- provided that no disclosure shall be required under paragraph (b) above of payments where the total payments made in the financial year to all the Connected Persons connected to any individual Council Member does not exceed £500 or such higher amount which the Members may by ordinary resolution from time to time determine.
- (9) For the purposes of this Article 6 –
- (a) the term 'the Council' shall be interpreted to include any similar governing body of the Association which may replace the Council and shall in all cases include the board of Directors; and
- (b) reference to the Association includes any Subsidiary of the Association.
- (10) Article 6(1) above shall be unalterable.

PART 3 MEMBERS

7. Liability of Members

- (1) The liability of the Members is limited.
- (2) Every Member undertakes to contribute to the assets of the Association, in the event of the same being wound up while he, she or it is a Member, or within one year after he, she or it ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he, she or it ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

8. Eligibility for Membership

- (1) The subscribers to the Memorandum are the first Members of the Association.
- (2) Membership of the Association is open to individuals and organisations (including but not limited to charities, institutions, and incorporated and unincorporated associations) who are approved by the Directors and who are interested in furthering the Association's Objects and who, by applying for

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membership, have indicated their agreement to becoming a Member and acceptance of the duty of Members set out in Article 12 below.

- (3) No individual or organisation shall be entitled to be, or become, a Member jointly with any other individual or individuals or organisation or organisations.
- (4) No Subsidiary shall be entitled to be or become a Member.
- (5) No-one shall be admitted as a Member if he, she or it would immediately cease to be a Member under the provisions of Article 11 below.
- (6) The Directors may from time to time by Bye-laws approved by the Council prescribe criteria for membership but will not be obliged to accept persons fulfilling those criteria as Members.

9. Membership Admission Procedure

- (1) The Directors may require applications for membership to be made in any reasonable way that they decide.
- (2) The Directors may refuse an application for membership if they believe it to be in the best interests of the Association to do so and need not give reasons for doing so.
- (3) An applicant may appeal against the decision of the Directors to refuse to admit him, her or it as a Member, which appeal shall be considered by the Council whose decision shall in every case be final.

10. Non-Transferable Membership

- (1) Membership of the Association is not transferable.
- (2) Notwithstanding anything in these Articles neither membership nor any rights of membership shall devolve upon the personal representatives of any deceased member or upon the trustee in bankruptcy of any Member.

11. Cessation of Membership

- (1) Membership of the Association shall come to an end if:
 - (a) being an individual the Member dies; or
 - (b) being a corporation it goes into liquidation other than for the purposes of a solvent reconstruction or amalgamation, or has an administrator or a receiver or an administrative receiver appointed over all or part of its assets, or an order is made or an effective resolution is passed for the winding up of that corporation; or
 - (c) being an unincorporated organisation that organisation ceases to exist; or
 - (d) being an organisation the number of individuals involved in that organisation as either directors and/or officers and/or trustees and/or shareholders and/or members of that organisation, as the case may be, is fewer than five, or such other number as may be determined by the Council from time to time and set out in the Bye-laws, and the Directors resolve to remove that Member; or
 - (e) the Member becomes a Subsidiary; or
 - (f) the Member is convicted of an offence anywhere in the world and the Directors resolve to remove him, her or it; or
 - (g) any sum due from the Member to the Association is not paid in full within six months of it falling due and the Directors resolve to remove him, her or it; a Member ceasing to be a Member shall nevertheless remain liable to pay the Association any and all sums owed by him, her or it; or

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- (h) the Directors consider that it is in the best interests of the Association to remove the Member from membership of the Association and resolve to do so; or
 - (i) the Member resigns by giving written notice to the Association, unless after the resignation there would be fewer than twelve Members.
- (2) A Member may appeal against the decision of the Directors under paragraphs (d), (f), (g) or (h) of Article 11(1) above to remove him, her or it from the membership, which appeal shall be considered by the Council whose decision shall in every case be final and effective immediately.

12. Duty of Members

It is the duty of each Member:

- (a) to exercise his, her or its powers as a Member of the Association in the way he, she or it decides in good faith would be most likely to further the Objects of the Association, and
- (b) to pay the entrance subscription as set out in Article 13 below.

13. Entrance Subscription

Directly upon his, her or its admission each new Member shall pay an entrance subscription to the Association. The amount and terms of the entrance subscription, which may be different for individuals and organisations, shall be determined, from time to time, by the Council in a sum which is not less than £10.

PART 4 MEMBERS VOTES AND RESOLUTIONS

14. Members' Votes

- (1) Subject to the remainder of this Article, every Member, whether an individual or an organisation, shall have one vote.
- (2) A Member who is a natural person who is either:
 - (i) under sixteen years of age; or
 - (ii) is incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairsshall not be entitled to vote on any resolution in person or by proxy.
- (3) On a vote by a show of hands at a General Meeting:
 - (i) every individual Member present; and
 - (ii) every Delegate of a Member which is an organisation; and
 - (iii) every individual present who has been duly appointed by one or more Members as their proxy to vote on a resolution;shall have one vote each, provided that if a person attending the meeting falls within two or more of the above categories or has been appointed more than once in the same category, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.
- (4) Any objection as to the qualification of any voter must be raised either:
 - (a) at the meeting at which the vote is tendered, and the decision of the person who is chairing the meeting shall be final; or
 - (b) in respect of a written resolution within twenty-eight days of the date the resolution is first circulated to Members, and the decision of the Directors shall be final.

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15. Members' Decisions

- (1) Subject to the provisions of this Article and of the Companies Acts, the Members may by ordinary resolution direct the Council or the Directors to take, or to refrain from taking, any specified action.
- (2) A resolution may only properly be proposed if it is not inconsistent with anything in these Articles and it is lawful and is not defamatory, frivolous or vexatious.
- (3) Subject to the Articles, a resolution passed at a General Meeting will only be binding on the Directors or the Council if notice of the resolution was included in the notice of the meeting.
- (4) A resolution will only be binding on the Directors or the Council if it is stated with sufficient clarity to enable effect to be given to it and it would be lawful to do so.
- (5) A resolution may only be put to the vote at a General Meeting if:
 - (a) it was included in the notice of the meeting; or
 - (b) it is proposed by the Directors; or
 - (c) it is proposed by the Council; or
 - (d) it is proposed by the chair of the meeting; or
 - (e) it is proposed by an individual present at the General Meeting who is entitled to vote on the resolution and is seconded by two other individuals present at the General Meeting who are also entitled to vote on the resolution.
- (6) No resolution shall have retrospective effect so as to invalidate any prior act of the Directors, the Council or the Members.

16. Amendments to Resolutions

- (1) The Directors may amend the wording of a resolution requested by Members, under Articles 17(3), 19(3) or 20(6) below, prior to its distribution to the Members if either:
 - (a) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution; or
 - (b) the amendment does not significantly alter the scope of the resolution and, in the reasonable opinion of the Directors, the amended wording better reflects the needs or purposes of the Association.
- (2) An ordinary resolution included in the notice of a General Meeting may be amended by an ordinary resolution proposed at that meeting if either:
 - (a) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution; or
 - (b) in the reasonable opinion of the chair of the meeting the amendment does not materially alter the scope of the resolution and the amended wording better reflects the needs or purposes of the Association.
- (3) A special resolution included in the notice of a General Meeting may be amended by an ordinary resolution proposed at that meeting if:
 - (a) the chair 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.
- (4) If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

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17. Written Resolutions

- (1) Any matter which can be dealt with by a resolution of Members at a General Meeting may also be dealt with by means of a written resolution except for:
 - (a) the election of Elected Council Members under Article 32(4) below, and
 - (b) the election of the Chair under Article 38 below, and
 - (c) the removal of a Council Member under Article 36 below, and
 - (d) the removal of a Director under Article 43(1) below, and
 - (e) the election of members of the Internal Review Committee under Article 49(1) below.
- (2) The Directors or the Council may propose a written resolution at any time.
- (3) Subject to Article 17(5) below, the Association must, within twenty-one days of receiving a written request to do so from one hundred Members or Members entitled to at least five percent of the total voting rights of all the Members, propose a written resolution for the Members decision, provided that the Members' request sets out the wording of the resolution and the resolution can properly be proposed.
- (4) Subject to Article 17(5) below, the Association must, if before or within ten days of a written resolution being issued to Members they receive a written request to do so from one hundred Members or Members entitled to at least five percent of the total voting rights of all the Members, circulate to all Members a statement of not more than one thousand words prepared by those Members in respect of the proposed written resolution, provided that the statement is not defamatory, frivolous or vexatious.
- (5) The Association shall not be required to circulate a written resolution requested by Members under Article 17(3) above or a statement requested by Members under Article 17(4) above unless the Members requesting the circulation of the resolution and/or statement (as the case may be) pay to the Association a non-refundable sum reasonably sufficient to meet the Association's costs in distributing that resolution or statement.
- (6) If within twenty-one days of the date on which a written resolution is first circulated the Association receives a written request, from one hundred Members or Members entitled to at least five percent of the total voting rights of all the Members, to call a General Meeting to consider the proposed written resolution then the proposed written resolution shall be invalid and the Directors shall call a General Meeting in accordance with Article 19 below, at which meeting the intended written resolution shall be proposed.
- (7) The Directors may, with the consent of the Council, if they consider that a written resolution requested under Article 17(3) above would be better considered at a General Meeting, treat the request for a written resolution as a request for a General Meeting under Article 19(3) below, and any request under Article 17(4) above as a request under Article 20(7) below.
- (8) Written resolutions and any documents related thereto may be sent or submitted to Members in hard copy form, in electronic form or by means of a website.
- (9) Eligibility to vote on a written resolution is limited to Members who are Members of the Association on the date when the proposal is first circulated to Members.
- (10) A written resolution, which can comprise several copies to which one or more Members has signified their agreement, shall only be effective if:
 - (a) a copy of the proposed resolution has been sent or submitted to all the Members eligible to vote; and
 - (b) the appropriate majority of Members have signified their agreement to the resolution in a document or documents which are received by the Association within the period of twenty-

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eight days beginning with the date the resolution was first circulated. The document signifying a Member's agreement shall be authenticated in such manner as the Directors may from time to time specify.

- (11) The Directors shall, within twenty-one days of the vote being completed, publicise the result of the vote on any written resolution in the manner in which they consider appropriate.

PART 5 GENERAL MEETINGS

18. Types of General Meetings

- (1) An annual general meeting ("AGM") must be held in each calendar year and not more than fifteen months may elapse between successive AGMs.
- (2) Any other meeting shall be a general meeting.

19. Calling General Meetings

- (1) The Directors must call the AGM in accordance with Article 18(1) above and may call a general meeting at any time.
- (2) The Council may call a general meeting at any time.
- (3) The Directors must, within twenty-one days of receiving a written request to do so, from fifty Members or Members entitled to at least five percent of the total voting rights of all the Members, issue a notice to call a general meeting. The request must state the general nature of the business to be dealt with at the meeting. The request may include particulars of a resolution that may properly be proposed and is intended to be proposed at the meeting.
- (4) If the Directors fail to comply with their obligation to call a general meeting at the request of the Members under Article 19(3) above or fail to issue a written resolution at the request of Members under Article 17(3) above, then the Members who requested the meeting or written resolution may themselves call a general meeting. A general meeting called in this way must be held not more than three months after the date when the Members first requested the meeting or written resolution.
- (5) The Association must reimburse to the Members concerned any reasonable expenses incurred by those Members in calling a general meeting under Article 19(4) above but the Association shall be entitled to be indemnified by the Directors who were responsible for the failure.

20. Notice of General Meetings and Resolutions

- (1) The minimum period of notice required to hold any General Meeting, apart from an adjourned meeting, is twenty-one clear days from the date on which the notice is deemed to have been given. A general meeting may be called by shorter notice if it so agreed by a majority which represents at least ninety percent of the total voting rights of all the Members.
- (2) Notice of a General Meeting, which may be given by any of the methods referred to in sections 308 and 309 of the Companies Act 2006, must be given to all the Members and the auditors (if any). The notice must specify the date, time and place of the meeting, the particulars of any resolutions to be proposed at the meeting and the general nature of any other business to be transacted. The notice must contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and Article 22 below.
- (3) If the meeting is to be the AGM then the notice must say so.

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- (4) The Directors must, if requested to do so by the Council, include in the notice of a General Meeting a resolution drafted by the Council which is intended to be proposed and can properly be proposed at that meeting.
- (5) The Directors must, if requested to do so by the Council, include with the notice of a General Meeting any documents or text prepared by the Council in respect of any resolutions to be proposed or business to be conducted at that meeting.
- (6) The Directors shall if, at least forty-two days before the date of a General Meeting, they receive a request to do so, from twelve Members or Members entitled to at least five percent of the total voting rights of all the Members, include with the notice of the next meeting the particulars of a resolution that may properly be proposed and is intended to be proposed at that meeting. The Members requesting the resolution may, subject to Article 20(8) below, require the Directors to circulate with the notice of the resolution a statement of not more than one thousand words relating to the proposed resolution.
- (7) Subject to Article 20(8) below, the Directors shall if, at least seven days before the date of a General Meeting, they receive a request to do so, from forty Members or Members entitled to at least five percent of the total voting rights of all the Members, circulate to all Members entitled to receive notice of the General Meeting a statement, of not more than one thousand words, prepared by those Members in respect to any proposed resolution or business to be dealt with at that meeting.
- (8) The Association shall not be required to circulate a statement requested by the Members under either Article 20(6) or 20(7) above:
 - (a) if the statement is defamatory, frivolous or vexatious; and
 - (b) unless the Members requesting the circulation of the statement pay to the Association a non-refundable sum reasonably sufficient to meet the Association's costs in distributing that statement;

Article 20(8)(b) above shall not apply if the statement relates to a resolution to be proposed or business to be conducted at an AGM of the Association and the request to circulate a statement is received by the Association before the end of the financial year preceding that AGM.

21. Organisations' Delegates

- (1) A Member which is itself an organisation shall appoint one natural person, who is a member of its board of directors or governing body, to act as its representative (a "Delegate"). The Delegate appointed by a Member organisation shall exercise all the powers and duties of that Member at General Meetings.
- (2) The Member organisation must give written notice to the Association of the name of its Delegate. The Delegate shall not be entitled to represent the organisation at any General Meeting unless the notice has been received by the Association prior to the meeting. The Delegate may continue to represent the organisation until written notice to the contrary is given by that Member to the Association.
- (3) Notice in writing given to the Association will be conclusive evidence that the individual is entitled to represent the Member as a Delegate, or that his or her appointment has been revoked, and the Association shall not be required to consider whether the individual has been properly appointed by the Member organisation.

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22. Proxies

- (1) Every Member, whether an individual or an organisation, is entitled to appoint one natural person as his, her or its proxy to exercise all or any of his, her or its rights at a meeting of the Association including, but not restricted to, to attend the meeting and to speak and vote and demand, or join in the demand for, a poll.
- (2) A proxy 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; and
 - (b) identifies the person appointed to be that Member’s proxy and the General Meeting in relation to which that person is appointed; and
 - (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 Association at least forty-eight hours prior to the meeting or adjourned meeting or twenty-four hours prior to a poll, and
 - (e) is delivered to the Association in accordance with the Articles and Bye-laws and any instructions contained in the notice of the General Meeting to which they relate.
- (3) The Association may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- (4) 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.
- (5) If a proxy notice is not executed by the Member appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the Member’s behalf.
- (6) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given. 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.
- (7) 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 Association by or on behalf of that Member. The exercise by the Member of his, her or its right to vote shall automatically revoke the right of the proxy to vote at that General Meeting.

23. Attendance at General Meetings

- (1) Every individual Member and every Delegate of a Member which is an organisation and any individual who has been duly appointed by one or more Members as their proxy is entitled to attend any General Meeting and the Association’s auditors (if any) are entitled to send a representative to attend any General Meeting, and any employee of the Association is entitled to attend any General Meeting if he or she has been authorised by the Directors to do so, but apart from that no other person shall be present at a General Meeting without the agreement of the chair of the meeting.
- (2) The chair of the meeting may, if in his or her opinion it is necessary for the orderly conduct of the meeting, propose an ordinary resolution to the meeting to remove an individual or individuals from the meeting and if such a resolution is passed the individual or individuals concerned (whether a Member or a Delegate or a proxy or otherwise) shall no longer be entitled to attend the meeting and shall withdraw from the meeting immediately.

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24. Quorum at General Meetings

- (1) No business, other than the appointment of the chair of the meeting, shall be transacted at any General Meeting unless a quorum is present.
- (2) The quorum for General Meetings shall be the lesser of:
 - (a) fifty Members present in person or by proxy or by their Delegate provided that if an individual is both a Member and/or a Delegate and/or a proxy or is a Delegate and/or a proxy for more than one Member then he or she is counted only once, or
 - (b) two or more Members present in person, or by their Delegate or by proxy representing at least five percent of the total voting rights of all the Members.
- (3) If a quorum is not present within thirty minutes of the starting time specified in the notice of any meeting, or adjourned meeting, other than an AGM, then the meeting shall be closed.
- (4) If a quorum is not present within thirty minutes of the starting time specified in the notice of an AGM then the meeting shall be adjourned in accordance with Article 28 below. If a quorum is not present within thirty minutes of the start of the adjourned AGM then the Members present at the adjourned AGM shall constitute a quorum.
- (5) If at any time during a General Meeting a quorum is not present, the meeting may discuss issues and make recommendations to the Directors but may not make any decisions. If decisions are required which must be taken at a General Meeting then the meeting must be adjourned.

25. Chairing of General Meetings

The Members present at a General Meeting may elect a chair to preside at the meeting. If the Members cannot agree on the individual to chair the meeting then the current Chair, if he or she is present and willing to do so, shall chair the meeting. If the current Chair is either not present or not willing to chair the meeting then the remaining Directors shall choose one of themselves to chair the meeting.

26. Business conducted at Annual General Meetings

At every AGM, in addition to any other business that may be transacted, the meeting shall:

- (a) receive the Association's annual statement of accounts, the Directors' annual report and the auditors' report; and
- (b) elect the Elected Council Members under Article 32(4) below; and
- (c) elect the Chair under Article 38(1) below; and
- (d) when appropriate, appoint the auditors and fix their remuneration, and
- (e) elect the members of the Internal Review Committee (if any) under Article 49(1) below.

27. Voting at General Meetings

- (1) The chair of the meeting, if he or she is a Member or a Delegate or a proxy may vote on any resolution but shall not have an additional casting vote.
- (2) The chair of the meeting may appoint scrutineers (who need not be Members) to assist him or her to count the votes on either or both a show of hands or a poll.
- (3) A resolution put to the vote at a General Meeting shall be decided by a show of hands unless before (including a request made before the meeting) or on the declaration of the result of the show of hands a poll is demanded. A poll may be demanded by:
 - (a) the chair of the meeting, or
 - (b) the Directors, or

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- (c) the Council, or
 - (d) five individuals present at the meeting who have the right to vote on that resolution, or
 - (e) a Member or Members present in person or by Delegate or by proxy representing at least five percent of the total voting rights of all the Members.
- (4) The declaration by the chair of the meeting of the result of a vote shall be conclusive unless a poll is demanded. The result of the vote must be recorded in the minutes of the meeting but the number or proportion of the votes cast need not be recorded.
- (5) A poll cannot be demanded on a vote to determine who will chair the meeting or on any question of adjournment.
- (6) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair of the meeting. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand was made.
- (7) A poll may be taken immediately or at such date, time and place as the chair of the meeting directs. If the date, time and place of the poll is announced by the chair of the meeting at that meeting then the Directors shall also publicise the date and time and place at which the poll is to be taken in the manner that they in their absolute discretion consider appropriate. If the date, time and place of the poll is not announced by the chair of the meeting at that meeting then at least seven days notice shall be given to all Members specifying the date, time and place at which the poll is to be taken. A poll must be taken within thirty days of the meeting at which it is demanded.
- (8) A poll shall be conducted as the chair of the meeting directs.
- (9) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

28. Adjournment of General Meetings

- (1) The chair of a General Meeting may adjourn the meeting to another time and/or place, if either:
- (a) the meeting consents to the adjournment; or
 - (b) it appears to the chair 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.
- (2) An adjourned meeting must be held within thirty days of the original meeting.
- (3) The Members present at the meeting may by ordinary resolution decide the date and time and place at which the meeting is to be reconvened, or failing that the chair of the meeting may so determine. The Directors shall publicise the date and time and place at which the meeting is to be reconvened in the manner that they in their absolute discretion consider appropriate.
- (4) If the date, time and place at which the meeting is to be reconvened is not decided at the original meeting in accordance with Article 28(3) above, then, within seven days of the original meeting, the Directors shall issue a notice to all Members calling the adjourned meeting giving at least seven days notice.
- (5) No business may be transacted at the adjourned meeting apart from business which could properly have been transacted at the original meeting and, except in the circumstance set out in Article 24(4) above, unless the quorum required by Article 24(2) above is present at the adjourned meeting.

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PART 6 THE COUNCIL

29. The Council

The Council of the Association shall comprise:

- (a) the Elected Council Members, and
- (b) the Permanent Council Members, and
- (c) the Appointed Council Members.

30. Qualification of Council Members

- (1) Every Council Member shall be a natural person, aged eighteen years or over, who is a Member of the Association.
- (2) No one shall be eligible to be a Council Member if he or she would be immediately disqualified from office under the provisions of Article 31 below.
- (3) No one shall be eligible to be a Council Member if he or she has on a previous occasion been removed as a Council Member under either Article 35 or Article 36 below or been removed as a member of the IRC under Article 49(6) below, unless prior to their election or appointment a resolution waiving this restriction is included in the notice of the relevant General Meeting and that resolution is passed by a majority which represents at least two-thirds of the votes cast.
- (4) No one shall be permitted to be both an Elected Council Member and/or a Permanent Council Member and/or an Appointed Council Member at the same time, and:
 - (a) an individual on becoming a Permanent Member shall be deemed to have resigned as an Elected Council Member;
 - (b) an individual who is an Elected Council Member on being appointed as an Appointed Council Member shall be deemed to have resigned as an Elected Council Member;
 - (c) an individual who is either an Appointed Council Member or a Permanent Council Member who stands for election as an Elected Council Member shall on their election as an Elected Council Member be deemed to have resigned as an Appointed Council Member or Permanent Council Member as the case may be;
 - (d) a Permanent Council Member shall be ineligible to be an Elected Council Member.

31. Retirement of Council Members

A Council Member shall cease to hold office if he or she:

- (a) ceases to be a director by virtue of any provision of the Companies Acts, or is prohibited by law from being a director; an individual shall be deemed to be prohibited by law from being a director if he or she is subject to a foreign restriction within the meaning of section 1182 of the Companies Act 2006; or
- (b) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011; or
- (c) has become, in the opinion of a majority of the other Council Members, incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs and the Council resolves that he or she is removed from office; or
- (d) makes a composition with his or her creditors generally in satisfaction of his or her debts or enters into an individual voluntary arrangement or a bankruptcy order is made against him or her and the other Council Members resolve to remove him or her; or

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- (e) is convicted of an offence anywhere in the world and the other Council Members resolve to remove him or her; or
- (f) ceases to be a Member of the Association; or
- (g) notifies the Association of a wish to resign; provided that, if the resignation would result in the number of Elected Council Members falling below the minimum provided by Article 32(1) below, the resignation will take effect no earlier than the next General Meeting of the Association; or
- (h) not being the Chair or a Director, is removed from office under Article 35 below; or
- (i) is removed from office under Article 36 below; or
- (j) being an Elected Council Member, retires by rotation under the provisions of Article 32(3) below and is not re-elected; or
- (k) being an Appointed Council Member, his or her appointment is revoked under the provisions of Article 34(3)(a) below; or
- (l) being an Appointed Council Member, the organisation which appointed them ceases to be entitled to appoint a member of the Council under Article 34 below.

32. Elected Council Members

- (1) The minimum number of Elected Council Members is nine and maximum is fifty-one provided that the Members may by ordinary resolution agree a reduction to the maximum number of Elected Council Members.
- (2) The term of office of an Elected Council Members shall commence immediately following the meeting at which he or she is elected or co-opted and shall cease, subject to Article 31 above, at the conclusion of the AGM at which he or she retires by rotation.
- (3) At each AGM one third of the Elected Council Members shall retire by rotation, but shall, subject to Article 30 above, be eligible for re-election at that meeting. The retiring Elected Council Members shall be:
 - (a) firstly, any individuals who ceased to be a Council Member since the last AGM under Article 31 above, and
 - (b) secondly, any Elected Council Members co-opted since the previous AGM under Article 32(6) below, and
 - (c) thirdly, any Elected Council Members co-opted at or since the previous AGM under Article 32(5) below, and
 - (d) lastly, those Elected Council Members who have been longest in office, counting from when an individual was last elected or co-opted.

If a selection needs to be made between members of equal seniority then this shall be made on the basis of the number of votes cast for each individual when he or she was last elected (with individuals receiving the fewest votes retiring first), or failing that by agreement between the individuals concerned, or failing that by lot.

- (4) At each AGM the Members may, subject to and in accordance with any Bye-law, elect to the Council individuals, who meet the qualifications set out in Article 30 above and in any Bye-law, to fill the vacancies arising from the Elected Council Members retiring in rotation. Subject to any Bye-law the elections shall be conducted in accordance with any procedures agreed by the Council and notified to the Members in the notice of the meeting.
- (5) The Members may, at any General Meeting or by written resolution, by ordinary resolution co-opt to the Council any individual or individuals, who meet the qualifications set out in Article 30 above and in any Bye-law, either to fill a casual vacancy or by way of addition to the Council, provided that

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the total number of Elected Council Members does not exceed the limit in Article 32(1) above. Any individual so co-opted shall only serve until the next AGM but shall be eligible for re-election at that meeting.

- (6) The Directors may, at any time, with the agreement of the Council, co-opt an individual, who meets the qualifications set out in Article 30 above and in any Bye-law, as an Elected Council Member, either to fill a casual vacancy or by way of addition to the Council provided that the total number of Elected Council Members does not exceed the limit in Article 32(1) above. Any individual so co-opted shall only serve until the next AGM but shall be eligible for re-election at that meeting.

33. Permanent Council Members

- (1) Any individual who has served three complete terms of office as Chair of the Association, as set out in Article 38(2) below, shall if he or she applies, on or after the completion of his or her third term of office as Chair, be admitted as a Permanent Council Member.
- (2) For the avoidance of doubt, a Permanent Council Member may cease to be a Council Member in accordance with the provisions of Articles 31, 35 or 36. A Permanent Council Member who ceases to be so by virtue of Article 30(4)(c) above may re-apply under Article 33(1) above but a Permanent Council Member who ceases to be so in any other case may not re-apply under Article 33(1) above.
- (3) A Permanent Council Member who ceases to be so is, subject to Article 30 above, eligible to be an Elected Council Member or an Appointed Council Member.

34. Appointed Council Members

- (1) In recognition that the Polish University College Association Ltd and the Institution of Polish Engineers in Great Britain Ltd substantially contributed to the initial funding received by the Association on its founding, their respective successor organisations –
 - (i) Towarzystwo Popierania Nauki Polskiej (an unincorporated association); and
 - (ii) The Association of Polish Engineers in Great Britain Ltd (company number 06770675)shall, whilst they remain a Member of the Association, each be entitled to appoint one individual, who meets the qualifications set out in Article 30 above, to be an Appointed Council Member.
- (2) Excluding the organisations listed in Article 34(1) above, a Member which is an organisation and which meets the conditions in Article 34(5) below shall, whilst it remains a Member of the Association and continues to meet the conditions of paragraphs (a) and (b) of Article 34(5) below, be entitled to appoint one individual, who meets the qualifications set out in Article 30 above, to be an Appointed Council Member.
- (3) Members who are entitled to appoint an individual to be an Appointed Council Member under Articles 34(1) and 34(2) above may, at any time:
 - (a) remove the Appointed Council Member so appointed; and
 - (b) appoint a successor, who meets the qualifications set out in Article 30 above, to any Appointed Council Member who ceased to be an Appointed Council Member by virtue of Article 31 above.
- (4) Every appointment or removal of an Appointed Council Member under this Article shall be made by notice in writing by the Member to the Association, which notice will be conclusive evidence that the individual has been appointed by that Member, or that his or her appointment has been revoked, and the Association shall not be required to consider whether the individual has been properly appointed or removed by the Member.

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- (5) The conditions referred to in Article 34(2) above are that:
- (a) the Member organisation is either:
 - (i) a registered charity with an annual income and/or expenditure of at least £10,000 or such higher amount as may be prescribed, from time to time, by Bye-law, or
 - (ii) an incorporated or unincorporated association with at least fifty active members, but is not a commercial organisation; and
 - (b) the objects of the Member organisation are supportive of the Objects of the Association; and
 - (c) the Member makes or has made a substantial contribution, financial or otherwise, to the Association; and
 - (d) the Council by resolution decide that permitting that Member organisation to appoint an Appointed Council Member would be beneficial to the Association and the Council proposes an ordinary resolution to that effect to the Members who approve that resolution.
- (6) The following Members shall be considered as meeting the requirements of Article 34(5) above as of the date that these Articles are first adopted:
- (i) Jozef Pilsudski Institute of Research Ltd (charity number 314270);
 - (ii) Koło Lwowian (an unincorporated association);
 - (iii) The Polish Educational Society (charity number 298254);
 - (iv) The Polish Ex-Combatants Association in Great Britain Trust Fund (charity number 249509)
 - (v) The Polish Hearth members club (an unincorporated association);
 - (vi) Polski Ośrodek w Leamington Spa;
 - (vii) Towarzyski Klub POSK'u "POSKlub" (an unincorporated association).
- (7) (a) If the other Council Members reasonably consider that an organisation which appoints an Appointed Council Member under Article 34(2) above (which for the avoidance of doubt may include a Member listed in Article 34(6) above) no longer meets the conditions set out in paragraphs 34(5)(a) or 34(5)(b) above they may, by a resolution which is proposed by the Directors or by five Council Members and is passed by a majority which represents more than half the Council Members entitled to attend the meeting and vote, remove the right of that Member to appoint an Appointed Council Member.
- (b) A Member may appeal against the decision of the Council to remove its right to appoint an Appointed Council Member, which appeal shall be considered at the next General Meeting of the Members. The decision of the Members shall be taken by a simple majority of the votes cast and shall in all cases be final and effective immediately.
- (8) The decision to remove an Appointed Council Member under either of Article 35 or 36 below must be advised in writing, by the Directors, to the Member organisation who appointed that individual within twenty-one days of the decision. The removal of the Appointed Council Member does not affect that Member organisation's right to appoint another individual to be an Appointed Council Member in accordance with this Article.

35. Removal of Council Members by the Council

- (1) An individual may be removed as a Council Member if the other Council Members decide that the individual's continued membership would be detrimental to the proper functioning of the Council or that his or her removal would be in the best interests of the Association. This Article does not apply to the Chair or any Council Member whilst he or she holds office as a Director.

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- (2) The resolution to remove an individual as a Council Member shall be effective if it is proposed by the Directors or by five Council Members and is passed by a majority which represents more than half the Council Members entitled to attend the meeting and vote.
- (3) A Permanent Council Member or an Elected Council Member may appeal against the decision of the Council to remove them as a Council Member, which appeal shall be considered at the next General Meeting of the Members. The decision of the Members shall be taken by a simple majority of the votes cast and shall in all cases be final and effective immediately.
- (4) In the period between the Council's decision to remove an individual as a Council Member and the hearing of an appeal in accordance with Article 35(3) above, the individual concerned shall be suspended from membership of the Council and he or she shall not be entitled to attend any meeting of the Council or vote on any matter and shall not be treated as a Council Member for any purpose.

36. Removal of Council Members by the Members

The Members may by ordinary resolution remove a Council Member in like manner to the removal of a Director from office in accordance with the provisions of sections 168 and 169 of the Companies Act 2006, and for this purpose the provisions of those sections shall be read as if the term 'director' was replaced by 'Council Member'.

37. Council Meetings and Decisions

- (1) Unless specified otherwise in the Articles or Bye-laws any decision of the Council shall be made by a simple majority of the Council Members present and voting at the meeting and in the event of an equality the Chair of the Association shall have a casting vote.
- (2) Any decision which could be made at a meeting of the Council may also be made by means of a written resolution. A written resolution, which can comprise several copies to which one or more Council Members has signified their agreement, shall only be effective if:
 - (a) a copy of the proposed resolution has been sent to all the Council Members eligible to vote; and
 - (b) the appropriate majority of Council Members have signified their agreement to the resolution in a document or documents which are received by the Association within the period specified in the notice of the resolution; which shall be no shorter than fourteen days and no longer than twenty-eight days beginning with the date the resolution was first circulated. The document signifying a Council Member's agreement shall be authenticated in such manner as the Directors may from time to time specify.

Eligibility to vote on a written resolution is limited to individuals who are Council Members on the date when the proposal is first circulated.

- (3) If the number of Elected Council Members falls below the minimum number set out in Article 32(1) above then the Council may only lawfully act:
 - (i) to co-opt an Elected Council Member under Article 32(6) above, or
 - (ii) to call a General Meeting under Article 19(2) above, or
 - (iii) to hear an appeal against the Directors refusal to admit a new Member under Article 9(3) above;but not for any other purpose.
- (4) Subject to the Articles and Bye-laws, the Council shall regulate its meetings and business as it thinks fit.

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PART 7 THE CHAIR, DIRECTORS AND COMPANY SECRETARY

38. Election of the Chair

- (1) At each AGM, but not before any elections for or co-opting of Elected Council Members are concluded, the Members shall elect an individual, who meets the qualifications set out in Article 39 below, to the office of Chair of the Association. Subject to any Bye-law the elections shall be conducted in accordance with any procedures agreed by the Council and notified to the Members in the notice of the meeting.
- (2) A Chair's term of office shall commence immediately after the end of the AGM at which he or she is appointed and shall end at the conclusion of the AGM next following, but that individual, if he or she continues to meet the requirement of Article 39 below and subject to Article 38(3) below, shall be eligible for re-election at that or a subsequent AGM.
- (3) An individual shall not be capable of being elected as Chair for more than five consecutive terms of office unless a resolution waiving that restriction is included in the notice of the relevant AGM and that resolution is passed by a majority which represents at least two-thirds of the votes cast.

39. Qualifications for Chair

- (1) An individual shall be eligible for election as Chair if:
 - (a) he or she is an Elected Council Member or a Permanent Council Member at the time that the election for Chair takes place, including any individual elected or co-opted to the Council at that AGM but excluding any individual retiring by rotation at that AGM and not re-elected; and
 - (b) he or she either (i) has been a Council Member for the past two years, or (ii) has been a Council Member for at least four years in total at any time (for the purposes of this Article a "year" is the period from one AGM of the Association to the next); and
 - (c) he or she has not on any previous occasion been removed as a Director under Article 43 below.
- (2) The requirements of paragraphs 39(1)(b) and/or 39(1)(c) above may be waived if a resolution to that effect is included in the notice of the relevant AGM and that resolution is passed by a majority which represents at least two-thirds of the votes cast.

40. Retirement of the Chair

- (1) The Chair shall cease to hold office if he or she:
 - (a) ceases to be a Council Member in accordance with Article 31 above, or
 - (b) notifies the Association in writing that he or she wishes to resign as Chair, or
 - (c) is removed as a Director in accordance with Article 43 below.
- (2) If for any reason the Chair ceases to hold office part way through his or her term of office then:
 - (a) if a Deputy Chair has previously been appointed, that individual shall be appointed as Chair, or
 - (b) if no Deputy Chair has previously been appointed, the Council shall elect as Chair an individual who meets the qualifications set out in Article 39 above,and the person so appointed or elected shall, subject to Article 40(1) above, hold office until the conclusion of next AGM, but that individual, if he or she continues to meet the requirement of Article 39 above and subject to Article 38(3) above, shall be eligible for re-election at that or a subsequent AGM.

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41. The Directors

- (1) The Directors of the Association shall be the Chair and the individuals appointed under Article 41(2) below.
- (2) The Chair shall appoint between six and fourteen Elected Council Members to act as Directors of the Association. The Chair must notify the Council of the name of every person appointed as a Director. The Chair may appoint Directors at any time but an individual so appointed will only commence in office as from the meeting of the Council at which his or her appointment is announced.
- (3) The Chair may, at any time, select one or more of the Directors to act as:
 - (i) Deputy Chair;
 - (ii) Vice-Chair or Vice Chairs;
 - (iii) Treasurer;of the Association and may revoke any such selection at any time. An individual so appointed shall cease so to act when he or she ceases to hold office as a Director.
- (4) Excluding the Chair, a Director shall cease to hold office:
 - (a) at the conclusion of the first meeting of the Council after the AGM next following his or her appointment as a director, but shall be eligible for re-appointment by the Chair as a Director at that meeting; or
 - (b) if he or she ceases to be a Council Member in accordance with Article 31 above; or
 - (c) if he or she notifies the Association in writing that he or she wishes to resign as a Director, provided that, if the resignation would result in the number of Directors falling below the minimum provided by Article 41(2) above, the resignation will take effect no earlier than the next meeting of the Council; or
 - (d) if he or she is removed as Director in accordance with Article 41(5) below; or
 - (e) if he or she is removed as a Director by the Council under Article 42 below; or
 - (f) if he or she is removed as a Director by the Members under Article 43 below.
- (5) The Chair may at any time, with the agreement of the majority of the remaining Directors, remove a Director.

42. Removal of Directors by the Council

- (1) An individual may be removed as a Director if the Council Members decide that his or her removal would be in the best interests of the Association. This Article does not apply to the Chair.
- (2) A resolution to remove a Director must be proposed in writing to the Association, must be signed by five Council Members and must state the reasons and background as to why the resolution is being made.
- (3) The resolution to remove a Director shall be considered at a meeting of the Council and the resolution is passed if it is approved by a majority which represents more than half the Council Members entitled to attend the meeting and vote; and the resolution shall be effective immediately.
- (4) An individual who is removed as a Director under this Article may be reappointed as a Director at a later date but not before the AGM next following his removal.

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43. Removal of Directors by the Members

- (1) The Members may by ordinary resolution remove the Chair or a Director from office in accordance with the provisions of sections 168 and 169 of the Companies Act 2006.
- (2) A resolution passed in accordance with Article 43(1) above removing a Director from office shall not remove that individual as a Council Member, but a resolution to that effect under Article 36 above may be proposed and passed at the same meeting.

44. Company Secretary

- (1) The Chair may, by notice given to the Council at a meeting of the Council, appoint any of the Directors or any Council Member to act as Company Secretary of the Association and may revoke any such appointment at any time.
- (2) An individual appointed under Article 44(1) above shall cease to hold office as Company Secretary:
 - (a) if his or her appointment is revoked by the Chair; or
 - (b) if he or she is removed by the Council under Article 44(3) below; or
 - (c) if he or she ceases to be a Council Member; or
 - (d) if he or she notifies the Association in writing that he or she wishes to resign as Company Secretary; or
 - (e) at the conclusion of the first meeting of the Council after the AGM next following his or her appointment as Company Secretary, but he or she shall be eligible for re-appointment by the Chair as Company Secretary at that meeting.
- (3) The Council may remove an individual appointed under Article 44(1) from the office of Company Secretary in the same manner as they can remove a Director as set out in Article 42 above.
- (4) If no appointment under Article 44(1) above has been made, the Directors may, subject to approval by the Council, appoint any person who is not a Council Member as Company Secretary for such time, at such remuneration and on such conditions as they consider appropriate and may, subject to approval by the Council, remove any person so appointed at any time.
- (5) If there is no Company Secretary:
 - (a) anything authorised or required to be given or sent to, or served on, the Association by being sent to its Company Secretary may be given or sent to, or served on, the Association itself, and if addressed to the Company Secretary shall be treated as addressed to the Association; and
 - (b) anything else required or authorised to be done by or to the Company Secretary of the Association may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

45. Powers of the Directors

- (1) The Directors are responsible for the management of all the Association's affairs for which purpose they may exercise all of the powers of the Association, but subject to any restriction imposed by the Companies Acts, the Articles, the Bye-laws or any resolution of Members.
- (2) If the number of Directors falls below the minimum set out in Article 41(2) above then the Directors may only lawfully act:
 - (i) to safeguard the assets of the Association and the interests of its beneficiaries; or
 - (ii) to co-opt an Elected Council Member under Article 32(6) above; or
 - (iii) to call a meeting of the Council or of the Members; or
 - (iv) to admit a new Member under Article 9 above;but not for any other purpose.

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- (3) The Directors shall not, without the prior agreement of the Council:
- (a) purchase or sell any freehold land or buildings; or
 - (b) purchase, sell or grant a leasehold interest in land or buildings in excess of seven years; or
 - (c) mortgage any property owned by the Association; or
 - (d) establish a Subsidiary or any separate company, trust, association or institute, whether controlled by the Association or not; or
 - (e) establish or dissolve any branch of the Association; or
 - (f) propose a resolution to the Members to amend these Articles; or
 - (g) propose a resolution to Members under Article 57(2) below; or
 - (h) appoint an administrative receiver or propose a resolution to the Members to wind-up the Association;
 - (i) delegate any of their powers or functions under Article 47 below, to either:
 - (i) a person or persons who are neither Council Members nor employees of the Association, or
 - (ii) a Committee the majority of whom are not Council Members.

46. Directors Meetings and Decisions

- (1) Subject to the Articles and Bye-laws, the Directors shall make decisions by a simple majority vote at a meeting; in the event of an equality the Chair of the Association shall have a casting vote.
- (2) A decision of the Directors may also be taken when all Directors have been sent, by any means, details of a matter and a proposed resolution(s) and in respect of which a majority of eligible Directors indicate, by any means, that they vote in favour of the resolutions(s). An eligible Director is one who would be entitled to vote on the matter had it been proposed as a resolution at a Directors meeting. A decision cannot be taken in accordance with this Article if the eligible Directors would not have formed a quorum. A decision taken in this manner must be recorded in the minute book.
- (3) Subject to the Articles and Bye-laws, the Directors shall regulate their meetings and business as they think fit.
- (4) The Directors may determine from time to time who shall sign any document required to be executed by the Association or the Directors but unless otherwise so determined any such document can be signed either by two Directors or by a Director and the Company Secretary.

47. Delegation

- (1) Subject to the Articles and Bye-laws, the Directors may delegate any of the powers or functions which are conferred on them to such persons or Committees, by such means (including by power of attorney), to such an extent, in relation to such matters or territories, and on such terms and conditions as they shall consider appropriate.
- (2) The Directors may revoke any delegation in whole or in part, or alter its terms and conditions, at any time.
- (3) Articles 50 and 51 below shall apply to any person appointed to any Committee to which any of the powers or functions of the Directors have been delegated to the same extent and in the same manner as those Articles apply to the Directors or Council Members.

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PART 8 OTHER PROVISIONS

48. Bye-laws

- (1) The Directors may from time to time make such Bye-laws as they may deem necessary or expedient for the proper conduct and management of the Association and may from time to time alter, add to or repeal any such Bye-laws, provided that no Bye-law shall be inconsistent with or shall repeal anything contained in the Articles.
- (2) Only Bye-laws (and any alterations, additions and deletions thereto) which have been approved by the Council shall be binding on the Council and all Members.
- (3) The Directors must adopt such means as they think sufficient to bring the Bye-laws to the notice of Members.
- (4) The Members by ordinary resolution have the power to alter, add to or repeal any Bye-law.
- (5) The Bye-laws may regulate the following matters (but are not restricted to them):
 - (a) Procedures for admitting new Members and for removing Members from membership of the Association; and
 - (b) The eligibility of individuals to stand for election as Chair or as an Elected Council Member or as a member of the IRC; and
 - (c) The conduct of elections of the Chair and the Elected Council Members and the members of the IRC; and
 - (d) The conduct of meetings and business of the Council and the Directors and the IRC and any other Committee; and
 - (e) The procedures for removing a Director or a Council Member or removing the right of a Member to appoint an Appointed Council Member.

49. Internal Review Committee

- (1) At any AGM the Members may elect at least three but not more than five individuals to act as an Internal Review Committee ("IRC"). Subject to any Bye-law the elections shall be conducted in accordance with any procedures agreed by the Council and notified to the Members in the notice of the meeting.
- (2) No one shall be eligible for election to the IRC if he or she:
 - (a) Is not a Member of the Association, or
 - (b) is under eighteen years of age; or
 - (c) would at once be disqualified under the provisions of Article 49(3) below, or
 - (d) has on a previous occasion been removed as a Council Member under either Article 35 or Article 36 above or been removed as a member of the IRC under Article 49(6) below, unless a resolution waiving this restriction is included in the notice of the relevant AGM and that resolution is passed by a majority which represents at least two-thirds of the votes cast.
- (3) An individual shall cease to be a member of the IRC if he or she:
 - (a) is prohibited by law from being a director. An individual shall be deemed to be prohibited by law from being a director if he or she is subject to a foreign restriction within the meaning of section 1182 of the Companies Act 2006; or
 - (b) is disqualified from acting as a Trustee by virtue of sections 178 to 180 of the Charities Act 2011; or

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- (c) has become, in the opinion of a majority of the Council Members, incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs and the Council resolves that he or she is removed from office; or
 - (d) makes a composition with his or her creditors generally in satisfaction of his or her debts or enters into an individual voluntary arrangement or a bankruptcy order is made against him or her and the Council resolves to remove him or her; or
 - (e) is convicted of an offence anywhere in the world and the Council resolves to remove him or her; or
 - (f) ceases to be a Member of the Association; or
 - (g) notifies the remaining members of the IRC and the Directors that he or she wishes to resign unless that resignation would result in the number of members of the IRC falling below the minimum set out in Article 49(1) above; or
 - (h) is removed from office by the Members under Article 49(6) below.
- (4) The members of the IRC may, with the agreement of the Council, appoint an individual, who meets the qualifications set out in Article 49(2) above, as a member of the IRC, to fill a vacancy, provided that the total number of members of the IRC does not exceed the maximum number set out in Article 49(1) above.
- (5) The term of office of all members of the IRC shall expire at the conclusion of the AGM next following their appointment, but those individuals shall be eligible for re-election at that meeting. An individual shall not be elected as a member of the IRC for more than five consecutive terms of office unless a resolution waiving that restriction is included in the notice of the relevant AGM and that resolution is passed by a majority which represents at least two-thirds of the votes cast.
- (6) The Members may by ordinary resolution remove a member of the IRC in like manner to the removal of a Director from office in accordance with the provisions of sections 168 and 169 of the Companies Act 2006, and for this purpose the provisions of those sections shall be read as if the term 'director' was replaced by 'member of the Internal Review Committee'.
- (7) Articles 6, 50 and 51 shall apply to all members of the IRC in the same manner and to the same extent that they apply to a Council Member.
- (8) Subject to any directions given by resolution by Members the scope of work and terms of reference of the IRC shall be set out in the Bye-laws; but nothing in the Articles or Bye-laws nor any resolution shall permit or empower the IRC or any of its members:
- a) to attend any meeting of the Directors or the Council or any of their committees; or
 - b) to exercise any of the powers or functions of the Association or of the Directors or Council.

50. Declaration of Interests

- (1) A Director or a Council Member must:
- (a) declare the nature and extent of any interest, direct or indirect, including any interest by a Connected Person, which he or she has in a proposed transaction or arrangement with the Association (including any matters dealt with by a Committee or at General Meetings or by Members written resolutions); and
 - (b) absent himself or herself from any discussions of the Directors, or of the Council, or of any Committee, as the case may be, in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest); and

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- (c) a Director or Council Member absenting himself or herself from any discussions in accordance with this Article must not vote or be counted as part of the quorum in any decisions of the Directors, or any decisions of the Council, or of any Committee, on the matter.
- (2) In respect of any matter considered at a General Meeting a Member or his, her or its Delegate or proxy must:
 - (a) declare the nature and extent of any interest, direct or indirect, including any interest by a connected person, which the Member has, in a proposed transaction or arrangement with the Association; and
 - (b) if it is possible that a conflict may arise between any personal interest (including but not limited to any personal financial interest), including any personal interest which a connected person may have, and the Member's duty to act in the best interests of the Association, then that Member, or his, her or its Delegate or proxy, shall not be entitled to propose or second any resolution on that matter under paragraph 15(5)(e) or Article 17(3) or Article 20(6) above.

In this Article 50(2) a conflict arising because of a duty owed to another organisation or person only refers to such a conflict which involves a direct or indirect benefit of any nature to a Member, or to a connected person, or if the Member or a connected person is a director, trustee, officer, employee or significant shareholder of that organisation.

51. Conflicts of Interest and Conflicts of Loyalties

- (1) If a conflict of interest arises for a Director or a Council Member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors or Council Members, as the case may be, may authorise such a conflict of interest provided that Article 50 above is complied with in respect of any arrangement or transaction affecting that other organisation or person and the unconflicted Directors or Council Members consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying.
- (2) In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director, Council Member or to a Connected Person.

52. Duty of Confidentiality

Every Director and every Council Member and any person appointed to a Committee and any person or persons to whom the powers or functions of the Directors have been delegated and every member of the IRC shall maintain a duty of confidentiality in respect of any and all information provided to them by the Association and, except to the extent required by law or by their work for the Association, shall not disclose any such information to any person (whether a Member or not) and shall not utilise any of the information for any other purpose unless authorised to do so by the Directors or by resolution of the Council.

53. Indemnity

Without prejudice to any indemnity to which a Director or Council Member may otherwise be entitled, every Director or Council Member of the Association shall be indemnified out of the assets of the Association in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Association may be indemnified out of the assets of the Association in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

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54. Seal

The Association's Seal (if it has one) must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed either by two Directors or by a Director and the Company Secretary.

55. Minutes

The Directors must keep minutes of all:

- (a) appointments of officers made by the Directors or Council; and
- (b) proceedings of and decisions taken at General Meetings of the Association; and
- (c) meetings of the Directors and Committees, including the names of the Directors and other persons present at the meeting, and the decisions taken at the meeting, and where appropriate the reasons for the decisions (including, without limitation, decisions of the Directors or Committees made without a meeting); and
- (d) meetings of the Council, including the names of the Council Members present at the meeting, and the decisions taken at the meeting, and where appropriate the reasons for the decisions (including, without limitation, decisions of the Council made without a meeting);

and any such minutes if signed by the chair of the meeting or the chair of the next succeeding meeting shall be sufficient evidence without any further proof of the facts stated therein.

56. Accounting Records, Accounts, Audit, Annual Reports and Returns

- (1) The Directors shall prepare accounts in respect of each financial year, which accounts shall be audited and distributed to the Members within six months of the financial year end.
- (2) The Directors must comply with their obligations under the Companies Acts and the Charities Act 2011 with regards to:
 - (a) maintaining a register of Members;
 - (b) the keeping of accounting records for the Association;
 - (c) the preparation of annual statements of account for the Association;
 - (d) the auditing of the annual statements of account of the Association;
 - (e) the preparation of an annual report;
 - (f) the transmission of those documents and any annual returns required to the Charity Commission and Companies House.
- (3) The Directors may from time to time determine whether and to what extent, if any, and at what times and places and under what conditions or regulations the accounts and books of the Association, or any of them, shall be available for the inspection of Members but, except as provided by law or authorised by the Directors or an ordinary resolution of the Members, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member.

57. Dissolution

- (1) If upon the winding up or dissolution of the Association there remains, after the satisfaction of all the Association's debts and liabilities, any property whatsoever, which has not been used directly for the Objects of the Association, (the Net Assets) the same shall be donated or transferred to:
 - (a) another charity, or other charities, with objects that are similar to the Association's Objects, for the general purposes of the recipient charity or charities; or

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- (b) any charity, or charities, for use for particular purposes which fall within the Association's Objects.
- (2) The Members may at any time before, and in expectation of, the Association's dissolution, pass a resolution specifying how the Net Assets of the Association are to be applied in accordance with Article 57(1) above.
- (3) Subject to any resolution of Members passed under Article 57(2) above, on or before the dissolution of the Association the Council shall determine how the Net Assets of the Association are to be applied in accordance with Article 57(1) above.
- (4) Except as expressly provided in these Articles no part of the Net Assets shall be paid or transferred to any Member or Members of the Association, except to a Member that is itself a charity.

58. Disputes

If a dispute arises between Members about the validity or propriety of anything done by the Members under these Articles and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

59. Saving Provisions and Irregularities in Proceedings

- (1) Subject to Article 59(5) below, all proceedings of and decisions taken at General Meetings shall be valid notwithstanding:
 - (a) any unintentional procedural defect in the meeting; or
 - (b) any accidental failure to give a Member notice of a meeting, provided that if notionally counting that Member as voting against a resolution that resolution would still have been passed by the appropriate majority; or
 - (c) the participation in any vote of a Member, or his, her or its Delegate or proxy, who was not entitled to attend the meeting or who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise, provided that without counting the vote of that Member and without counting that Member in the quorum the decision would still have been made by the appropriate majority of the Members present at a quorate meeting.
- (2) Subject to Article 59(5) below, a written resolution shall be valid despite the participation of a Member who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise, provided that without counting the vote of that Member the resolution would still have been agreed by the appropriate majority of the Members.
- (3) Subject to Article 59(5) below, all proceedings of and decisions taken at Council meetings shall be valid notwithstanding:
 - (a) any unintentional procedural defect in a meeting; or
 - (b) the accidental failure to give notice to any Council Member, provided that if notionally counting that Council Member as voting against a resolution that resolution would still have been passed by the appropriate majority of the Council; or
 - (c) the participation in any meeting or vote of a Council Member who had ceased to be entitled to hold office, under Article 32 above, or who was not entitled to vote on the matter (whether by reason of a conflict of interest or otherwise), provided that without counting the vote of that Council Member and without counting that Council Member in the quorum the decision would still have been made by the appropriate majority of the Council Members present at a quorate meeting.
- (4) Subject to Article 59(5) below, all decisions of the Directors, or of a Committee, and all acts done by a meeting of Directors, or of a Committee, shall be valid notwithstanding:
 - (a) any unintentional procedural defect in a meeting; or

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- (b) the accidental failure to give notice to any Director, provided that if notionally counting that Director as voting against a resolution that resolution would still have been passed by the appropriate majority of the Directors; or
 - (c) the participation in any meeting or vote of a Director who had ceased to be entitled to hold office or who was not entitled to vote on the matter (whether by reason of a conflict of interest or otherwise), provided that without counting the vote of that Director and without counting that Director in the quorum the decision would still have been made by a majority of the Directors present at a quorate meeting.
- (5) (a) This Article shall not apply if it is shown that as a result of the defect or failure or vote a Member or the beneficiaries of the Association would be materially prejudiced.
- (b) This Article does not permit a Director or Council Member or a Connected Person to keep any benefit that may be conferred upon them by a resolution if the resolution would otherwise have been void, or if the Director or Council Member has not complied with Articles 50 (Declaration of Interest) or 51 (Conflicts of Interest and Conflicts of Loyalty).

60. Notices and Means of Communication

- (1) Any notice to be given to or by any person pursuant to the Articles or Bye-laws must be given in writing.
- (2) Subject to the Articles and Bye-laws and Companies Acts, anything sent or supplied by or to the Association under the Articles or Bye-laws or Companies Acts 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 Association.
- (3) In accordance with section 1147 of the Companies Act 2006:
- (a) Proof that an envelope containing a notice (including any document or information) was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that notice was given (or document or information sent). Notice shall be deemed to be given forty-eight hours after it was posted or sent.
 - (b) A document or information sent or supplied by the Association by means of a website is deemed to have been received by the intended recipient when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- (4) The Association may give any notice or send any document to any Member either:
- (a) personally, or
 - (b) by sending it by post in a prepaid envelope addressed to the Member at his, her or its address, or
 - (c) by leaving it at the Address of the Member, or
 - (d) by giving it in electronic form to the Member's Address, or
 - (e) by placing the notice or document on a website and providing the Member with a notification in writing of the presence of the notice or document on the website.
- (5) A Member who does not register a valid Address with the Association or who registers only a postal Address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
- (6) Subject to the Articles, any notice or document to be sent or supplied to a Director or a Council Member in connection with the taking of decisions by the Directors or the Council may also be sent

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or supplied by the means by which that Director or Council Member has asked to be sent or supplied with such notices or documents for the time being.

- (7) A Director or Council Member may agree with the Association that notices or documents sent to that Director or Council Member 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 forty-eight hours.
- (8) A Member who is present in person or by Delegate or by proxy at any General Meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (9) A Director who is present at a meeting of the Directors shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (10) A Council Member who is present at a meeting of the Council shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (11) Where any document or information has been sent or supplied by the Association by electronic means and the Association receives notice that the message is undeliverable, the Association shall, if required by the Companies Acts but at its own discretion in any other case, send a hard copy of the document or information to the person's last known postal address. The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent.

Memorandum of Association of the Polish Social and Cultural Association

A Company Limited by Guarantee not having a share capital

Registered in England No. 00816310

Incorporated the 19th Day of August 1964

We the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association.

1. J. Busiakiewicz of 4 Kensington Hall Gardens, London W14. Stationery and Paper Merchant.
2. Mrs M. Denilewicz of 79 Manor Drive, Wembley Park Middlesex. Librarian.
3. J. Dzizynski of 8 Alms Terrace, London W8. Office Clerk.
4. Miss D. Gutman of 2 Recreation Road, London SE22. School Teacher.
5. W. Kenski of 71 Holland Road, London W14. Hotel's Clerk.
6. J. Kazimierski of 40 Twyford Avenue, London W3. Civil Engineer.
7. E. Lubomirski of 18 Hornton Street, London W8. Secretary.
8. H. Hajducki of 24 Hayne Road, Beckenham. Civil Engineer.
9. C. Paluch of 10 King's Bench Walk, Temple, London EC4. Legal Executive.
10. R.L. Wajda of 17 Skeena Hill, London SW18. Chartered Civil Engineer.
11. J. Wawrzekiewicz of 9 James Avenue, London NW2. Clerk.
12. S.K. Liszka of 57 Grove Park Road, London W4. Chartered Civil Engineer.
13. S. T. Wasik of 8 Gunnersbury Park Mansions, Pope's Lane W5. Accountant.
14. C.Woyno of 11 Stanway Gardens, London W3. Civil Engineer.
15. S. T. Wyrobek of 21 Elm Grove Road, London W5. Senior Geophysicist B.P.Co.
16. J. Wysocki of 9 Princes Gardens, London SW7. Company Director.

17. J. Kolosowski of 82 Verdun Road, London SW13. Lecturer.
18. B. Wronski of 20 Rusholme Road, London SW15. Commander Polish Navy.
19. K. Ziemiński of 16 Veronica Road, London SW17. Colonel of Polish Army.
20. T. Tchorzewski of 18 Brooke Road, London N16. Lecturer.
21. W. Choroszewski of 3 Quennel House, Weir Road, London SW12. Shipping and Forwarding Agent.
22. K. Sabbat of 1 Gipsy Lane, London SW15. Company Director.
23. Z. Szadkowski of 15 Baskerville Road, London SW18. Office Manager.
24. S. Zamoyski of 20 St Stephen's Close, London NW8.
25. P. Heciak of 171 Battersea Church Road, London SW11. Journalist.
26. J. Nagajewski of 11 Lancaster Gardens, London W13. Lecturer.
27. H. Krasun of 64A Princes Way, London SW19. Mechanical Designer.
28. J. Wielogorski of 498 Fulham Palace Road, London SW6. Lecturer.
29. J. Habdank-Toczyski of 77 Midhurst Road, London W13. Project Engineer.
30. A. Kujawski of 30 Kings Road, London W5. Project Engineer.
31. C. Szlczkowski of 127 Rylston Road, London SW6. Senior Designer.

Dated the 23rd day of July 1964

Witness to the above signatures:

J. Bilinski of 14 Southdean Gardens, London SW19.

