

Company Limited by Guarantee and not having a share capital.

Articles of Association of Northern Ireland Commonwealth Games Council

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Part 1

Interpretation and limitation of liability

Defined terms

1 - 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;
“chairman”	has the meaning given in article 14; the term makes no substantive reference to a particular gender;
“chairman of the meeting”	has the meaning given in article 27;
“Commonwealth Games sport”	means a sport listed within Article 23 of the Commonwealth Games Federation’s Constitution;
“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;
“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;
“he”	should be read as either he or she and makes no substantive reference to a particular gender
“member”	is the duly affiliated governing body of a Commonwealth Games sport. The member may be represented, where appropriate, by any nominated person/s.
“ordinary resolution”	has the meaning given in section 282 of the Companies Act 2006;
“participate”,	in relation to a directors’ meeting, has the meaning given in article 12;
“special resolution”	has the meaning given in section 283 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.

Neither the terms of Table E in the Schedule to the Companies (Tables A to F) Regulations (Northern Ireland) 1986 nor the model articles of association for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) will apply to the company.

Liability of members

2 - 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 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.

Objects

- 3** - (a) The objects of the company are:
- (i) To maintain the affiliation of Northern Ireland to the Commonwealth Games Federation and to abide by the rules of the Commonwealth Games Federation.
 - (ii) To promote and encourage interest in the Commonwealth Games throughout Northern Ireland and to ensure that Northern Ireland is represented at the Commonwealth Games. This representation is to include both athletes and others involved with the running of the Games.
 - (iii) To select and present the Northern Ireland team that will take part in each Commonwealth Games and Commonwealth Youth Games.
 - (iv) To promote Northern Ireland as a host venue for the Commonwealth Games, Commonwealth Youth Games and other associated Commonwealth Games Federation events.
 - (v) To work in close co-operation with other Commonwealth Games Associations throughout the world.

- (vi) To encourage sport in Northern Ireland and promote interest in sport for the benefit of the community, including the promotion of the shared values of integrity, fair play, competence, commitment to excellence, respect for gender equality and tolerance, including the fight against the use of drugs in sport and of unhealthy or performance enhancing substances.
- (b) In furtherance of the aforesaid objects, but not otherwise, the company shall have the power:
- (i) to assume the assets and other rights and discharge the liabilities and responsibilities of the Northern Ireland Commonwealth Games Council, an unincorporated organisation;
 - (ii) to raise money by public appeals or otherwise and to apply the same, together with all other funds and property of the company, in furtherance of any of the company's objects, and to hold and invest all monies not applied for such purposes as the company may from time to time direct;
 - (iii) to hold exhibitions, meetings, lectures, training sessions and classes, either alone or with others;
 - (iv) to cause to be written and printed, or otherwise reproduced and circulated, gratuitously or otherwise, publicity materials, reports and other documents;
 - (v) to undertake and execute trusts;
 - (vi) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments to operate bank accounts;
 - (vii) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate (whether or not subject to any trust) and to construct, maintain and alter any of the same as are necessary or expedient for any of the purposes of the company and (subject to such consents as may be by law required) to sell, lease or otherwise dispose of, or mortgage, any real or personal estate;
 - (viii) to borrow or raise money for the purposes of the company on such terms and on such security as may be thought fit;
 - (ix) to take and accept any gift of money, property or other assets (whether subject to any special trust or not) for any of the company;
 - (x) 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;
 - (xi) to make any donation either in cash or assets for the furtherance of the objects of the company;
 - (xii) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the company;
 - (xiii) to grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the company or the dependants of such persons;
 - (xiv) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as the company thinks fit;
 - (xv) to amalgamate or seek affiliation with any company, institution, society or association with objects altogether or mainly similar to those of the company; and
 - (xvi) to do all such lawful things as shall further the above objects or any of them,

PROVIDED THAT:

- (1) where 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,
 - (2) the company shall not support with its funds any object, or endeavour to impose or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the company would make it a trade union.
- (c) The income and property of the company shall be applied solely towards the promotion of its objects as set forth in these articles of association 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 members of the company provided that nothing herein shall prevent any payment in good faith by the company;
- (i) of any reasonable and proper remuneration to any member, officer or servant of the company in return for any services rendered to the company;
 - (ii) of interest on money lent by any member of the company at a rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by the company's bank, or 3%, whichever is the greater;
 - (iii) of reasonable and proper rent from premises demised or let by any member of the company;
 - (iv) to any member of the company of out of pocket expenses.

Winding-Up/Dissolution

- 4 - Upon the winding-up or dissolution of the company, and following the settlement of all debts and liabilities, any remaining assets shall not be paid or distributed among the members. Instead, on the determination of the members, any remaining assets shall be given or transferred to some other body/bodies with objects similar to those of the Council and if that cannot be effected then to some charitable body.

Part 2 - Directors

Directors' powers and responsibilities

Directors' general authority

- 5 - (a) 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.
- (b) The directors shall act in accordance with the constitution and rules of the Commonwealth Games Federation.

Members' reserve power

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

Directors may delegate

- 7 - (a) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles -
- (i) to such person or committee;
 - (ii) by such means (including by power of attorney);
 - (iii) to such an extent;
 - (iv) in relation to such matters or territories; and
 - (v) on such terms and conditions;
- as they think fit.
- (b) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (c) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

- 8 - (a) 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.
- (b) 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

Directors to take decisions collectively

- 9 - The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.

Unanimous decisions

- 10 - (a) 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. This includes an implied agreement if response is not forthcoming within a specified time period.
- (b) 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.
- (c) 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.
- (d) 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.

Calling a directors' meeting

- 11 - (a) The Chairman, or any three directors, may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- (b) Notice of any directors' meeting must indicate—
- (i) its proposed date and time;
 - (ii) where it is to take place; and
 - (iii) 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.
- (c) Notice of a directors' meeting must be given to each director, at least seven days prior to the meeting.

Participation in directors' meetings

- 12 - (a) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when -
- (i) the meeting has been called and takes place in accordance with the articles, and
 - (ii) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- (b) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (c) 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.
- (d) The Chairman of the meeting may permit other persons who are not directors to attend and speak at a directors' meeting. It must be noted that the directors are not under an obligation to act in accordance with the advice of such persons.

Quorum for directors' meetings

- 13 -**
- (a) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
 - (b) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than five, and unless otherwise specified it shall be five.
 - (c) 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 –
 - (i) to appoint further directors, or
 - (ii) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

- 14 -**
- (a) The Chairman will chair directors meetings.
 - (b) If the Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

- 15 -**
- (a) If the numbers of votes for and against a proposal are equal, the Chairman or other director chairing the meeting has an additional casting vote.
 - (b) But this does not apply if, in accordance with the articles, the Chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

- 16 -**
- (a) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
 - (b) But if paragraph (c) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
 - (c) This paragraph applies when –

- (i) the company by ordinary resolution decides not to apply the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - (ii) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (iii) the director's conflict of interest arises from a permitted cause.
- (d) For the purposes of this article, the following are permitted causes -
- (i) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company;
 - (ii) subscription, or an agreement to subscribe, for securities of the company or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (iii) arrangements pursuant to which benefits are made available to employees and directors of the company which do not provide special benefits for them.
- (e) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- (f) Subject to paragraph (g), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- (g) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

- 17 -** The directors 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.

Draft minutes from directors' meetings are to be made available to members within 14 days.

Directors' discretion to make further rules

- 18 -** 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

Methods of appointing directors

- 19 -
- (a) On the date of adoption of these articles, those directors currently holding the posts of Chairman, Honorary Secretary and Honorary Treasurer shall remain in those roles while the vice Chairman, Assistance Secretary and Assistant Treasurer will continue as directors of the company. All others shall be resigned. A further 3 directors will be appointed by election by the members at the 2012 AGM. The appointments of such directors shall continue until the Annual General Meeting following the next Commonwealth Games.
 - (b) Nominations, from a duly authorized representative of each member, must be received by the outgoing Honorary Secretary at least twenty one days prior to the Annual General Meeting. Each member may nominate a single person for the position of Chairman, Honorary Secretary, Honorary Treasurer and director. Such nominees must be persons who are willing to act as a director, and are permitted by law to do so.
 - (c) Nine directors will be appointed by election by the members at the Annual General Meeting following the Commonwealth Games. These appointments will be for a four year term (until the Annual General Meeting following the subsequent Commonwealth Games).
 - (d) Of the directors nominated by the members, three directors shall be elected by the members into offices, namely the offices of Chairman, Honorary Secretary and Honorary Treasurer. The Chairman, when present and willing, shall preside over all directors' and general meetings.
 - (e) If insufficient nominations are received in advance to fill all available Board positions, all those nominated in advance will be deemed elected. The Chairman may then decide to accept nominations from the members in attendance to fill remaining Board positions.
 - (f) In the event that the members cannot identify candidates to fill all Board positions, the elected directors may co-opt individuals to ensure a full complement of nine directors.
 - (g) The directors may allocate specific roles to those elected to the Board.
 - (h) Once the full complement of nine directors is reached, the directors shall resolve the appointment of the new board.

Termination of director's appointment

- 20 –
- (a) A person ceases to be a director as soon as:
 - (i) 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;
 - (ii) a bankruptcy order is made against that person;
 - (iii) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (iv) 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;
 - (v) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

- (vi) 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.
 - (vii) that person has completed the stated four year term and stands down at the Annual General Meeting following a Commonwealth Games. That person may be nominated for re-election at the same meeting.
 - (viii) a special resolution is passed at a general meeting, removing the director from their post.
- (b) Upon a person ceasing to be a director pursuant to the above, the members shall, by ordinary resolution, appoint such person as they shall think fit to fill the vacancy in the board created by such cessation of directorship for the remainder of the four year term, ending on the date of the Annual General Meeting following the subsequent Commonwealth Games.
- (c) In the event that the person ceasing to be a director, immediately prior to his cessation of directorship, held the office of either Chairman, Honorary Secretary or Honorary Treasurer, the directors shall, by majority decision, elect one of the remaining directors to fill this position for the remainder of the four year term, ending on the date of the Annual General Meeting following the subsequent Commonwealth Games. Following this office appointment, the members shall appoint a further director pursuant to article 20(b) above. A director may not hold more than one of the named office positions.

Directors' remuneration

- 21 -**
- (a) Directors will not be paid for the provision of their services as a director of the company.
 - (b) Subject to the conditions laid down in Article 18, a director may be paid for goods or services provided to the company.
 - (c) From time to time, by special resolution, a general meeting may decide to provide an honorarium to any specified director.

Directors' expenses

- 22 -** The company may pay any reasonable, receipted, expenses which the directors properly incur in the exercise of their powers and the discharge of their responsibilities in relation to the company.

Part 3 - Members

Becoming and ceasing to be a member

Applications for membership

23 - No organisation shall become a member of the company unless -

- (a) the organisation has completed an application for membership in a form approved by the directors,
- (b) the directors have approved the application,
- (c) an affiliation fee, the amount as agreed from time to time at a general meeting, has been paid in full, and
- (d) the organisation is the recognised governing body, with jurisdiction in Northern Ireland, for a Commonwealth Games sport.

Termination of membership

- 24** -
- (a) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
 - (b) Membership is not transferable, nor refunds payable.
 - (c) Membership terminates when the period covered by the affiliation fee is completed.
 - (d) Membership will cease if the sport represented is removed from the list of Commonwealth Games sports.

Organisation of General Meetings

Administration of general meetings

- 25** -
- (a) At least three general meetings must take place in any calendar year.
 - (b) A general meeting may be called by the Chairman, or any five directors or any seven members.
 - (c) One of these general meetings must take place before the end of September and will be referred to as the Annual General Meeting. A general meeting may also be designated as an Extraordinary General Meeting.
 - (d) Each member may have a single representative present at any general meeting, except for the Annual General Meeting and any Extraordinary General Meeting, when each member may have up to three representatives in attendance.
 - (e) Regardless of the representatives present, each member will have one vote. Each director present will also have one vote. A director may not vote on behalf of a member at a general meeting.
 - (f) Not less than seven days notice will be provided for each general meeting, except for the Annual General Meeting when not less than 30 days notice shall be provided.

Quorum for general meetings

- 26** - No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. The quorum at general meetings is 12 persons eligible to vote.

Chairing general meetings

- 27 - (a) The Chairman shall chair general meetings if present and willing to do so.
- (b) 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, 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.
- (c) In the absence of the Chairman, the person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

Attendance and speaking by directors and non-members

- 28 - (a) Directors may attend, speak and vote at general meetings.
- (b) The chairman of the meeting may permit other persons, who are not members or directors of the company, to attend and speak, but not vote, at a general meeting.

Adjournment

- 29 - (a) 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.
- (b) The chairman of the meeting may adjourn a general meeting at which a quorum is present if-
- (i) the meeting consents to an adjournment, or
- (ii) 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.
- (c) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (d) When adjourning a general meeting, the chairman of the meeting must –
- (i) 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
- (ii) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (e) 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) –
- (i) to the same persons to whom notice of the company’s general meetings is required to be given, and
- (ii) containing the same information which such notice is required to contain.
- (f) 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

Voting at a general meeting

- 30 -** 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.

Errors and disputes

- 31 -** (a) 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.
- (b) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

- 32 -** (a) A poll on a resolution may be demanded –
- (i) in advance of the general meeting where it is to be put to the vote, or
- (ii) 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.
- (b) A poll may be demanded by -
- (i) the chairman of the meeting;
- (ii) two or more persons having the right to vote on the resolution;
- (c) A demand for a poll may be withdrawn if -
- (i) the poll has not yet been taken, and
- (ii) the chairman of the meeting consents to the withdrawal.
- (d) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Resolutions

- 33 -** (a) An ordinary resolution may be proposed, or amended, verbally at a general meeting
- (b) A special resolution must generally be presented in writing to the Honorary Secretary at least seven days prior to the general meeting.
- (c) The chairman of the meeting, with the approval of the meeting, may allow a special resolution to be presented during the meeting.

Part 4

Administrative Arrangements

Means of communication to be used

- 34 - (a) 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.
- (b) 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.
- (c) 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.

Company seals

- 35 - (a) Any common seal may only be used by the authority of the directors.
- (b) The directors may decide by what means and in what form any common seal is to be used.
- (c) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (d) For the purposes of this article, an authorised person is -
- (i) any director of the company;
 - (ii) the company secretary (if any); or
 - (iii) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

- 36 - 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.

Provision for employees on cessation of business

- 37 - The directors may decide to make provision for the benefit of persons employed or formerly employed by the company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

Directors' Indemnity and insurance

Indemnity

- 38 - (a) Subject to paragraph (b), a relevant director of the company may be indemnified out of the company's assets against -
- (i) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company,
 - (ii) any liability incurred by that director in connection with the activities of the company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (iii) any other liability incurred by that director as an officer of the company.
- (b) 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.

Insurance

- 39 - (a) 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.
- (b) In this article -
- (i) a "relevant director" means any director or former director of the company
 - (ii) 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,