

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

A.P.A.G.B.I. LIMITED (“the Company”)

(Adopted by Special Resolution passed on May 12th, 2021)

1. Preliminary

- 1.1 The Regulations contained in Table C of The Companies (Tables A to F) Regulations 1985 shall not apply to this Company, but the following shall be the Regulations of the Company.

2. Interpretation

- 2.1 In these Articles unless inconsistent with the context:-

“**address**” in relation to electronic communications, includes any number or address used for the purposes of such communications;

“**the Articles**” means the articles of association of the Company for the time being in force;

“**Auditors**” means the auditors of the Company from time to time;

“**the CA 2006**” means the Companies Act 2006 to the extent that it is in force from time to time and any statutory amendment thereto;

“**the Council**” means the board of Directors of the Company formed in accordance with these Articles;

“**Director**” means a person who shall be a director of the Company from time to time (for the avoidance of doubt this person may be an Elected Director or a Special Office Holder);

“**Elected Director**” means a person elected in accordance with Article 16 or Article 21 of these Articles;

“**Elected Trainee Representative on the Council**” means the person appointed in accordance with Article 21 of these Articles (and who is for the avoidance of doubt an Elected Director);

“**Full Members**” means the persons defined in Article 10.2;

“**Immediate Past President**” means the person appointed in accordance with Articles 17 and 18 (and who is for the avoidance of doubt a Special Office Holder of the Company);

“**Immediate Past Secretary**” means the person appointed in accordance with Article 19 (and who is for the avoidance of doubt a Special Office Holder of the Company);

“**Immediate Past Treasurer**” means the person appointed in accordance with Article 20 (and who is for the avoidance of doubt a Special Office Holder of the Company);

“**the Office**” means the registered office of the Company from time to time;

“**President**” means the person appointed in accordance with Articles 17 and 18 to be the president of the Company and fulfil the role of chairman (and who is for the avoidance of doubt a Special Office Holder of the Company);

“**President Elect**” means the person appointed in accordance with Articles 17 and 18 (and who is for the avoidance of doubt a Special Office Holder of the Company);

“**Qualifying Members**” means Full, Honorary and Affiliate Members (as if they comprised a single class of members);

“**Secretary**” the person appointed in accordance with Articles 17 and 19 to be the secretary of the Company (and who is for the avoidance of doubt a Special Office Holder of the Company);

“**Special Office Holder**” means a person appointed in accordance with Article 17 of these Articles;

“**Standing Order**” has the meaning set out in Article 24.1; and

“**Treasurer**” means a person appointed in accordance with Articles 17 and 20 of these Articles (and who is for the avoidance of doubt a Special Office Holder of the Company).

- 2.2 Words importing the singular include the plural and vice versa.
- 2.3 Words importing the masculine include the feminine and vice versa.
- 2.4 Save as aforesaid, any words or expressions defined in the CA 2006 shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.
3. The name of the Company is A.P.A.G.B.I. Limited.
4. The Registered Office of the Company will be situated in England.
5. The objects of the Company are to further the study of the science and practice of paediatric anaesthesia, and the proper teaching thereof and towards this end:-
 - 5.1 organise regular scientific meetings;

- 5.2 promote original research in paediatric anaesthesia and encourage its presentation;
- 5.3 provide expert advice to other professional bodies and interested parties on matters pertaining to paediatric anaesthesia;
- 5.4 encourage national and international links with like-minded groups;
- 5.5 collect and disseminate information regarding paediatric anaesthesia;
- 5.6 be active in all matters concerning the furtherance of the science and practice of paediatric anaesthesia; and
- 5.7 represent the views of the Company to any other interested parties

and in furtherance of the objects of the Company as set out above but not further or otherwise the Company shall have the following powers:-

- 5.8 to borrow or raise money on such terms and on such security as may be thought fit;
- 5.9 to take any gift of money, property, whether subject to any special trust or not, for anyone or more of the objects of the Company;
- 5.10 to take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise;
- 5.11 to purchase, take on lease or in exchange, hire or otherwise acquire any heritable, real or personal estate that may be deemed necessary or convenient for any of the purposes of the Company;
- 5.12 to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Company;
- 5.13 to draw, make, endorse, discount, execute and issue promissory notes,

bills, cheques and other instruments and to operate bank accounts;

- 5.14 to employ or appoint all such officers and servants as may be required for the purposes of the Company;
- 5.15 to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit - subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 5.16 to provide a website and to print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects;
- 5.17 to undertake and execute any charitable trusts which may seem directly or indirectly ancillary to any of the objects of the Company;
- 5.18 to subscribe to any charities and to grant donations in cash or assets or to establish support of or lend to or for any charitable purpose or to undertake and execute charitable trusts;
- 5.19 to pay out of the funds of the Company the costs, charges and expenses of the formation of the Company;
- 5.20 to amalgamate with any companies, institutions, societies or associations;
- 5.21 to hold any licence, permit or otherwise in trust for behoof of the proprietor thereof and otherwise engage in any trust relationship;
- 5.22 to do all such other lawful things as are necessary for the attainment of the above objects or any of them;

PROVIDED that:-

- (i) in case the Company shall take or hold any property which may be

subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts; and

- (ii) the Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulations, restriction or condition which if an object of the Company would make it an organisation of employers or an organisation of workers.

6. The liability of the members is limited.
7. Every full member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rates of contributories among themselves, such amount as may be required not exceeding £1.
8. The income and property of the Company, howsoever derived, shall be applied solely towards the promotion of the objects of the Company and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company; provided that nothing herein shall prevent:-
 - 8.1 the payment in good faith of reasonable and proper remuneration and, for the avoidance of doubt reasonable out of pocket expenses, for any services rendered to the Company by any member, officer or servant of the Company who is not a Director; or
 - 8.2 the payment of interest at a rate not exceeding the then current market rate, on money lent by a member of the Company or a reasonable and proper rent or fee for hire for premises leased or hired to the Company

by any member; or

8.3 the reasonable and proper payment for goods supplied to the Company by any of its members; or

8.4 the payment to any Director of reasonable out of pocket expenses incurred on behalf of the Company.

9. If, upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred either outright or in trust to some other trusts, companies, organisations, associations or institutions having objects similar to the objects of the Company and subject to the same or similar restrictions to and which are at least as strict as those contained in Article 8 hereof, such trusts, companies, organisations, associations or institutions to be determined by the members of the Company at or before the time of dissolution.

10. Membership

10.1 Such persons as are admitted to membership in accordance with the Articles shall be Members of the Company.

10.2 Full Members of the Company shall be registered medical practitioners who are consultant anaesthetists, or medical practitioners with an interest in paediatric anaesthesia:-

10.2.1 in the United Kingdom and EIRE (“Home Members”); and

10.2.2 in countries out with the United Kingdom and EIRE (“Overseas Members”)

who contribute to the aims of the Company and who are granted membership pursuant to Article 10.8.

10.3 The Council may at their discretion refuse an application for membership.

- 10.4 The following additional categories of membership shall exist within the Company:-
- 10.4.1 retired membership, which shall be open to full members who have retired from practice and have ceased to pay a subscription (“Retired Members”);
 - 10.4.2 paediatric anaesthetists or others who have made an outstanding contribution to paediatric anaesthesia (“Honorary Members”);
 - 10.4.3 Locum consultants, staff grade and associate specialist anaesthetists and medical practitioners with an interest in paediatric anaesthesia who contribute to the aims of the Company (“Affiliate Members”); and
 - 10.4.4 trainees in anaesthesia (and trainees in other specialties with an interest in paediatric anaesthesia) in the United Kingdom and EIRE who contribute to the aims of the Company (“Trainee Members”).
- 10.5 The Council shall stipulate the rights and restrictions attached to each category of membership from time to time. In the event that the criteria for more than one category of membership apply to an individual, the Council shall determine the most appropriate category of membership for that individual. Where an individual no longer meets the criteria for their current category of membership but meet the criteria for another category of membership, the Council may reclassify their membership to the category whose criteria they meet.
- 10.6 The Company may by ordinary resolution: -
- 10.6.1 create additional categories of membership from time to time and shall stipulate the criteria and conditions attached to every such category of membership;
 - 10.6.2 vary these criteria and conditions from time to time; and
 - 10.6.3 abolish categories of membership of the Company.
- 10.7 Any new person desiring to become a member shall sign and deliver to the Secretary at the Office a written application for admission (“application form”)

in such form as the Council may from time to time require.

- 10.8 After receipt of the application form, it will be reviewed by the Secretary and the Council may at its discretion grant or refuse the application. Grant and refusal of membership shall be notified to applicants in writing. Without limitation to Article 15.5, the Council may delegate to the Secretary the power to grant or refuse membership under this Article 10.8. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. The Secretary will submit regular reports to the Council on the exercise of the power so delegated.
- 10.9 The Council may at its discretion terminate the membership of any Member but the requirements of natural justice shall be respected and a Member shall be entitled to be heard in his or her own defence by the Council or a committee of the Council.
- 10.10 A Member of the Company shall forthwith cease to be a Member:-
- 10.10.1 if he or she shall die;
 - 10.10.2 if he or she shall become bankrupt or insolvent or suspends payment or compounds with his or her creditors;
 - 10.10.3 if he or she, in the reasonable opinion of the Council has become of unsound mind;
 - 10.10.4 if he or she shall resign by giving four weeks' notice in writing to the Company of his or her intention to do so; or
 - 10.10.5 subject to Article 10.5, if he or she no longer meets the criteria for their category of membership (listed in articles 10.2 and 10.4 or as amended or stated from time to time in accordance with these Articles).
- 10.11 Membership of the Company shall not be transferable to another person.

11. Subscriptions and Finance

- 11.1 The Council shall set the level of subscriptions for each category of membership in the Company from time to time and the level of contributions (if any) payable in respect of meetings of the Company.
- 11.2 Every person being or becoming a Member of the Company shall make payment of the amount of annual subscription then current for his or her category of membership as soon as the membership is activated. At the Council's discretion membership applications received towards the end of the Company's financial year will be activated in the next following financial year.
- 11.3 The Council shall control the finance of the Company and be responsible for nominating the Company's bankers.

12. General Meetings

- 12.1 The Council may, whenever it thinks fit, convene a general meeting, and general meetings shall also be convened on such requisition, or in default may be convened by such requisition as provided by sections 303, 304 and 305 of the CA 2006. Normally, 10% of those with voting rights can call such a general meeting.
- 12.2 Subject to the provisions of sections 307, 308 and 309 of the CA 2006, fourteen clear days' notice shall be given for all general meetings. Notice shall be given to all members who under these Articles are entitled to receive notice of meetings of the Company. Notice of meetings shall also be given to the Council and to the Company's auditors (if appointed). For the purpose of these Articles, "clear days" shall be calculated as being exclusive of the day on which the notice is served or deemed served and the date of the meeting.
- 12.3 A general meeting shall, notwithstanding that it is called by shorter notice than specified in the preceding Article, be deemed to have been duly called if it is so agreed by such proportion of the members as is prescribed in the CA 2006.
- 12.4 A general meeting:
- 12.4.1 need not be held at any particular place.
 - 12.4.2 may be held, and any votes may be permitted to be cast, by electronic means or any other means; and
 - 12.4.3 may be held without any number of those participating in the meeting

being together at the same place.

12.5 Every notice of general meeting shall specify the place (either by providing details of the physical location or details of the electronic meeting), the day and the hour of meeting, and the general nature of the business to be transacted. Notice of meetings shall be published on the Company's website and the members notified in writing in accordance with Article 27 below.

12.6 The accidental omission to give notice of any meeting to, or the non-receipt of the notice by, any person shall not invalidate any resolution passed, or proceedings had, at any meeting.

13. Proceedings at General Meetings

13.1 No business shall be transacted at a general meeting unless a quorum of 5% of Qualifying Members are present (whether physically or virtually, in the case of a virtual meeting) or by proxy at the time when the meeting proceeds to business.

13.2 For the purposes of this Article 13, a Qualifying Member shall be deemed "present" at a general meeting if he or she is either physically or electronically in attendance at such meeting and is capable of voting at such meeting.

13.3 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the President may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

13.4 The President or in his or her absence some other Director nominated by the Council shall preside at every general meeting as chairman if he or she is present and willing. If neither the chairman or such nominated Director is present and willing to preside at the time fixed for the opening of the meeting, or within fifteen minutes thereafter the Full Members present shall choose one of themselves to be chairman of the meeting.

13.5 The chairman of a meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at

any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 13.6 At any general meeting, a resolution put to the vote shall be decided in accordance with Article 14.1.
- 13.7 In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.
- 13.8 A resolution in writing executed by or on behalf of all the members of the Company who are entitled to vote shall be valid and effective as if that resolution has been passed at a general meeting of the Company. The written resolution may consist of several documents each executed by or on behalf of one or more members.
- 13.9 Proper minutes shall be kept of all proceedings of general meetings.

14. Votes of Members

- 14.1 Votes shall be taken at any general meeting of the Company by a show of hands of members (for those members physically present), by electronic or other means (for those members not physically present), or by proxy, provided there has not been a demand for a confidential written ballot. Every Full Member, Honorary Member or Affiliate Member who is present in person or by proxy (unless the proxy is himself a Full Member, Honorary Member or Affiliate Member entitled to vote) shall have one vote provided their individual subscription due to the Company has been paid up to date.
- 14.2 For the avoidance of doubt, Trainee Members and Retired Members of the Company have the right to receive notice of and attend general meetings, but shall not have the right to vote at those meetings, subject to the exception that Trainee Members shall be entitled to vote in the election of the Elected Trainee Representative on the Council in accordance with Article 21.
- 14.3 No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and

conclusive.

14.4 Any member entitled to vote at any general meeting of the Company, may vote by appointing a proxy provided the Company has received a letter appointing the proxy executed on behalf of that appointing member or, where an address has been specified for the purpose of receiving electronic communications,:-

- (a) in the notice convening the meeting;
- (b) in an instrument of proxy sent out by the Company in relation to the meeting; or
- (c) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting;

an electronic communication appointing the proxy (a “letter of proxy”) received within the time specified in such, notice, instrument or invitation (such time being no more than 48 hours before the meeting) shall only be valid if received within the time specified, and if in default, the appointment of proxy shall not be treated as valid. The appointment shall be valid for an adjournment of the meeting. The letter of proxy shall be deemed to confer authority to vote on amendments to resolutions put to the meeting for which the authority is given or at an adjournment, unless in each case the instrument of proxy states otherwise. Where it is desired to afford members an opportunity to instruct the proxy how he or she shall act, the letter of proxy shall be in any form which enables the appointing member to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used.

14.5 If there is a demand for a confidential written ballot in terms of Article 14.1, it shall be taken in such manner and at such time as the chairman of the meeting directs, not being more than thirty days after the confidential written ballot is demanded and the result of the confidential written ballot shall be deemed to be

the resolution of the meeting at which the confidential written ballot was demanded. A confidential written ballot may be submitted by electronic means. A confidential written ballot demanded on any other question shall be taken at such time as the chairman of the meeting directs. The demand for a confidential written ballot may be withdrawn. The demand for a confidential written ballot shall not prevent the continuance of a meeting for the transaction of business other than the question on which the confidential written ballot has been demanded.

15. The Council

15.1 Unless otherwise determined by ordinary resolution and subject to Article 17.5, the Council shall comprise up to 13 Directors who are:-

6 Elected Directors elected pursuant to Article 16 (one of whom shall be the Elected Trainee Representative on the Council); and

Up to 7 Special Office Holders appointed pursuant to Article 17.

For the avoidance of doubt the Company, the Council and the Members (as appropriate) shall take all reasonable steps to ensure that Director vacancies are filled as soon as is practicable.

15.2 Subject to the provisions of the CA 2006, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Council, which may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Council, which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.

- 15.3 The Council may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers.
- 15.4 The Council may co-opt any person to serve for a period of time to provide particular expertise to the business of the Council and/or the Company. For the avoidance of doubt any person co-opted to the Council in terms of this Article shall not be entitled to vote on the business of the Council.
- 15.5 The Council may delegate any of their powers to any committee. These committees may include one or more Directors but may also be made up entirely of non-Directors. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Council so far as they are capable of applying. Any such committee will submit regular reports to the Council to whom they shall be responsible.
- 15.6 The office of a director on the Council (which for the avoidance of doubt shall include both Elected Directors and Special Office Holders) shall be vacated if he:-
- 15.6.1 ceases to be a director by virtue of any provisions of the CA 2006 or he or she becomes prohibited by law from being a director; or
 - 15.6.2 becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - 15.6.3 becomes, in the reasonable opinion of the Council, incapable of discharging their duties as a director due to health reasons; or
 - 15.6.4 resigns his or her office by notice to the Company; or

15.6.5 shall for more than twelve consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolves that his or her office be vacated; or

15.6.6 (with exception of the Elected Trainee Representative on the Council) ceases to fulfil the requirements of membership for a Full Member of the Company; or

15.6.7 subject to Article 21.5, in the case of the Elected Trainee Representative on the Council, ceases to be a Trainee Member.

16. Elected Directors

16.1 An Elected Director is a Director of the Company. Only Full Members and Honorary Members shall be eligible to be elected as Elected Directors, subject to the exception of the Elected Trainee Representative on the Council whose eligibility for election is governed by Article 21.

16.2 Unless otherwise determined by ordinary resolution, the number of Elected Directors on the Council shall be six and, subject to Article 16.3, shall consist of (i) five Members who are either Home Members employed in Great Britain and/or Ireland or Honorary Members employed in Great Britain and/or Ireland, and (ii) one Trainee Member (being the Elected Trainee Representative on the Council). Home Members and Honorary Members shall be elected to the Council by a ballot of both the Home Members and the Honorary Members only, conducted by formal written postal or electronic ballot in accordance with the Company's procedures for Council elections adopted by the Council from time to time. The Elected Trainee Representative on the Council shall be elected to the Council by a ballot of the Trainee Members only in accordance with Article 21.

- 16.3 Notwithstanding the provisions in Article 16.2, the Council may regulate the geographical composition of its Elected Directors by Standing Order in accordance with and subject to: (i) the procedure set out in Article 24; and (ii) the following provisions:
- 16.3.1 the Council may, subject to any overall maximum number of Elected Directors provided for in Article 16.2 or determined by ordinary resolution in accordance with Article 16.2, stipulate by Standing Order certain minimum or maximum numbers of Elected Directors from particular geographical locations;
- 16.3.2 a Standing Order made under this Article 16.3 shall only apply to elections of Elected Directors that take place after the Standing Order is made; and
- 16.3.3 the Council will include with any written postal or electronic ballot issued pursuant to Article 16.2 written details of any Standing Order made under this Article that applies to that ballot.
- 16.4 In the event that an Elected Director is appointed a Special Office Holder then he or she shall cease to be an Elected Director but shall remain a Director of the Company.
- 16.5 Subject to Article 16.4 and excluding the Elected Trainee Representative on the Council:-
- 16.5.1 Elected Directors shall be obliged to retire after serving a term of four years on the Council; and
- 16.5.2 a retiring Elected Director is not eligible for re-election as a Director for a period of one year from the date of the meeting at which he or she retires, after which he or she shall be eligible for re-election as a Director.
- 16.6 Within the period of not more than 6 months from the date of the immediately preceding election held for the appointment of Elected Directors, the Council or a majority of the Full Members and Honorary Members may by resolution appoint a person who is willing to act to be an Elected Director, to fill a casual

vacancy (for the avoidance of doubt, at any time outwith the said 6-month period, an election in accordance with Article 16.2 will be required to fill any casual vacancy). The Council or the Full Members and Honorary Members (as the case may be) shall attempt first to appoint any person who was unsuccessful in the immediately preceding election procedure for Elected Directors but who had the next highest number of votes to the successful candidates. An Elected Director so appointed shall be eligible to be considered as a potential candidate for election as an Elected Director when the Council arrange a formal written or electronic ballot in accordance with the Company's procedures for Council elections adopted by the Council from time to time (or in the case of the Elected Trainee Representative on the Council in accordance with the Company's procedures for Elected Trainee Representative on Council elections adopted by the Council from time to time) and shall hold office only until the results of any such ballot are announced. If not re-appointed by election by such a ballot, he or she shall vacate office once the results are announced. For the avoidance of doubt, the Council shall not be obliged to propose such a Director for re- election.

17. Special Office Holders

17.1 A Special Office Holder shall be appointed from among the Full Members by the Council as one of the following categories of office holder:-

17.1.1 President Elect;

17.1.2 President;

17.1.3 Immediate Past President;

17.1.4 Secretary;

17.1.5 Immediate Past Secretary;

17.1.5 Treasurer; and

17.1.6 Immediate Past Treasurer

and any other categories of office holder as stipulated by the Company in accordance with Article 17.5 from time to time. Due to the terms of office of the Special Office Holders, it is possible an individual may concurrently hold two Special Offices (e.g. Immediate-Past Secretary or Immediate-Past Treasurer and President-Elect). Due to the terms of office of the Secretary, Treasurer, Immediate-Past Secretary and Immediate-Past Treasurer, or due to re-appointment for a second term of office of the Secretary or Treasurer there may be no Immediate-Past Secretary or Immediate-Past Treasurer. In both of these cases the total number of Special Office Holders shall be less than 7.

17.2 Upon appointment as a Special Office Holder that person shall become a Director of the Company, and in the case of the Secretary that person shall also be appointed as Company Secretary.

17.3 In the event that an Elected Director is appointed a Special Office Holder, the terms of Article 16.4 shall apply.

17.4 Subject to Articles 17.5.2, 18, 19 and 20 the Council may vary the role, duties, re-appointment provisions and term of office for each Special Office Holder.

17.5 The Company may by ordinary resolution;

17.5.1 create additional categories of Special Office Holder from time to time;

17.5.2 vary the role, duties, re-appointment provisions and term of Special Office Holders (such variation may only be subsequently altered by an ordinary resolution of the Members and not by the Council through Article 17.4); and

17.5.3 abolish categories of Special Office Holder.

18. President Elect, President and Immediate Past President

18.1 Every two years:-

- 18.1.1 a President Elect shall be appointed by consensus of the Council. If the Council fails to make a decision by consensus, the President Elect will be chosen by a majority vote of the Council. In the case of a tied vote the President will have the casting vote;
 - 18.1.2 the pre-existing President Elect chosen two years previously will become President and shall cease to be President Elect;
 - 18.1.3 the pre-existing President will become the Immediate Past President and shall cease to be President; and
 - 18.1.4 the pre-existing Immediate Past President shall cease to be Immediate Past President and therefore shall cease to be a Special Office Holder and shall no longer be a Director of the Company.
- 18.2 The President shall (a) take the chair at all meetings, (b) be an ex-officio member of all committees, (c) discuss with other persons or bodies matters on which a committee or the Council requires direct negotiations and (d) sign the minutes of the Council Meetings and general meetings (unless he or she is not present/willing in which case some other Director shall undertake these duties if he or she is present and willing).
- 18.3 The Council may resolve that the President Elect undertakes all the duties of the President in his or her absence and be an ex-officio member of all sub-committees.

19. Secretary and Immediate Past Secretary

- 19.1 The Secretary shall be appointed by consensus of the Council and in accordance with Article 17. If the Council fails to make a decision by consensus, the Secretary will be chosen by a majority vote of the Council. In the case of a tied vote the President will have the casting vote.
- 19.2 The Secretary shall have a two-year term of office as Secretary following which they shall cease to be Secretary. A retiring Secretary is eligible for immediate

re-appointment as Secretary, except where they have served two consecutive two-year terms as Secretary in which case they are not eligible for re-appointment as Secretary.

- 19.3 The Secretary shall (a) be entitled to be an ex-officio member of all committees (b) shall summon all Council and general meetings in writing (including by electronic means), circulate agendas at least one month before meetings and keep minutes of the proceedings, (c) arrange the venue (whether physical or electronic) and programme of the Council and general meetings in conjunction with other delegated members of the Company; and (d) maintain a record of members.
- 19.4 When the Secretary has ceased to become Secretary and has not been immediately re-appointed as Secretary in accordance with 19.2, they shall become Immediate Past Secretary.
- 19.5 The Immediate Past Secretary shall continue to be a Director of the Company and may attend Council meetings for a further period of twelve months and will continue to have voting rights on the Council. After this twelve-month period they shall cease to be Immediate Past Secretary.

20. Treasurer and Immediate Past Treasurer

- 20.1 Article 19 shall apply in respect of the Treasurer and Immediate Past Treasurer, except all references to Secretary shall be altered to Treasurer and all references to Immediate Past Secretary shall be altered to Immediate Past Treasurer.
- 20.2 The Treasurer shall, amongst other duties as stipulated in accordance with Article 17, be responsible for ingathering membership fees and administering the Company's financial affairs on a day-to-day basis.

21. Elected Trainee Representative on the Council

- 21.1 Subject to the provisions of this Article 21, the Trainee Members shall be entitled to elect a Trainee Member as the Elected Trainee Representative on the Council who shall be a Director of the Company.
- 21.2 The Elected Trainee Representative on the Council shall be elected in accordance with the Company's procedures for Elected Trainee Representative on Council elections adopted by the Council from time to time, upon the condition that only Trainee Members shall be entitled to vote in any such election.
- 21.3 The term of office of the Elected Trainee Representative on the Council shall be two years.
- 21.4 The Elected Trainee Representative on the Council is eligible for re-election for a further term of two years as long as they remain a Trainee Member at the time of re-election.
- 21.5 If, during the term of office, the Elected Trainee Representative on the Council becomes a Full Member they may see out their appointment as Elected Trainee Representative on the Council.

22. Directors' remuneration and expenses

- 22.1 Subject to the remaining provisions of this Article, the Directors shall not be entitled to receive any remuneration as a consequence of their office.
- 22.2 Notwithstanding the provisions of Article 22.1, the Directors may be paid all travel, accommodation and subsistence expenses properly incurred by them in direct connection with the function of the Council.
- 22.3 Expenses shall be paid at the discretion of the Treasurer of the Company on production of appropriate vouchers.
- 22.4 Expenses shall also be paid (on the basis set out in Article 22.3) to any person acting on behalf of the Company (including any person co-opted to the Council in terms of Article 15.4).

23. Proceedings of the Council

- 23.1 Subject to the provisions of the Articles, the Council may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Council. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the President shall have a second or casting vote.
- 23.2 The quorum for the transaction of the business of the Council may be fixed by the Council and unless so fixed at any other number shall be three Directors, one of whom shall be the President. In the event that the President is not present (whether physically or electronically) or not willing to form part of the quorum at the meeting, the quorum shall be three Directors present at the meeting and willing to form part of the quorum.
- 23.3 All decisions enacted by a meeting of the Council or acts by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- 23.4 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Council or of a committee shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
- 23.5 A Director may participate in a meeting of the Council or a committee of which he or she is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

24. Standing Orders

24.1 Subject to Article 24.4, the Council may from time to time, make such reasonable and proper rules and procedures (“Standing Orders”) as they may deem necessary or expedient for the proper conduct and internal management of the Company.

24.2 All Standing Orders shall be binding upon the members.

24.3 The Company in General Meeting has the power by resolution to alter, add to or repeal the Standing Orders.

24.4 No Standing Order shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

24.5 The Directors must adopt such means as they think sufficient to bring the Standing Orders to the notice of the members.

25. Borrowing Powers

25.1 Without prejudice to their general powers, the Directors may exercise all the powers of the Company to borrow money and to mortgage and charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt, liability or other obligation of the Company or of any third party.

26. Accounts

26.1 The Council shall cause to be kept such books of account as are necessary to exhibit and explain the transactions and financial position of the Company and to give a true and fair view of the state of its affairs and in particular (but without limiting the generality of the foregoing provision) proper books of account with respect to:-

26.1.1 all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place; and

26.1.2 the assets and liabilities of the Company.

26.2 The books of account shall be kept at the Office or, at such other place or places as the Council think fit, and shall always be open to the inspection of the members of the Company.

27. Notices

27.1 Any notice may be served by the Company on any member either personally, by sending it through the post in a prepaid letter, addressed to such person at his or her registered address as appearing in the register of members or by sending it using electronic communication to an address for the time being notified for that purpose to the Company.

27.2 Any notice served by post shall be deemed to have been served two days following the day on which the letter containing the same was put into the post office, and in proving such service it shall be sufficient to show that the letter containing the same was properly addressed and put into the post as a prepaid letter.

27.3 Any notice served by electronic communication shall be deemed to have been served 48 hours after the time it was sent, and in proving such service it shall be sufficient to show that the electronic communication that contained the notice was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators.

28. Indemnity

28.1 Subject to the provisions of the CA 2006 every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

28.2 Subject to the provisions of the CA 2006, the Directors may pay any premium in respect of any indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the charity; provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard of whether it was a breach of trust or breach of duty or not.

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

A.P.A.G.B.I. LIMITED

(Adopted by Special Resolution passed on2021)

2021

**Wright, Johnston & Mackenzie LLP
Solicitors
The Green House
Beechwood Park North
Inverness, IV2 3BL**

(Ref: A.2939.0001/AGM)