

Version "B" for consideration in conjunction with Section 2 of the Rule change Proposal
at the BECS AGM on Wednesday 7th December 2011

'B'

Company No. 3547531

ARTICLES OF ASSOCIATION

OF

**BRITISH EQUITY COLLECTING SOCIETY LIMITED
PRESENTED FOR ADOPTION BY SPECIAL RESOLUTION ON
7 DECEMBER 2011**

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
BRITISH EQUITY COLLECTING SOCIETY LIMITED

PRELIMINARY

1. In these Articles:

“**the Act**” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time in force including the Companies Act 2006.

“**the Articles**” means these Articles of Association or other articles of Association of the Society from time to time in force.

“**Board Member**” means a member of the Board of Management.

“**Council**” or “**Council of Management of Equity**” means The Governing Body of Equity as defined in the Rules of Equity from time to time.

“**electronic communication**” has the same meaning as under the Electronic Communications Act 2000 and includes website communication in accordance with Article 54.

“**Equity**” means British Actors’ Equity Association.

“**Executive Director**” means the person appointed by the Board of Management to act as the Chief Executive Officer of the Society from time to time when Article 34 (c) shall apply.

“**Management Committee of the Co-operative Personal Management Association**” means the members of the Co-operative Personal Management Association appointed to its management committee in accordance with the rules of the Co-operative Personal Management Association from time to time.

“**the Society**” means British Equity Collecting Society Limited.

“**the Office**” means the registered office for the time being of the Society.

“Performers” means actors, singers, dancers and other persons who act, sing, deliver, declaim, play in or otherwise perform literary, dramatic or musical works or otherwise perform in any way other than musicians.

“Performers Remuneration” means any income or remuneration arising or payable to Performers:-

- (1) in respect of the rental of a sound recording or film either by way of (a) the exercise of the rental right or (b) the right to equitable remuneration for the rental in the United Kingdom under:-
 - S191 and 182C of the 1988 Act or
 - S191G of the 1988 Act or
- (2) in other countries pursuant to:-
 - any legislation in respect of the rental right and/or such equitable remuneration and/or
 - their implementation of Articles 2 and 4 of the Rental Directive or
- (3) from any blank tape levy or other levies on copying media or devices or
- (4) in respect of the cable re-transmission of programmes incorporating their performances or
- (5) which is of similar collective character and which the Board of Management resolve should fall to be collected by the Society.

“the Rental Directive” means Directive No 921100/EEC of the Board of the European Communities of November 19 1992 on Rental and Lending Right and on Certain Rights Related to Copyright in the Field of Intellectual Property.

“the 1988 Act” means the Copyright, Designs & Patents Act 1988 including any statutory amendment or modification thereof in force from time to time.

“the Seal” means the Common Seal of the Society, and includes the official seal (if any) kept by the Society by virtue of Section 40 of the Act.

“Secretary” includes an assistant or deputy secretary, and any person appointed by the Board of Management to perform the duties of the Secretary.

The words defined in clause 3 of the Memorandum of Society shall have the same meaning in these Articles.

Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Words and expressions defined in the Act shall, unless the context otherwise requires, have the same meanings in these Articles.

The headings hereto are for convenience only and shall not affect the interpretation of any clause or provision.

The plural shall include the singular (and vice-versa).

MEMBERS

2. The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with the Articles shall be members of the Society ("**the Members**"). No person shall be admitted a Member of the Society unless he or she is a Performer and is approved by or in accordance with rules set down by the Board of Management. Every person who wishes to become a member shall deliver to the Society an application for membership in such form as the Board of Management require executed by him or her.
3. A Member may at any time withdraw from the Society by giving three months notice to the Society provided always that the Board of Management may accept any withdrawal of membership with less or no notice if in its absolute discretion it so decides. Save as permitted under the rules of the Society, membership shall not be transferable and shall automatically cease on death or if an organisation on dissolution or liquidation.

GENERAL MEETINGS

4. All General Meetings ("**Meetings**") other than Annual General Meetings of the Society shall be called General Meetings.

NOTICE OF GENERAL MEETINGS

5. An Annual General Meeting shall be called by fourteen clear days' notice at the least, and all other General Meetings shall be called by at least fourteen clear days' notice. A General Meeting may be called by shorter notice than that specified in this Article if it is so agreed by 75% of those persons entitled to attend and vote at such meeting.

The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.

The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.

The notice shall be given to all the Members and to the Members of Board of Management and auditors.

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

CONVENING OF GENERAL MEETING BY REQUISITION

6. A General Meeting may be called at the requisition of
 - (a) any three members of the Board of Management or
 - (b) 100 members of the Society.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any Meeting unless a quorum is present when the Meeting proceeds to transact that business. Twenty five persons, or one twentieth of the Members whichever is the lesser entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
8. If such a quorum is not present within half an hour from the time appointed for the Meeting or if during a Meeting a quorum ceases to be present, the Meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such day and at such time and place as the Board of Management may determine. If at the adjourned Meeting a quorum is not present within fifteen minutes from the time appointed for the Meeting, the Members present in person or by proxy and entitled to vote shall have power to decide upon all matters which could properly have been disposed of at the Meeting from which the adjournment took place.
9. The Chair or in his or her absence the Vice-Chair shall preside as Chair of the Meeting, but if neither the Chair nor the Vice-Chair be present within fifteen minutes after the time appointed for holding the Meeting or if neither of them is willing to act, the Board of Management present shall elect one of their number to be Chair and, if there is only one Board of Management Member present and willing to act, he or she shall be Chair.

10. A Board Member shall, notwithstanding that he or she is not a Member, be entitled to attend and speak at any Meeting.
11. The Chair may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than business which might properly have been transacted at the Meeting had the adjournment not taken place. It shall not be necessary to give any Notice of an adjourned Meeting.
12. A resolution put to the vote of the Meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded by the Chair or by any Member present in person or by proxy and entitled to vote.

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

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

13. A poll shall be taken in such manner as the Chair directs and he or she may appoint scrutineers (who need not be Members) and fix a place and time for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
14. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote, in addition to any other vote he or she may have.
15. A poll demanded on any question shall be taken either forthwith or at such later time and at such place as the Chair of the Meeting directs not being more than thirty days after the conclusion of the Meeting. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the Meeting shall continue as if the demand had not been made.

16. No notice need be given of a poll not taken forthwith if the time and place at which it is taken are announced at the Meeting at which it is demanded. In any other case, seven clear days' notice at the least shall be given specifying the place, the day and the time at which the poll is to be taken.

RESOLUTIONS IN WRITING

17. An ordinary resolution in writing executed by or on behalf of at least 50% of the Members who would have been entitled to vote upon it at a General Meeting shall be valid and effectual as if it had been proposed at a General Meeting duly convened and held and may consist of several documents in the like form each signed by or on behalf of one or more of the Members. A Special Resolution in writing executed by or on behalf of 75% of the Members who would have been entitled to vote upon it at a General Meeting shall be valid and effectual as if it had been proposed at a General Meeting duly convened and held and may consist of several documents in the like form each signed by or on behalf of one or more of the Members.

VOTES OF MEMBERS

18. On a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by duly authorised representative or proxy, not being himself a Member entitled to vote, shall have one vote, and on a poll every Member shall have one vote.
19. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of Management of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
20. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is tendered, and every vote not disallowed at the Meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

21. On a poll votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing in any usual form or in any other form which the Board of Management may approve and shall be executed by the appointer or by his or her agent authorised in writing, or, if the appointer is a corporation, shall be either under its seal, or executed by an officer or agent so authorised. A Member may appoint more than one proxy to attend on the same occasion. Deposit of an instrument of proxy shall not preclude a Member from attending and voting at the Meeting or at any adjournment thereof.
22. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified by a solicitor or in some other way approved by the Board of Management may:-
 - (a) be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the Meeting or in any instrument of proxy sent out by the Society in relation to the Meeting not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the Meeting at which the poll was demanded to the Chair or to the Secretary or to any Board of Management Member; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
23. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the Meeting or adjourned Meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the Meeting or adjourned Meeting) the time appointed for taking the poll.

POWERS OF BOARD OF MANAGEMENT

24. Subject to the provisions of the Act and the Memorandum and the Articles the business of the Society shall be managed by the Board of Management who may exercise all the powers of the Society. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board of Management which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board of Management by the Articles and a meeting of the Board of Management at which a quorum is present may exercise all powers exercisable by the Board of Management.
25. The Board of Management may, by power of attorney or otherwise, appoint any person to be the agent of the Society for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers.

DELEGATION OF BOARD OF MANAGEMENT POWERS

26. The Board of Management may delegate any of their powers to any committee consisting of one or more Board Members. They may also delegate to any Board Member holding any executive office such of their powers as they consider desirable to be exercised by him or her. Any such delegation may be made subject to any conditions the Board of Management may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
27. Subject to any conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Board of Management so far as they are capable of applying. Any committee so formed or any Board Member so entrusted with such delegated powers shall report all their acts and proceedings fully and promptly to the Board of Management.

BOARD OF MANAGEMENT

28. The members of the Board of Management shall be the directors of the Society within the meaning of Part IX Companies Act 1985.

NUMBER OF BOARD OF MANAGEMENT MEMBERS

29. The number of Board of Management Members shall at no time be less than three and shall not, unless otherwise determined by ordinary resolution, exceed 12.
30. The Board of Management shall ordinarily be comprised of the following :-

- (a) Six persons being members of the Council of Management of Equity; and
 - (b) One person nominated by the Management Committee of the Co-operative Personal Management Association; and
 - (c) An Executive Director and up to two other persons appointed under the provisions of Article 34 below; and
 - (d) Those persons who may be co-opted under the provisions of Article 35 below.
31. The first members of the Board of Management shall be those persons stated to be the intended directors in the Form G10 Statement of First Directors and Secretary and delivered to the Registrar of Companies on application for registration of this Society as a company limited by guarantee.

RETIREMENT FROM BOARD OF MANAGEMENT

32. (a) Any person being a member of the Board of Management appointed under Article 30 (a) shall retire from office on the date of declaration to Council of the result of the election of members to the Council to serve as Board of Management (“**a Declaration Date**”) unless they have been re-elected both to the Council and to the Board of Management under that process.
- (b) Any person retiring for any reason as a member of the Board of Management otherwise than at a Declaration Date shall not be eligible for re-election or reappointment as a Board of Management Member until a period of 12 months has expired irrespective of the length of time that such person had until such retirement been a Member of the Board of Management.
- (c) A Member of the Board of Management who shall have been absent from meetings of the Board of Management for either:
- (i) a consecutive period of 12 months or
 - (ii) in aggregate one half of the meetings called during his or her period of office
- shall not be eligible for re-election at any time save with the prior approval of the Board of Management.

APPOINTMENT OF BOARD OF MANAGEMENT

33. The members of the Board of Management shall be appointed every two years by:-
- (a) the Council of Management of Equity (in accordance with Article 30 (a), Article 34 (a) or Article 35);

- (b) the Management Committee of the Co-operative Personal Management Association (in accordance Article 30 (b)); and
- (c) the Society Board of Management (in accordance Article 34 (b) or as provided by Article 34 (c)).

INDEPENDENT MEMBERS

34. Independent Members:

- (a) The Members of the Council of Management of Equity may appoint one other independent persons not being Members of the Society to be a Board Member An Independent Member so appointed shall hold office subject always to the provisions of Article 32 above.
- (b) The Society Board of Management may, once appointed, appoint one other independent person who must be a member of the Society but must not be a member of the Council of Management of Equity (and a member of the Board of Management appointed under this Article 34 (b) shall retire from office on any Declaration Date on which they have been elected as a member of the Council of Management of Equity) provided that the appointment does not cause the number of Board of Management Members to exceed any number fixed by or in accordance with the Articles as the maximum number of Board of Management Members.
- (c) If the terms and conditions for the engagement of the Chief Executive Officer of the Society approved by the Board of Management from time to time shall provide for the individual to take on the role of Executive Director as part of the approved terms, the appointed Chief Executive Officer shall become an Executive Director and member of the Board of Management from the date of approval. Any Executive Officer so appointed shall then hold office whilst his or her appointment as Chief Executive Officer of the Society shall continue subject always to Articles 32 and 38.

CO-OPTED MEMBERS

35. The Council may by a majority appoint any other Member of Council to be a Board Member provided that the appointment does not cause the number of Board of Management Members to exceed any number fixed by or in accordance with the Articles as the maximum number of Board of Management Members. A Board

Member so appointed shall hold office only until the next following Declaration Date but then shall be eligible for re-appointment in the same way as members appointed under Article 30(a) above.

36. No person shall be or become incapable of being appointed as a Board of Management Member by reason only of his or her having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Board of Management Member shall vacate his or her office at any time by reason only of the fact that he or she has attained the age of seventy or any other age.

EXPENSES

37. Subject always to clauses 4 and 5 of the Memorandum of Association, the Board Members shall be entitled to be reimbursed all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board of Management or committees of the Board of Management or General Meetings or otherwise in connection with the discharge of their duties

REMOVAL OF BOARD OF MANAGEMENT MEMBER

38. The office of a Board Member shall be vacated if:
- (a) he or she ceases to be a Board Member by virtue of any provision of the Act, or he or she becomes prohibited by law from being a company director ;
 - (b) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (c) he or she is, or may be suffering from mental disorder and either :-
 - (i) is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1980, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs;
 - (d) he or she resigns his or her office by notice;

- (e) he or she shall for more than six months have been absent without permission of the Board of Management from meetings of Board of Management held during that period and the Board of Management resolve that his or her office be vacated;
- (f) the provisions of Article 32(c) above are of effect;
- (g) a Special Resolution of the Members at a General Meeting of the Society is passed to that effect;
- (h) (save for Independent Members) he or she ceases to be a member of the Council of Management of Equity;
- (i) their term of office under 32(a) above expires;
- (j) in the case of Board Members appointed under Article 33 (a) the Council of Management of Equity pass a resolution removing the Board Member from Office; or
- (k) in the case of Board Members appointed under Article 33 (b) the Board of Management pass a resolution removing the Board Member from Office
- (l) in the case of any Executive Director, the individual ceases to be the appointed Chief Executive Officer of the Society,.

PROCEEDINGS OF BOARD OF MANAGEMENT MEMBERS

- 39. Subject to the provisions of the Articles, the Board of Management may regulate their proceedings as they think fit, provided always that a minimum of three meetings are held each year. Two Board Members may, and the Secretary, on the requisition of two Board Members, shall, at any time call a Meeting of the Board of Management. Questions arising at a Meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.
- 40. Subject to a minimum of three the quorum for the transaction of the business of the Board of Management shall be one-third (or the number nearest but not exceeding one-third) of the Board of Management Members for the time being.
- 41. The continuing Board Members or a sole continuing Board Member may act notwithstanding any vacancies in their number, but, if the number of Board Members is less than the number fixed as the quorum, the continuing Board Members or Board Member may act only for the purpose of filling vacancies or of calling a General Meeting.

CHAIR

42. The Board of Management may elect from among their members (other than Independent Members) a Chair and a Vice Chair to hold office from time to time.

ACTS OF BOARD OF MANAGEMENT

43. The Chair or in his or her absence the Vice-Chair shall preside at all meetings of the Board of Management but if the Chair or Vice-Chair is not present within fifteen minutes after the time appointed for holding a meeting of the Board the Board Members present may choose any one of their number to be Chair of the Meeting but for no other purpose.
44. All acts done by a Meeting of Board of Management or of a committee of Board Members or by any person acting as a Board shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board of Management Member, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Board Member and had been entitled to vote.
45. A Resolution in writing, signed by all the Board of Management Members entitled to receive notice of a Meeting of the Board of Management or of a committee of the Board of Management Members shall be as valid and effectual as if it has been passed at a Meeting of the Board of Management or (as the case may be) a committee of Board of Management duly convened and held and may consist of several documents in the like form each signed by one or more Board Members.
46. Save as otherwise provided by the Articles, a Board Member shall not vote at any meeting of Board of Management or of any committee of Board of Management on any resolution concerning a matter in which he had, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Society.
- A Board Member shall not be counted in the quorum present at a Meeting in relation to a Resolution on which he or she is not entitled to vote.
47. If any question arises at a Meeting of Board of Management or of a committee of Board of Management as to the right of a Board Member to vote, the question may, before the conclusion of the Meeting, be referred to the Chair of the meeting and his or her ruling in relation to any Board Member other than himself shall be final and conclusive.

48. Board Members' duty to avoid conflicts of interest

- (a) Subject to the provisions of the Act and for the purposes of section 175 Companies Act 2006, the Board Members may authorise in such manner and on such terms as they think fit any matter proposed to it in which a Board Member and/or any connected persons of a Board Member has or can have, a direct or indirect interest which conflicts, or possibly may conflict, with the interests of the Society. Where such authorisation has been given, the duty of the Board Member in question to avoid conflicts of interest shall not be infringed in relation to that matter. Any such authorisation as described in Article 48 (a) will be effective only if:
- (i) any requirement as to quorum at the meeting at which the matter is considered is met without counting the Board Member in question or any other interested Board Member; and
 - (ii) the matter was authorised without their voting or would have been authorised if their votes had not been counted.
- (b) The Board of Management may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions it expressly imposes but such authorisation is otherwise given to the fullest extent permitted.
- (c) The Board of Management may vary or terminate any such authorisation at any time.
- (d) For the purposes of this Article 48 a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.
- (e) Where a Board Member has or can have, a direct or indirect interest which conflicts, or possibly may conflict, with the interests of the Society and that conflict or possible conflict of interest has been authorised by the Society or by the Board Members in accordance with Article 48, subject to the terms on which any authorisation has been given:
- (i) The Board Member in question may absent himself from meetings of the Board of Management at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed, or from the discussion of any such matter at a meeting or otherwise;

- (ii) The Board Member in question may make arrangements not to receive or read documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the Society; and/or
- (iii) the Board Member in question may act in any way authorised by any guidance for dealing with conflicts of interest issued by the Board Members from time to time

for so long as he reasonably believes such conflict of interest (or possible conflict of interest) subsists and by so doing, the Board Member in question shall not be in breach of the general duties he owes to the Society by virtue of sections 171 to 177 Companies Act 2006.

BORROWING POWERS

49. The Board of Management may exercise all the powers of the Society to borrow or raise money and to mortgage or charge its undertaking and property and subject to Section 80 of the Act to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Society or of any third party.

SECRETARY

50. Subject to the provisions of the Act, the Board of Management may appoint any person to be the Secretary for such term, and upon such conditions as they think fit, and any Secretary so appointed may be removed by resolution of the Board of Management.

MINUTES

51. The Board of Management shall cause Minutes to be made and books kept for the purpose :-
- (a) of all appointments of officers made by the Board of Management;
 - (b) of the names of the Board Members present at each Meeting of the Board of Management and of any committee of the Board of Management;
 - (c) of all proceedings of Meetings of the Society.

THE SEAL

52. The Seal shall only be used by the authority of the Board of Management or of a committee of the Board of Management authorised by the Board of Management. The Board of Management may determine who shall sign any instrument to which

the Seal is affixed, and unless otherwise so determined every such instrument shall be signed by a Board Member and by the Secretary or by a second Board Member.

ACCOUNTS

53. The accounting records of the Society shall be open to the inspection of any officer of the Society. No Member shall (as such) have any right of inspecting any accounting records or other book of documents of the Society except as conferred by statute or authorised by the Board of Management or by Ordinary Resolution of the Society.

NOTICES

54. Form of Notices

Any notice, document or information to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Board) shall be in writing, or shall be given using electronic / website communications to an address for the time being notified for that purpose to the person giving the notice. In this Article 54 and in Article 55 "address" in relation to electronic communication includes any number or address used for the purposes of such communication.

55. Service of notice, document or information on Members

- (a) Any notice, document or information (including a share certificate) may be given or delivered by the Society to any Member entitled to receive the same by the Society either:
- (i) personally;
 - (ii) by sending it through the post in a prepaid envelope addressed to that Member at his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Society as his address for the service of notices, documents or information or by delivering it to such address addressed to that Member;
 - (iii) subject to the Member consenting to the giving or delivery of that notice, document or information, using electronic communications, by giving it using electronic communications to an address for the time being notified to the Society by that Member for general or specific purposes; or

- (iv) subject to the provisions of the Acts, by making it available on a website provided that the requirements in Article 55 (b) are satisfied.
- (b) The requirements referred to in Article 55 (a) (iv) are:
 - (i) The Member has agreed (generally or specifically) that the notice, document or information may be sent or supplied to him by being made available on a website (and has not revoked that agreement), or the Member has been asked by the Society to agree that the Society may send or supply notices, documents and information generally, or the notice, document or information in question, to him by making it available on a website and the Society has not received a response within the period of 28 days beginning on the date on which the Society's request was sent and the Member is therefore taken to have so agreed (and has not revoked that agreement);
 - (ii) The Member is sent notification of the presence of the notice, document or information on a website, the address of that website, the place on that website where it may be accessed, and how it may be accessed ('notification of availability'),
 - (iii) In the case of a notice of meeting, the notification of availability states that it concerns a notice of a Society meeting, specifies the place, time and date of the meeting, and states it will be a General Meeting;
 - (iv) The notice, document or information continues to be published on that website, in the case of a notice of the meeting, throughout the period beginning with a date of the notification of availability and ending with the conclusion of the meeting and in all other cases throughout the period specified by any applicable conclusion of the Acts, or, if no such period is specified, throughout the period of 28 days beginning with the date on which the notification of availability is sent to the Member, save that if the notice, document or information is made available for part only of that period then failure to make it available throughout that period shall be disregarded where such failure is wholly attributable to circumstances which it would not be reasonable to have expected the Society to prevent or avoid.
- (c) In respect of joint holdings all notices, documents and information shall be given to the joint holder whose name stands first in the Register in respect of

such joint holding, and notice so given shall be sufficient notice to all the joint holders. For that purpose, a joint holder having no registered address in the United Kingdom for the service of notices shall be disregarded except to the extent that the Society intends to give a notice, document or information using electronic communications or by being made available on a website and the joint holder has consented (binding upon all joint holders) to the giving or delivery of that notice, document or information by electronic communications or by being made on a website and he has notified the Society of an address for that purpose.

- (d) Where a Member (or, in the case of joint holders, the person first named in the Register) has a registered address outside the United Kingdom but has notified the Society of an address within the United Kingdom at which notices, documents or other information may be given to him, he shall be entitled to have notices given to him at that address or an address to which notices may be sent using electronic communications, but otherwise no such Member shall be entitled to receive any notice, document or information from the Society.
- (e) If on three consecutive occasions notices, documents or other information have been sent through the post to any Member at his registered address or his address for the service of notices but have been returned undelivered, such Member shall not thereafter be entitled to receive notices, documents or other information from the Society until he shall have communicated with the Society and supplied in writing a new registered address or address within the United Kingdom for the service of notices.

DISSOLUTION

- 56. Clause 8 of the Memorandum of the Society in relation to winding up and dissolution shall have effect as if the provisions thereof were repeated in these Articles.