

The Companies Act 2006

Community Interest Company Limited by Guarantee

Articles of Association¹

of

Fellowship of Animal Behaviour Clinicians C.I.C.

(CIC Limited by Guarantee, Schedule 1, Large Membership)

The Companies Act 2006

Community Interest Company Limited by Guarantee

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INTERPRETATION

1. Defined Terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at end of the Articles.

COMMUNITY AND INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

The Company is to be a community interest company.

3. Asset Lock²

3.1 The Company shall not transfer any of its assets other than for full consideration.

3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:

- a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and
- b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company.

3.4 If:

- a) the Company is wound up under the Insolvency Act 1986; and
- b) all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body specified in Article 3.5 below.

3.5 For the purposes of this Article 3, the following asset-locked body is specified as a potential recipient of the Company's assets under Articles 3.2 and 3.4:

Name: British Veterinary Association Animal Welfare Foundation

Charity Registration Number (if applicable): 287118

Registered Office: BVA Animal Welfare Foundation, 7 Mansfield Street, London, W1G 9NQ³

4. Not for profit

The Company is not established or conducted for private gain: any surplus or assets are used principally for the benefit of the community.

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. Objects⁴

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to:

- 5.1 Promote the highest standard of practice in clinical animal behaviour and support independent accreditation of clinical animal behaviourists conforming to standards set by the Animal Behaviour and Training Council and the Royal College of Veterinary Surgeons
- 5.2 Forward the interests of the Certificated Clinical Animal Behaviourist; supporting a network of Certificated Clinical Animal Behaviourists and those training to become Certificated Clinical Animal Behaviourists
- 5.3 Inspire and nurture the relationship between people and animals, promoting the human-animal bond and the emotional well-being of animals

6. Powers

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

7. Liability of members⁵

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

- 7.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member;
- 7.2 payment of the costs, charges and expenses of winding up; and
- 7.3 adjustment of the rights of the contributories among themselves.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

8. Directors' general authority

- 8.1 Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company. The Directors shall not effect any policy, or any changes to any policy, and in particular to the Finance Policy, the Privacy Policy, the Anti-Bullying and Harassment Policy, the Governance Principles and the Code of Conduct, without first giving notice of such policy or change of policy to all the Members and publishing the same on the Company's website.
- 8.2 There will be a minimum number of four Directors and a maximum number of twenty Directors, of which at least two will be Certificated Members.

9. Members' reserve power

- 9.1 The members may, by special resolution, at a General Meeting, direct the Directors to take, or refrain from taking, specific action.
- 9.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

10. Chair

- 10.1 The company has no permanently elected chair. At each meeting, a chair is appointed by the Directors present (including any Alternate Directors) from one of their number on a rolling alphabetical basis as per Article 10.2-10.4. The term of the chair does not extend beyond the end of that meeting. The appointed chair is a different Director to whomever was appointed as the chair at the last meeting.
- 10.2 The rolling basis for the chair from meeting to meeting (regardless of whether the meeting is a Directors' meeting or general meeting) should be in alphabetical surname order from the Directors present, except if:
- a) the appointed Director has a Conflict of Interest with the business of the meeting (see Articles 20-22);
 - b) or the appointed Director cannot chair the meeting for another valid reason as agreed upon by a quorum of Directors;
- then the chair is passed to the next Director who is present at the meeting in alphabetical surname order. At the next meeting, the chair is passed to the next Director present in alphabetical surname order, rather than reverting to the Director whose turn was missed. General meetings fall within the same alphabetical rotation as Directors' meetings. The name of the chair of each meeting will need to be minuted.
- 10.3 If the chair of the meeting finds themselves to have a Conflict of Interest part way through a meeting, then the chair is passed to the next Director present in alphabetical

surname order for the rest of that meeting. At the next meeting, the chair is passed to the next Director present in alphabetical surname order.

- 10.4 When a new Director is appointed (including at a general meeting) the alphabetical surname rotation does not restart at the next meeting from the letter 'A', but instead continues in accordance with Articles 10.2-10.3.
- 10.5 When a meeting is adjourned, a new chair is appointed at the next meeting in accordance with Articles 10.2-10.3.

11. Directors may delegate⁶

- 11.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:
- a) to such person or committee in the first instance to members of the Company, unless expertise or commitment cannot be found from within the membership;
 - b) by such means (including by power of attorney);
 - c) to such an extent;
 - d) in relation to such matters or territories; and
 - e) on such terms and conditions;
- as they think fit.
- 11.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 11.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

12. Committees

- 12.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- 12.2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

13. Directors to take decisions collectively⁷

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 19.

14. Calling a Directors' meeting

- 14.1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.
- 14.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:
- a) all the Directors agree; or
 - b) urgent circumstances require shorter notice.
- 14.3 Notice of Directors' meetings must be given to each Director.
- 14.4 Every notice calling a Directors' meeting must specify:
- a) the place, day and time of the meeting; and
 - b) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 14.5 Notice of Directors' meetings need not be in Writing.
- 14.6 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

15. Participation in Directors' meetings

- 15.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
- a) the meeting has been called and takes place in accordance with the Articles; and
 - b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 15.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.⁸
- 15.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

16. Quorum for Directors' meetings⁹

- 16.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 16.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors. Unless otherwise fixed, the quorum is strictly more than half of the total number of Directors and must include at least two Directors who are also Certificated

Members. However, quorum must never be fewer than two and these two Directors must be Certificated Members.

- 16.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
- a) to appoint further Directors; or
 - b) to call a general meeting so as to enable the members to appoint further Directors.

17. Chairing of Directors' meetings

The Directors will appoint a Chair of each meeting, in accordance with Article 10.

18. Decision making at a meeting¹⁰

- 18.1 Questions arising at a Directors' meeting shall be decided by a majority of votes.
- 18.2 Subject to Article 18.3, in all proceedings of Directors each Director must not have more than one vote.¹¹
- 18.3 In case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

19. Decisions without a meeting¹²

- 19.1 The Directors may take a unanimous decision without a Directors' meeting by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.
- 19.2 A decision which is made in accordance with Article 19.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
- a) approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;
 - b) following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 19.2;
 - c) the date of the decision shall be the date of the communication from the Recipient confirming formal approval;
 - d) the Recipient must prepare a minute of the decision in accordance with Article 52.

20. Conflicts of interest¹³

- 20.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.
- 20.2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.
- 20.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 19 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 21, he or she must:
- a) remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;
 - b) not be counted in the quorum for that part of the meeting; and
 - c) withdraw during the vote and have no vote on the matter.
- 20.4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

21. Directors' power to authorise a conflict of interest

- 21.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:
- a) in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 20.3;
 - b) in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;
 - c) the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation; and
- 21.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 21.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

21.3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 21.1 (subject to any limits or conditions to which such approval was subject).

22. Register of Directors' interests

The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

23. Appointment and removal of alternates

23.1 Any director (the "appointor") may appoint as an alternate any other director, or any other person approved by resolution of the directors, to:

- a) exercise that director's powers, and
- b) carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's appointor.

23.2 Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors.

23.3 The notice must:

- a) identify the proposed alternate, and
- b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

24. Rights and responsibilities of alternate directors

24.1 An alternate director has the same rights, in relation to any directors' meeting or directors' written resolution, as the alternate's appointor.

24.2 Except as the articles specify otherwise, alternate directors:

- a) are deemed for all purposes to be directors;
- b) are liable for their own acts and omissions;
- c) are subject to the same restrictions as their appointors; and
- d) are not deemed to be agents of or for their appointors.

24.3 A person who is an alternate director but not a director:

- a) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and

- b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).

No alternate may be counted as more than one director for such purposes.

24.4 An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company.

25. Termination of alternate directorship

An alternate director's appointment as an alternate terminates:

- a) when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
- b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
- c) on the death of the alternate's appointor; or
- d) when the alternate's appointor's appointment as a director terminates, except that an alternate's appointment as an alternate does not terminate when the appointor retires at a general meeting and is then re-appointed as a director at the same general meeting.

APPOINTMENT AND RETIREMENT OF DIRECTORS¹⁴

26. Methods of appointing directors

26.1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.

26.2 Subject to the paragraphs below, the Company may by ordinary resolution appoint a Member who is willing to act to be a Director, either to fill a vacancy or as an additional Director. A vote in such circumstances is required even if there is only one person willing to act as a Director.

26.3 A Director so appointed shall hold office until the second Annual General Meeting after their appointment or until they otherwise cease to be a Director under the provisions of these Articles.

26.4 A Director retiring at an Annual General Meeting shall be eligible for re-election.

26.5 No person may be appointed or reappointed a Director at any general meeting unless:

- a) they are recommended by the Directors; or

- b) not less than fourteen clear days before the date of the meeting a notice in writing (by post or electronically) signed by the proposed Director expressing their willingness to be a Director has been given to the Company; or
 - c) the proposed Director make their willingness known at a general meeting of the Company.
- 26.6 Not less than seven clear days before the date of the meeting notice must be given to all who are entitled to notice of the meeting of every person who is recommended by the Directors or volunteered in accordance with the above provisions for appointment or reappointment as a Director at the meeting.
- 26.7 In any case where, as a result of death, the Company has no members and no Directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a member.
- 26.8 For the purposes of Article 26.7, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

27. Termination of Director's appointment¹⁵

A person ceases to be a Director as soon as:

- a) that person ceases to be a Director by virtue of any provision of the Companies Acts, or is prohibited from being a Director by law;
- b) a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- d) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect);
- e) the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason;
- f) at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views;
- g) the Director has held office until the second Annual General Meeting after their appointment and is not re-appointed
- h) Article 28 applies and is followed.

Once that person ceases to be a Director, they should make themselves available to answer any questions about their previous role within the Company for a handover period of 90 days.

28. Co-opting Directors

- 28.1 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director. A Director so appointed may hold office only until the next general meeting. If not elected at that general meeting, they cease to be a Director at the end of the meeting.
- 28.2 Before co-option of a Director, the Directors need to announce the need for volunteers for a Director's appointment to all the members of the Company in writing, either electronically and/or by post. After 14 days, if there are not enough volunteers for the required number of Directors, then the Directors need to again in writing seek out volunteers from amongst all the members of the Company. After another 14 days, if there are still no available volunteers, then the Directors have the power to co-opt any member of their choosing.
- 28.3 In exceptional circumstances, Directors may immediately appoint a person as a Director who is not a member of the Company as long as:
- a) It is agreed that the Company is in exceptional circumstances at a Directors' meeting or at a general meeting; and
 - b) The Directors in advance stipulate the date at which this Director's appointment will be terminated. This date may later be changed by ordinary resolution at a general meeting.

FINANCES

29. Directors' remuneration¹⁶

- 29.1 Directors may undertake any services for the Company that the Directors decide and may be remunerated in accordance with the Finance Policy.
- 29.2 Unless the Directors decide otherwise, Directors and members of the Company are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

30. Directors' expenses

The Company may pay any reasonable expenses in accordance with the Finance Policy which the Directors properly incur in connection with their attendance at:

- a) meetings of Directors or committees of Directors;
- b) general meetings; or
- c) separate meetings of any class of members or of the holders of any debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

MEMBERS¹⁷

BECOMING AND CEASING TO BE A MEMBER¹⁸

31. Becoming a member¹⁹

- 31.1 The subscribers to the Memorandum are the first members of the Company.
- 31.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.
- 31.3 No person shall be admitted a member of the Company unless he or she is approved by the Directors.
- 31.4 Every person who wishes to become a member shall deliver to the Company an application for membership executed by him or her and in such form (and containing such information) as the Directors require .
- 31.5 The Company has a number of membership categories, the descriptions, rights and subscription fees for which are listed on the Company's website and in the Company's Governance Principles.
- 31.6 The Company's membership categories and their associated rights, privileges, obligations, fees and criteria shall be determined by the Directors of the Company.
- 31.7 The Directors may establish a Membership Sub-committee under the provisions of Article 11 to advise on membership criteria and to administer and approve applications for membership as set out in the Company's Governance Principles.
- 31.8 Every person who wishes to become a member of the Company shall apply for membership to one membership category only.
- 31.9 Members may move between membership categories, but they may not be members of more than one category at any one time.
- 31.10 Members shall be required, on successful completion of their membership application, to pay membership fees as set out in the Company's Governance Principles.

32. Termination of membership²⁰

- 32.1 A member may at any time resign from membership of the Company by giving written notice to the Company electronically or by post.
- 32.2 Membership is not transferable to anyone else.
- 32.3 Membership is terminated if:
 - a) the member dies or ceases to exist;

- b) the member fails to pay their membership fees as per the Company's Governance Principles;
- c) otherwise in accordance with the Articles; or
- d) at a meeting of the Directors at which at least two thirds of the Directors are present, a resolution is passed resolving that the member is expelled, because:
 - i. the member no longer fulfils the criteria for their membership category as set out by the Company's Governance Principles; or
 - ii. the member has breached the Code of Conduct, Anti-Bullying and Harassment Policy and/or Finance Policy and a complaint has been upheld against them following the complaints procedure outlined in the Code of Conduct and the Directors conclude that expulsion is necessary. If the complaint relates to a Director of the Company, that Director should be excluded from considering the complaint. In that scenario, other Directors, a Conduct Subcommittee (as per the Code of Conduct), or appropriate external professionals should be instructed to consider the complaint or arbitrate. However, a quorum of Directors (excluding the Director related to the complaint) at a Directors' meeting or a quorum of members at a general meeting can decide otherwise.

32.4 Member expulsion resolutions may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution will nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her.

ORGANISATION OF GENERAL MEETINGS²¹

33. General meetings

- 33.1 The Directors may call a general meeting at any time.
- 33.2 Annual General Meetings (AGMs) must be held at least 10 months apart and not more than 18 months apart.
- 33.3 The Directors must call a general meeting if required to do so by the members under the Companies Acts (Section 303). The required percentage of members is 10% unless more than twelve months has elapsed since the end of the last general meeting, in which case the required percentage of members is 5%. The members must make their request to the Directors in writing, either electronically and/or by post and the request must be undersigned by each member making the request.²²
- 33.4 When four or fewer Directors exist, or when four or fewer Directors exist and they agree to co-opt other Directors, a general meeting is required to be held within 90 days.
- 33.5 When Article 28.3 is enacted, a general meeting is required to be held within 90 days.

- 33.6 In addition to the transaction of any resolution(s) brought to the meeting by Directors or Members of the Company, the content of any Annual General Meeting (this does not include Extraordinary General Meetings) must include, in this order:
- a) a report from the Directors,
 - b) a Financial Report and Accounts,
 - c) any issues for discussion submitted to the Directors by any Members prior to the meeting,
 - d) invitation to the floor to offer items for Any Other Business and transaction of Any Other Business,
 - e) and election of any Directors (as per Articles 26-28).

34. Length of notice

All general meetings must be called by either:

- 34.1 at least 14 Clear Days' notice, unless it is an Annual General Meeting, in which case 21 Clear Days' notice is required; or
- 34.2 shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

35. Contents of notice

- 35.1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and must include a preliminary meeting Agenda both specifying the general nature of the business to be transacted as well as a request for members to submit any other issues they would like discussed to be added to the Agenda.
- 35.2 Members comprising not less than 10% of the members entitled to attend and vote may add other issues to the Agenda by giving notice not less than one week before the general meeting. Any such additions to the Agenda must be circulated to the members not less than 5 days prior to the general meeting.
- 35.3 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 35.4 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting.

36. Service of notice

Notice of general meetings must be given to every member, to the Directors and to the auditors of the Company.

37. Attendance and speaking at general meetings

- 37.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 37.2 A person is able to exercise the right to vote at a general meeting when:
- a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - b) that person's electronic, in person or by proxy vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 37.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 37.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 37.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

38. Quorum for general meetings

- 38.1 No business (other than the appointment of the chair of the meeting) may be transacted at any general meeting unless a quorum is present.
- 38.2 20% of the total membership (represented electronically, or in person, by proxy or otherwise) shall be a quorum.
- 38.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to such time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

39. Chairing general meetings

- 39.1 The Chair is nominated by the Directors as Chair as per under Article 10.
- 39.2 If no Director is willing to act as chair of the meeting, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of their number to be chair of the meeting, save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting.

40. Attendance and speaking by Directors and non-members

- 40.1 A Director may, even if not a member, attend and speak at any general meeting.
- 40.2 The chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

41. Adjournment

- 41.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- a) the meeting consents to an adjournment; or
 - b) it appears to the 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.
- 41.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 41.3 When adjourning a general meeting, the chair of the meeting must:
- a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and
 - b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 41.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven Clear Days' notice of it:
- a) to the same persons to whom notice of the Company's general meetings is required to be given; and
 - b) containing the same information which such notice is required to contain.
- 41.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

42. Voting: general

- 42.1 A resolution put to the vote of a general meeting show of hands and or electronic votes unless a poll is duly demanded in accordance with the Articles.
- 42.2 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.²³
- 42.3 Article 42.2 shall not prevent a person who is a proxy for a member from voting at a general meeting of the Company.

43. Votes

- 43.1 On a vote on a resolution on a show of hands and or electronic votes at a meeting every person present in person (whether a member, or proxy of a member) and entitled to vote shall have a maximum of one vote.
- 43.2 On a vote on a resolution on a poll at a meeting every member present in person or by proxy shall have one vote.
- 43.3 In the case of an equality of votes, whether on a show of hands, electronic votes, or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.
- 43.4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Company have been paid.

44. Poll votes

- 44.1 A poll on a resolution may be demanded:
- a) in advance of the general meeting where it is to be put to the vote; or
 - b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 44.2 A poll may be demanded by:
- a) the chair of the meeting;
 - b) the Directors;
 - c) two or more persons having the right to vote on the resolution;
 - d) any person, who, by virtue of being appointed proxy for one or more members having the right to vote at the meeting, holds two or more votes; or
 - e) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 44.3 A demand for a poll may be withdrawn if:
- a) the poll has not yet been taken; and
 - b) the chair of the meeting consents to the withdrawal.

- 44.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

45. Errors and disputes

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

45.2 Any such objection must be referred to the chair of the meeting whose decision is final.

46. Content of proxy notices

46.1 Proxies may only validly be appointed by a notice in writing (a “Proxy Notice”) which:

- a) states the name and address of the member appointing the proxy;
- b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
- c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

46.2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

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

46.4 Unless a Proxy Notice indicates otherwise, it must be treated as:

- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

47. Delivery of proxy notices

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

47.2 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.

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

48. Amendments to resolutions

48.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- a) notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48

hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and

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

48.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, 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.

48.3 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.

WRITTEN RESOLUTIONS

49. Written resolutions

49.1 Subject to Article 49.3, a written resolution of the Company passed in accordance with this Article 49 shall have effect as if passed by the Company in general meeting:

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

b) A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.

49.2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.

49.3 A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.

49.4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts.

49.5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution.

- a) If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature.
 - b) If the Document is sent to the Company by Electronic Means, it is authenticated if the identity of the member is confirmed in a manner agreed by the Directors.
- 49.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 49.7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

50. Means of communication to be used

- 50.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 50.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.
- 50.3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours.

51. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

52. Minutes

- 52.1 The Directors must cause minutes to be made in books kept for the purpose:
- a) of all appointments of officers made by the Directors;
 - b) of all resolutions of the Company and of the Directors; and
 - c) of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings

- 52.2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.
- 52.3 A summary of the minutes of at least the Board of Directors meetings should be made available on publication to all members of the Company.

53. Records and accounts²⁴

The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of:

- 53.1 annual reports;
- 53.2 annual returns; and
- 53.3 annual statements of account.

54. Indemnity

- 54.1 Subject to Article 54.2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:
 - a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
 - b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and
 - c) any other liability incurred by that Director as an officer of the Company or an associated company.
- 54.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 54.3 In this Article:
 - a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - b) a "relevant Director" means any Director or former Director of the Company or an associated company.

55. Insurance

55.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

55.2 In this Article:

- a) a “relevant Director” means any Director or former Director of the Company or an associated company;
- b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the company or associated company; and
- c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

56. Exclusion of model articles

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

SCHEDULE
INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1.1 “Address”	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
1.2 “Anti-Bullying and Harassment Policy”	The Company’s Anti-Bullying and Harassment Policy for the time being in effect as set out on the Company’s website;
1.3 “Articles”	the Company’s articles of association;
1.4 “asset-locked body”	means (i) a community interest company, a charity ²⁵ or a Permitted Industrial and Provident Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those;
1.5 “bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
1.6 “Certificated Members”	include Members who have achieved the standard of Clinical Animal Behaviourist as set out by the Animal Behaviour and Training Council (ABTC) having been assessed by an accreditation body that is external of and operates independently to any Practitioner Organisation, to which they may belong, as meeting that standard and which is approved by the Royal College of Veterinary Surgeons (RCVS). OR Members who are listed as Certificated Clinical Animal Behaviourists on the Register of that name held by the Association for the Study of Animal Behaviour (ASAB). OR Members who do not attain membership by means as listed above and are living and practising in clinical animal behaviour outside

	the United Kingdom, are assessed by an accreditation body that is external of and operates independently to any Practitioner Organisation (whether in their country of residence or not) to an equivalent or higher standard than ABTC CAB, as considered appropriate by the Directors of the Company and subject to approval by ABTC or ASAB.
1.7 “Chair”	has the meaning given in Article 10;
1.8 “chairman of the meeting”	has the meaning given in Article 39;
1.9 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.10 “Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.11 “Code of Conduct”	The Code of Conduct for members of the Company for the time being in effect as set out on the Company’s website;
1.12 “community”	is to be construed in accordance with accordance with Section 35(5) of the Company’s (Audit) Investigations and Community Enterprise) Act 2004;
1.13 “Companies Acts”	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.14 “Company”	Fellowship of Animal Behaviour Clinicians C.I.C.
1.15 “Conflict of Interest”	any direct or indirect interest of a Director or delegated person (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;
1.16 “Director”	a director of the Company, and includes any person occupying the position of director, by whatever name called;
1.17 “Document”	includes, unless otherwise indicated, any Document sent or supplied in Electronic Form;
1.18 “Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.19 “FABC”	an acronym for the Fellowship of Animal Behaviour Clinicians C.I.C.

1.20	“Finance Policy”	The Company’s Finance Policy for the time being in effect as set out on the Company’s website;
1.21	“Governance Principles”	The Company’s Governance Principles for the time being in effect as set out on the Company’s website;
1.22	“Hard Copy Form”	has the meaning given to it in the Companies Act 2006;
1.23	“Memorandum”	the Company’s memorandum of association;
1.24	“paid”	means paid or credited as paid;
1.25	“participate”	in relation to a Directors’ meeting, has the meaning given in Article 15;
1.26	“Permitted Industrial and Provident Society”	an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
1.27	“Practitioner Organisation”	is a trade body, industry group or professional association founded and funded by businesses and/or self-employed professionals that operate in a particular industry, such as clinical animal behaviour whose objective is to represent their members to the wider industry and the public.
1.28	“Privacy Policy”	The Company’s Privacy Policy for the time being in effect as set out on the Company’s website;
1.29	“Proxy Notice”	has the meaning given in Article 46;
1.30	“the Regulator”	means the Regulator of Community Interest Companies;
1.31	“Secretary”	the secretary of the Company (if any);
1.32	“specified”	means specified in the memorandum and articles of association of the Company for the purposes of this paragraph;
1.33	“Stakeholder Representative”	the individual nominated by a particular group, company or organisation that has an interest in and supports the Company’s objectives (Article 5) in some way. Such an individual may represent the stakeholder organisation’s viewpoint and be invited to speak at meetings of

	the Company, but they do not have a right to vote at such meetings.
1.34 “subsidiary”	has the meaning given in section 1159 of the Companies Act 2006;
1.35 “transfer”	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property; and
1.36 “Writing”	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.

2. Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Company.

Explanatory Notes : CIC Limited by Guarantee, Schedule 1, Large Membership

¹ On articles of association generally, see [Part 5] of the Regulator’s information and guidance notes. If you are an existing company wishing to become a community interest company, there is no need to adopt completely new articles, but you must comply with the requirements of the Community Interest Company Regulations 2005 (as amended) (“the Regulations”) by including the provisions set out in Schedule 1 to the Regulations in the articles of your company.

² See [Part 6] of the Regulator’s information and guidance notes. Inclusion of the provisions contained in article 3.1 to 3.3 is mandatory, reflecting sub-paragraphs (1) to (3) of paragraph 1 of Schedule 1 to the Regulations.

³ See regulation 23 of the Regulations and [Parts 6 and 10] of the Regulator’s information and guidance notes. If the company does not specify that the remaining residual assets are to be transferred to a particular Asset Locked Body, an appropriate recipient will be chosen by the Regulator, in consultation with the company’s directors and members.

⁴ On the specification of the company’s objects, see [Part 5] of the Regulator’s information and guidance notes.

⁵ On limited liability, see [Part 3] of the Regulator’s information and guidance notes. On guarantees generally see [Chapter 3.2] of the Regulator’s information and guidance notes.

⁶ Articles 11 and 12 allow the directors to delegate any of their functions. Delegation may take the form of, for instance, the Directors giving a managing director general authority to run the company’s day to day business, or responsibility for specific matters being delegated to particular directors (e.g. financial matters to a finance director); or may be equally appropriate to delegate matters to persons other than Directors. In all cases, it is important to remember that delegation does not absolve Directors of their general duties towards the company and their overall responsibility for its management. This means, amongst other things, that Directors must be satisfied that those to whom responsibilities are delegated are competent to carry them out.

⁷ Article 13 states that the Directors must make decisions by majority at a meeting in accordance with article 15; or unanimously if taken in accordance with article 19.

⁸ Article 15.2 is designed to facilitate the taking of decisions by the directors communicating via telephone or video conference calls. Note the requirement to keep a written record of meetings and decisions (article 48).

⁹ The quorum may be fixed in absolute terms (e.g. “two Directors”) or as a proportion of the total number of Directors (e.g. “one third of the total number of Directors”). You may even wish to stipulate that particular named Directors, or Directors representing particular stakeholder interests, must be present to constitute a quorum. In any event, it is recommended that the quorum should never be less than half of the total number of Directors.

¹⁰ Article 18 reflects paragraph 4 of Schedule 1 to the Regulations, which is required to be included in the articles of all community interest companies.

¹¹ You may wish to include a provision which gives the chair of the board a casting vote. This will enable the directors to resolve any deadlock at board level.

¹² Article 19 is designed to facilitate the taking of decisions by directors following discussions in the form of, for example, email exchanges copied to all the directors. Note the requirements as to recording the decision in articles 19.2 and 48.

¹³ The provisions in articles 20 and 21 reflect the position under the Companies Act 2006. However, it is recommended that, as a matter of good practice, all actual and potential conflicts of interest are disclosed in writing or at a meeting, as the case may be.

¹⁴ Private companies are obliged to have at least one director. Provisions can be inserted into the articles providing for a minimum number of directors. Where the company has just one director, that director must be a natural person. You may wish to consider whether provision should also be made for a maximum number of directors (eg. “and the total number of directors in office at any one time shall not exceed four”). While it is often important to ensure proper representation of a number of different groups on a board of directors, very large boards can become unwieldy and a maximum number of directors provision may help to guard against this.

¹⁵ The board of directors cannot remove a director other than in accordance with the provisions in article 24 and the Companies Act 2006.

¹⁶ See the guidance on directors’ remuneration in [Part 9] of the Regulator’s information and guidance notes.

¹⁷ See section 112 of the Companies Act 2006. A company’s members are (i) the subscribers to its memorandum; and (ii) every other person who agrees to become a member of the company and whose name is entered in its register of members.

¹⁸ There is no need for all those who wish to become Members to subscribe to the Memorandum on incorporation; they can become Members and be entered in the register of Members after the company has been formed.

¹⁹ Inclusion of the provisions in article 27 (reflecting paragraphs 2(1)-(4) of Schedule 1 to the Regulations) is mandatory. [Directors should ensure that the information to be included on an application form includes all the information which will be required to fill in Companies House Form [288a] on the appointment of the new Member as a Director (see <http://www.companieshouse.gov.uk/forms/generalForms/288A.pdf>).].

²⁰ Inclusion of the provisions of article 28.1 and 28.2.1 – 28.2.2 (reflecting sub-paragraphs (5) and (6) of paragraph 2 of Schedule 1 to the Regulations), is mandatory.

²¹ The Companies Act 2006 has removed the need for private companies to hold annual general meetings and therefore these Articles follow suit; however, if you wish, you can insert an additional provision which obliges the company to hold annual general meetings.

²² Article 29.2 provides that general meetings must be held in accordance with the provisions of the Companies Act 2006. You must specify how many Members are required to be present to hold a valid general meeting. The quorum may be fixed in absolute terms (e.g. “four Members”) or as a proportion of the total number of Members (e.g. “three quarters of the Members from time to time”). You may even wish to stipulate that particular named Members, or Members representing particular stakeholder interests, must be present to constitute a quorum. In any event, it is recommended that the quorum should never be less than half of the total number of Members.

²³ Inclusion of article 38.2 (reflecting paragraph 3(1) of Schedule 1 to the Regulations) is mandatory.

²⁴ See the Companies House guidance booklet, “Accounts and Accounting Reference Dates” (available online at <http://www.companies-house.gov.uk/about/gbhtml/gba3.shtml>).] On the annual community interest company report, see [Part 8] of the Regulator’s information and guidance notes.

²⁵ Section 1(1) of the Charities Act 2006 defines “charity” as an institution which “is established for charitable purposes only, and falls to be subject to the control of the High Court in the exercise of its jurisdiction with respect to charities.”.