

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION OF**  
**ROA ISLAND BOATING CLUB LIMITED**

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## **PART 1**

### **INTERPRETATION AND LIMITATION OF LIABILITY**

#### **1. Defined terms**

In the articles, unless the context requires otherwise—

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

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

“C.A.S.C.” has the meaning given in Part 13 of the Corporation Tax Act 2010.

“chairman” has the meaning given in article 13;

“chairman of the meeting” has the meaning given in article 25;

“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;

“The Council” means the Board of Directors;

“Council Meeting” means a duly convened meeting of the Directors;

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

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

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

Ordinary Member means a subscriber to the Company as defined by section 112 of the Companies Act 2006

Associate Member means any individual who is not an Ordinary Member or who has refused Ordinary membership but is allowed to remain as an Associate, including, but not limited to, Temporary Members, junior members and Honorary members;

Officer means a holder of any of the six officer appointments, being the President, the Commodore, the Vice-Commodore, the Rear- Commodore, the Treasurer and the Secretary

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

“participate”, in relation to a Council Meeting, has the meaning given in article 11;

“proxy notice” has the meaning given in article 31;

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

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

and

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

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

## **2. Liability of members**

The liability of each member is limited to £1.00, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

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

## **PART 2**

### **DIRECTORS**

#### **DIRECTORS’ POWERS AND RESPONSIBILITIES**

### **3. Number and Suitability of Directors**

(1) The Company will decide by ordinary resolution the maximum and minimum number of Directors. If the Company does not announce a decision there will be a maximum number of eighteen Directors which will include the Officers. In the absence of any decision, the minimum number of Directors will be six.

(2) Directors' must also be Ordinary Members of the Company.

(3) Six Officers shall be elected from the Ordinary Members. The six Officers shall be the President, the Commodore, the Vice-Commodore, the Rear-Commodore, the Treasurer and the Secretary. Once elected, an Officer shall automatically become a Director. Officers shall serve for a period of one year and shall be entitled to stand for re-election annually.

(4) Directors' shall serve for a maximum period of three years but shall be entitled to stand for re-election as a Director at the end of their term. Directors shall not be entitled to remuneration for their services (save for the payment of reasonable expenses as shall be determined by the Council) save for the Secretary, who may be remunerated at the discretion of the Council for any clerical or other assistance.

#### **4. Directors' general authority**

Subject to the articles, the Council are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company. The Council shall have power from time to time to make, alter and repeal all such Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and in particular the imposition of fines or other disciplinary measures for breach of any Bye Law or any Article of Association of the Company.

#### **5. Members' reserve power**

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

#### **6. Directors may delegate**

- (1) Subject to the articles, the Council may delegate any of the powers which are conferred on them under the articles—
  - (a) to such person, committee or sub committee;
  - (b) by such means (including by power of attorney);
  - (c) to such an extent;
  - (d) in relation to such matters or territories; and
  - (e) on such terms and conditions;  
as they think fit.
- (2) If the Council so specifies, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (3) The Council may revoke any delegation in whole or part, or alter its terms and conditions.

## **7. Committees**

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

### **8. Directors to take decisions collectively**

The general rule about decision-making by directors is that any decision of the Council must be either a majority decision at a meeting or a decision taken in accordance with article 9.

### **9. Unanimous decisions**

- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

### **10. Calling a Council Meeting**

- (1) Any director may call a Council Meeting by giving notice of the meeting to the directors or by authorising the company secretary to give such notice.
- (2) Notice of any Council Meeting must indicate—
  - (a) its proposed date and time;
  - (b) where it is to take place;
- (3) Notice of a Council Meeting must be given to each director, but need not be in writing.

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

### **11. Participation in Council Meetings**

- (1) Subject to the articles, directors participate in a Council Meeting, or part of a Council Meeting, when—
- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) The directors are in attendance at the meeting and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

### **12. Quorum for Council Meetings**

- (1) Where a Council Meeting is unable to proceed by virtue of a lack of a quorum, the Directors shall adjourn the meeting to a date no later than ten working days following the date originally set for the meeting and, if the adjourned meeting is also not quorate, that meeting shall nevertheless be deemed quorate and shall be entitled to conduct business and vote on proposals accordingly.
- (2) The quorum for a Council Meeting shall be four.
- (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.

### **13. Chairing of Council Meetings**

The office of chairman shall be filled by the Commodore of the Company or, where the Commodore is unavailable, by the senior Flag Officer present. In the absence of any suitable senior Flag Officer, the Directors will elect a Chairman from their number.

### **14. Casting vote.**

If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the Council Meeting has a casting vote.

## **15. Conflicts of interest.**

Directors cannot vote on any resolution, - (but shall form part of the quorum at Council Meetings or meetings of committees of the Directors) - if they have declared any direct or indirect interest they may have in the matter under vote, but shall, at the discretion of the Council be allowed to vote if the Council is satisfied that the directors interest cannot reasonably be regarded as likely to give rise to a conflict of interest and provided that they comply at all times with their fiduciary duties.

## **16. Records of decisions to be kept**

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

## **17. Directors' discretion to make further rules**

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

# **APPOINTMENT OF DIRECTORS**

## **18. Methods of appointing directors**

- (1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:
  - (a) by ordinary resolution, or
  - (b) by a decision of the directors.
- (c) Prior to election being put to ordinary resolution, Directors (including Officers) must be nominated for office by at least two Ordinary Members of the Company.
- (d) The name of each member nominated, together with the names of the proposer and seconder, shall be sent in writing to the Secretary of the Company at least ten days before the Annual General Meeting.
- (e) A list of the candidates, with the proposers' and seconders' names, shall be posted in a conspicuous place in the RIBC Ltd clubhouse (Registered Office of the Company) for at least seven days immediately preceding the Annual General Meeting.
- (f) Balloting lists shall be prepared (if necessary) containing the names of the candidates only, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (g) If two or more candidates obtain an equal number of votes another ballot shall, if necessary, be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes, the Directors shall select by lot from such candidates the candidate or candidates who is or are to be elected.



- (h) Where more candidates stand than there are roles to fill, or where there is more than one candidate for any of the officer positions, the Ordinary Members shall be entitled to vote for each role which is to be filled. The method of voting shall be for the Directors to decide.
- (i) Regulation 18 (1) (b) shall be construed accordingly, save that in the event of
  - (1) insufficient candidates standing or
  - (2) any casual vacancies arising among the Officers or Directors,the Council shall be entitled to fill the vacancies at their discretion.

## **19. Termination of director's appointment**

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 Act 2006 or is prohibited from being a director by law;
- (b) A bankruptcy order is made against that person;
- (c) A composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) A registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months.
- (e) A Director wishing to give the Company notification that the Director is resigning from office must lodge that notification in writing at the Company's registered office and, where no date is specified in the notice, that resignation shall be deemed to have been effective forthwith upon receipt.
- (f) The Directors shall be entitled to remove any Director or Officer from office forthwith provided that 75% of the Directors (not including the Director whose removal is proposed) vote in favour of removal at a duly convened Council meeting.
- (g) The office of Director shall be vacated forthwith if a Director ceases to be an Ordinary Member.
- (h) The office of Director shall be vacated forthwith if an Officer ceases to be an Officer for any reason.

## **PART 3**

### **MEMBERS**

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

##### **20. Applications for membership**

No person shall become a member of the company unless—

- (a) that person has completed an application for membership in a form approved by the Directors, and
- (b) the Directors have approved the application.
- (c) Save as set out below, the Directors shall determine when the Company is open to applications for membership and at all other times the Directors shall not be obliged to issue application forms to prospective Members or to consider any application for membership.
- (d) There may be different classes of membership as defined from time to time by the Directors. Ordinary Members shall be subscribers to the Company and shall have full voting rights provided their subscriptions are paid and up to date. Ordinary Members shall also have rights to use all of the facilities of the Company.
- (e) Associates shall include (but not be limited to) Temporary Members, (those visiting or temporarily resident in Furness), Junior Members (those who have not attained the age of 18) and Honorary Members. Associates shall not have voting rights, shall not be entitled to attend General Meetings of the Company or to serve as Directors of the Company.
- (f) Ordinary Membership shall be open to any individual who is entitled to be a member of a guarantee company pursuant to the provisions of the Act.
- (g) The Council shall ensure that any class of membership is open to all without discrimination and shall further ensure that fees or subscriptions charged for use of the Company's facilities are such that they do not pose a significant obstacle to prospective Members.
- (h) Notwithstanding Article 20 (c), save where it is not reasonably practicable to do so, the Council shall ensure that the Company is open to applications for membership as any type of Member at any time. The Council may prescribe the form of application to be used from time to time and shall exercise any discretion over granting membership in such a way as is non-discriminatory and complies both with the Articles.
- (i) Membership shall be on such terms and subject to such conditions as the Council decides from time to time.

## **21. Termination of membership.**

- (1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.
- (4) The Council may at their discretion (reasonably exercised) terminate the membership of any class of member at any time at a duly convened Council Meeting or otherwise in accordance with any bye-laws or policies introduced by the Company to ensure acceptable standards of behaviour including (but not limited to) standards imposed to ensure compliance with the provisions of the Equality Act 2010, save that where the Ordinary Member is also a Director, Article 19 shall apply instead.
- (5) Any Member wishing to resign his or her membership shall give notice in writing to the Secretary at the registered office of the Company on or before the 31st December, failing which he or she shall be liable to pay subscriptions for the whole of the following year.
- (6) Membership shall terminate forthwith if the Member becomes bankrupt, enters into an arrangement with their creditors, fails to abide by the terms and conditions of membership or whose subscriptions (or any part of them) are more than one month in arrears, save that the Council at their discretion (and subject to whatever penalty the Council deems appropriate) may re-instate membership if outstanding subscriptions are paid in full.

## **ORGANISATION OF GENERAL MEETINGS**

### **22. General Meetings.**

The Company shall call at least one General Meeting in every year as an Annual General Meeting.

General Meetings of the Company shall be called:

- (a) Upon the direction of the Council and in accordance with such direction.
- (b) On a requisition signed by 10% of the total number of Ordinary Members or 30 Ordinary Members (whichever is the least), or 5% if more than 12 months has elapsed since the last general meeting stating the general nature of the business to be dealt with at the meeting and may include the text of a resolution that may be properly moved and is intended to be moved at the meeting.
- (c) The general meeting will be called by giving at least 21 days notice.

(d) The Notice of the meeting will be:

- (1) sent to all members entitled to attend and vote at a general meeting.
- (2) displayed in the RIBC Ltd Club house. (Registered Office)
- (3) on the RIBC Ltd web site.

and will state the following information:

- (1) The time and date of the meeting
- (2) The place of the meeting.
- (3) The general nature of the business to be dealt with at the meeting.
- (4) Any ordinary or special resolutions that may be properly moved and are intended to be moved at the meeting.
- (5) The right to appoint a proxy to attend, speak and vote at the meeting.

### **23. Attendance and speaking at general meetings**

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

(2) An Ordinary Member is able to exercise the right to vote at a general meeting when—

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

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

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

### **24. Quorum for general meetings.**

(1) The quorum for general meetings may be fixed from time to time by a decision of the Council, but it must never be less than fifteen, and unless otherwise fixed it is fifteen.

(2) No business is to be transacted at a general meeting if the persons attending it do not constitute a quorum save for the appointment of a Chairman if, for any reason, the usual Chairman (who shall be the Commodore or the senior Flag Officer if the Commodore is not present).

### **25. Chairing general meetings.**

(1) the chairman shall chair general meetings if present and willing to do so.

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

- (a) the directors present, or
  - (b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

## **26. Attendance and speaking by directors and non-members**

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

## **27. Adjournment**

- (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
  - (a) the meeting consents to an adjournment, or
  - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must—
  - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
  - (a) to the Ordinary Members and any other person to whom notice of the company’s general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain.

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

## **VOTING AT GENERAL MEETINGS**

### **28. Voting: general**

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

### **29. Errors and disputes**

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

### **30. Poll votes**

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

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll on a resolution may be demanded by—

- (a) the chairman of the meeting;
- (b) the Council;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

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

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal.

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

### **31. Content of proxy notices**

- (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
  - (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **32. Delivery of proxy notices**

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer’s behalf.

### **33. Amendments to resolutions**

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
  - (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
  - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS**

#### **34. Means of communication to be used**

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



### **35. Company seals**

The Company does not need to have a company seal. If the directors decide that the Company should, the seal must only be used with the approval of the directors or of a directors' committee. The directors may decide who should sign any document the seal is attached to. Unless they make a specific decision, this will be a Director and the company secretary (if any) or two Directors.

### **36. No right to inspect accounts and other records**

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **37. Indemnity**

- (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—
  - (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
  - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
  - (c) any other liability incurred by that director as an officer of the company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article—
  - (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
  - (b) a "relevant director" means any director or former director of the company or an associated company.

### **38. Insurance**

- (1) The Council may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.
- (2) In this article—
  - (a) a “relevant director” means any director or former director of the company or an associated company,
  - (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, 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.

### **39. Dissolution**

In the event of dissolution of the Company and subject always to any rules or obligations imposed by C.A.S.C, (which in the event of any dispute shall take precedence), any net assets of the Company will be applied to any other organisation or Company whose aims and objectives are broadly similar to the aims and objectives of the Company.