

The Companies Act 2006

4672027

HORFIELD & DISTRICT ALLOTMENTS ASSOCIATION LIMITED
A private company limited by guarantee

ARTICLES OF ASSOCIATION
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ARTICLES OF ASSOCIATION
of
HORFIELD & DISTRICT ALLOTMENTS ASSOCIATION LTD

PART 1
GENERAL & LIMITATION OF LIABILITY

1 General

- 1.1 Horfield & District Allotments Association Ltd (the “Company” or “Association”) was incorporated on 19 February 2003 with a Memorandum of Association and Articles of Association governed by the Companies Acts 1985 and 1989. It is a private company limited by guarantee with a registered office in England.
- 1.2 In accordance with section 28 of the Companies Act 2006 those provisions which were previously set out in the Company’s Memorandum of Association are now incorporated in these Articles save to the extent that the relevant provisions in that Memorandum have been now withdrawn or modified
- 1.3 The provisions of the model Articles of Association as prescribed in Schedule 2 of the Companies (Model Articles) Regulations 2008 are excluded unless set out in these Articles.
- 1.4 These Articles replace any existing Articles of Association.

2 Objects

The Objects of the Company are-

- (a) to lease and manage allotment sites in and around the Horfield area of Bristol and to let plots of land thereon to the residents of or organisations based in Bristol for the principal purpose of the cultivation of vegetables, fruit, and flowers;
- (b) to create a safe and secure environment in which members can experience the quiet enjoyment of their recreational and leisure activity and to provide the facilities to assist them in the cultivation of their plots;
- (c) to encourage organic cultivation and the conservation of wildlife;
- (d) to facilitate the exchange of ideas and information between members and to support local community events in the promotion of horticultural matters.

3 Application of income and property

- 3.1 The Company is a not-for-profit organisation managed on behalf of its members.
- 3.2 The Company’s income from whatever source shall be applied solely towards the Company’s Objects.
- 3.3 None of the Company’s property, income or surplus revenue shall be paid out or transferred directly or indirectly by way of dividend, bonus payment, profit share or other appropriation to any member and only otherwise in accordance with these Articles.

3.4 The Company may set aside funds for special purposes or as reserves against future expenditure.

4 Members' liability

4.1 Each member is liable to pay £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of it being wound up whilst he or she is a member or within one year after such membership ceases, for the-

- (a) payment of the company's debts and liabilities contracted before he or she 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.

5 Winding up

5.1 The directors will be responsible for the orderly winding up of the Company's affairs.

5.2 On the winding up or dissolution of the Company and after provision has been made for all its debts and liabilities any assets that remain available to be distributed or paid shall not be distributed or otherwise paid to the members.

5.3 The Board must apply the Company's remaining property and funds by transfer to one or more charitable bodies with the same or similar objects as the Company.

5.4 Prior to the Company's winding up or liquidation the members shall determine the recipient or recipients of such funds by ordinary resolution in general meeting.

PART 2 DIRECTORS DIRECTORS' POWERS AND RESPONSIBILITIES

6 Directors' general authority

Subject to these 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.

7 Members' reserve power

7.1 The members may by special resolution direct the directors to take, or refrain from taking, specified action.

7.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

8 Directors' delegation

8.1 Subject to the articles, the board of directors may delegate any management functions which are conferred on them under the articles —

- (a) to any person or 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.

8.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated. The management committee may appoint sub-committee(s) to research and report to it on specific issues in an advisory capacity.

8.3 The directors may revoke any delegation in whole or part or alter its terms and conditions.

9 Committees

9.1 Committees to which the directors delegate any of their functions 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.

9.2 The directors shall make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DIRECTORS' DECISION MAKING

10 Directors' votes: collective decisions

10.1 Unless otherwise stated in these Articles a resolution before the board shall be decided by a majority decision at a meeting or a decision taken in accordance with article 11.

10.2 Every director shall have one vote on each issue before a board meeting. The chairperson or other director chairing the meeting shall not have a casting vote.

11 Directors' votes: unanimous decisions

11.1 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.

11.2 Such a decision may take the form of a resolution in writing copies of which have been signed by each director who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting. Such a director may indicate his agreement in writing in some other form.

11.3 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.

12 Calling a directors' meeting

- 12.1 The board of directors must hold at least 1 meeting each calendar year.
- 12.2 Any director 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.
- 12.3 Notice of any directors' meeting must be given to each director and indicate-
- (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) 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.
- 12.4 Directors may waive their entitlement to notice.

13 Participation in directors' meetings

- 13.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when-
- (a) the meeting has been called and takes place according to the Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 13.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14 Quorum for directors' meetings

- 14.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 The quorum for a directors' meeting must never be less than 4.
- 14.3 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 members to appoint further directors.

15 Chairing of directors' meetings

- 15.1 The board of directors shall by a majority decision appoint one of its number as a chairperson to chair directors' meetings and who subject to anything to the contrary in these Articles shall retire from that position at the end of 3 years.
- 15.2 In the absence of the chairman the directors shall appoint one of their number to act as chairperson of that meeting.

- 15.3 At the end of his or her 3-year term the outgoing chairperson may again be considered for re-election or appointment as chairperson.
- 15.4 The directors may by majority decision terminate the chairperson's appointment at any time during his or her 3-year term.

16 Conflicts of interest

- 16.1 For the purposes of this article 16 a potential or actual conflict of interest arises where a director of the Company is in any way, directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company.
- 16.2 A director's interest also includes (but is not limited to) the holding of an office in or a personal or financial interest in another party to a transaction or arrangement with the Company or by virtue of a duty of loyalty to or the ability to exercise a significant influence over any such other party.
- 16.3 A director must declare to the other directors details of the nature and extent of any conflict of interest prior to or at a board meeting before discussion begins on the matter which gives rise to the conflict; such a declaration should be made in writing to or by general notice at a meeting of directors in accordance with the requirements of the Companies Acts.
- 16.4 Following a declaration in article 16.3 the remaining directors shall by majority vote authorise a director to be in a position of conflict of interest provided that:
- (a) the name of the director and the nature and extent of the conflict is recorded in a Register of Directors' Interests kept for the purpose; and
 - (b) the director complies with such terms as the authorising directors impose; and
 - (c) the director complies with article 16.5
- 16.5 Whenever a matter giving rise to the actual or potential conflict of interest is to be discussed at a directors' meeting, that director shall
- (a) remain only for such part of the meeting as in the view of other directors is necessary to inform the discussion;
 - (b) not be counted in the quorum for voting purposes;
 - (c) withdraw during the vote and shall have no vote on the matter.
- 16.6 The decision to authorise a conflict of interest is subject always to the right to vary or terminate the authorisation.

17 Records of decisions to be kept

- 17.1 The records must be kept for at least ten years from the date of the meeting.
- 17.2 A record (minutes) of the proceedings at directors' meetings shall be made. The Chairperson of that meeting or of the next directors' meeting shall sign the minutes as evidence of the board's approval of the record of the proceedings at that meeting and of any decisions taken at the meeting.

18 Directors' discretion to make further rules

- 18.1 Subject to these Articles and the terms and conditions of lease and rental agreements, the directors may make any rule which they think fit about how they take and administer decisions in the management and administration of the Company's affairs and how such rules are to be recorded and communicated to members.
- 18.2 If there is a conflict between the terms of these Articles and any rules established hereunder the terms of these Articles shall prevail.

APPOINTMENT OF DIRECTORS

19 Methods of appointing directors

- 19.1 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 in accordance with these Articles—
- (a) by ordinary resolution of the members, or
 - (b) by a decision of the directors
- 19.2 A person may not be appointed a director of the Company unless that person is a member and a tenant of the Association and has attained the age of 16 years.
- 19.3 The Company shall have a minimum of 4 directors and a maximum of 20 directors at any one time.
- 19.4 The directors may at any time co-opt any person duly qualified to be appointed as a director to fill a vacancy in their number or as an additional director, but a co-opted director holds office only until the next Annual General Meeting [AGM] at which he or she may stand for election.
- 19.5 A director appointed in accordance with article 19.1 shall be appointed for a period of 3 years from the date of the AGM at which he or she is elected or re-elected as the case may be. At the end of his or her 3-year term a director is deemed to have retired automatically but shall be eligible for re-election.
- 19.6 A technical defect in the appointment of a director of which the board is unaware at the time does not invalidate decisions taken at a board meeting.

20 Termination of director's appointment

- 20.1 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) 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;
- (f) ceases to be a member and a tenant of the Association.

20.2 The directors may by a simple majority at a meeting of all the directors remove one of their number from his or her directorship if his or her performance does not meet the standard of performance expected by the board or if he or she does not participate in 1 board meetings in a period of 24 months.

20.3 A director may be removed by an ordinary resolution of the members in a general meeting providing the applicable statutory procedures for removing a director have been followed.

21 Directors' remuneration

21.1 Directors may undertake any services for the company that the directors may decide.

21.2 Directors are not entitled to remuneration for any services or any pension, allowance or gratuity, or any death, sickness or disability benefits or any other benefit unless expressly provided for in these Articles

22 Directors' expenses

22.1 The Company may only pay any reasonable out of pocket expenses which the directors properly incur in connection with their attendance at board, committee or members' general meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

22.2 Director's expenses shall be approved by the director in line with the relevant responsibility delegated to him or her and reported to the board.

PART 3 MEMBERS BECOMING AND CEASING TO BE A MEMBER

23 Membership: general

23.1 Different classes of membership may be established and prescribed with their respective rights and duties.

23.2 Membership is not transferable.

24 Applications for membership

24.1 Membership is open to an individual or organisation interested in promoting the Association's objects.

- 24.2 No person shall become a member of the Company unless—
- (a) that person (or in the case of an organisation an authorised representative) has completed an application for membership in a form approved by the directors; and
 - (b) the application has been approved and recorded in the register of members.
- 24.3 An application for membership may be refused to any person if that person's membership may be regarded as harmful to the Association.

25 Termination of membership

- 25.1 A person's membership terminates-
- (a) when that person dies or in the case of a member organisation ceases to exist or
 - (b) that person or member organisation terminates the tenancy agreement at any time.
- 25.2 Membership can be withdrawn if:
- (a) there has been a breach of the terms and conditions as set out in the member's tenancy agreements, and/or
 - (b) the member's continued membership is harmful to the Association

ORGANISATION OF MEMBERS' MEETINGS

26 Members' general meetings

- 26.1 Meetings of members shall be either-
- (a) A General Meeting which (if so desired) may be convened at any time during the year by the directors or requisitioned by members holding at least 5% of the total voting rights; or
 - (b) An Annual General Meetings [AGM] which must be convened by the directors once every calendar year.
- 26.2 The term 'general meeting' in these Articles encompasses both types of meeting; the same procedures as set out in the Act and below shall apply to both unless otherwise stated.

27 Notices

- 27.1 Every member of the Company is entitled to receive a notice of a meeting of members.
- 27.2 Members shall be given at least 21 clear days' notice or where special notice is required of a resolution at least 28 days before the meeting at which it is moved.
- 27.3 Notices shall contain the following information-
- (a) the date (including year), time and place of the meeting;
 - (b) the type of general meeting;
 - (c) the exact wording of any ordinary resolution;

- (d) the exact wording of any special resolution together with and a statement that any such resolution is special;
 - (e) an explanation of the general nature of any other business to be transacted;
 - (f) a statement that every member has a right to appoint a proxy to attend, speak and vote on behalf of a member;
 - (g) a copy of the completed proxy form to be returned by the member within the deadline set out but not less than 48 hours before the meeting;
 - (h) any statements which the Company is obliged to circulate pursuant to the Act.
- 27.4 A Notice convening an AGM under article 27.3 shall also include reference to-
- (a) the presentation of the financial statements for the previous financial year and the chairperson's report on the Company's activities since the previous AGM;
 - (b) resolutions on the appointment or re-election of directors, their removal or the acceptance of retirement in accordance with these Articles;
 - (c) the appointment (if any) of external accountants;
 - (d) any other business to be put before members.
- 27.5 The Notice convening a meeting of members shall be dated and record the details of the person calling, or authorised to call, the meeting and shall be given in hard copy and/or electronic form and/or by means of a website in accordance with the Act.

28 Attendance at general meetings

- 28.1 A person, being a director or member, is able to exercise the right to attend and speak at a general meeting when he or she is in a position during the meeting to communicate to all those attending any information or opinions which he or she has on the business of the meeting.
- 28.2 A person is able to exercise the right to vote at a general meeting when-
- (a) he or she is able to vote on resolutions put to the vote during the meeting, and
 - (b) their vote can be counted in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending
- 28.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or to vote at it.
- 28.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 28.5 Two or more persons who are not in the same place attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak or to speak and vote at that meeting, they are (or would be) able to exercise them.
- 28.6 The chairperson of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

29 Quorum for general meetings

- 29.1 No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the members attending do not constitute a quorum.

- 29.2 There is a quorum at a general meeting if the number of members (or authorised representatives) personally present or by proxy is at least 10 members or 5% of the total membership whichever is the greater.

30 Chairing general meetings

- 30.1 If the directors have appointed a chairperson the chairperson shall chair general meetings if present and willing to do so.
- 30.2 If the directors have not appointed a chairperson, or if the chairperson is unwilling to chair the general meeting or is not present within ten minutes of the time at which a general meeting was due to start—
- (a) the directors present, or
 - (b) if no directors are present,

those present at the meeting must appoint a director or member to chair the meeting, and the appointment of the chairperson of the meeting must be the first business of the meeting.

31 Adjournment

- 31.1 If the persons attending a general meeting within half an hour of the time at which the meeting as 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 either—
- (a) adjourn it and proceed in accordance with the Act, or
 - (b) declare the meeting closed for the conduct of formal business.
- 31.2 The chairperson of the meeting may adjourn a general meeting at which a quorum is present if—
- (a) the meeting consents to either of the options in article 33.1, or
 - (b) it appears to the chairperson of the meeting that an adjournment to or conclusion of the business is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

MEMBERS' VOTES

32 Members' votes

- 32.1 Unless article 23.1 otherwise applies, every member who is present in person or by proxy shall have one vote at a general meeting of members.
- 32.2 A resolution which is put to the vote at a general meeting must be decided on a counted show of hands unless a poll is duly demanded and conducted in accordance with the provisions of the Act.
- 32.3 A written resolution may be proposed by the directors or by the members who are required to follow the procedures set out in the Act. Members may vote on such a resolution without the convening of a general meeting.

32.4 A written resolution shall have the same effect as if it had been passed (as the case may be) by the Company in a general meeting.

33 Errors and disputes

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

33.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

34 Proxy notices

34.1 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.

34.2 Proxy notices for members 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.

34.3 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.

34.4 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.

34.5 A proxy vote can be revoked by delivering to the Company a notice in writing given by or on behalf of the person to whom the proxy vote was given, but only if it is delivered before the start of the meeting to which it relates.

35 Amendments to resolutions

35.1 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 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.
- 35.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
- (a) the chairperson of the meeting proposes the amendment
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 35.3 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

36 Means of communication to be used

Subject to the Articles,

- (a) any documents or information sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Acts provide for;
- (b) any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may be sent or supplied by any means by which that director has agreed with the Company.

37 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.

38 Directors' indemnity & insurance

- 38.1 Subject to article 38.2 any director or former director of the company may be indemnified out of the Company's assets against any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company in accordance with the Act
- 38.2 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.
- 38.3 Subject to the terms and conditions of the Act, the directors may decide to purchase and maintain insurance, at the expense of the Company, for any loss or liability which has or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company.

PART 5 DEFINITIONS & INTERPRETATIONS

39 Interpretations

- 39.1 Save as otherwise specifically in these Articles, words and expressions contained in these articles shall have the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.
- 39.2 Words in the singular form include the plural and vice versa.
- 39.3 Apart from the words defined above, any words or expressions defined in the Act or any change to the Act in force at the time when these Articles become binding on the company will have the same meanings in these Articles provided that they are consistent with the subject or context
- 39.4 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

40 Defined terms

In the Articles unless the context requires otherwise—

[A]article(s)	the Company’s Articles of Association for the time being in force; a particular article in the Articles document
Annual General Meeting [AGM]	a meeting of members convened annually as defined in article 26
arrangement	an agreement to do something or not do something eg by way of legal contract, agreement, oral understanding
the Association	Horfield & District Allotment Association Ltd, the ‘Company’
authorised representative	an individual authorised by a member organisation to act on its behalf in matters appertaining to the organisation’s membership of the Association and whose name is given to the 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
board	the directors as a collective governing body
clear days	(in relation to the period of a notice) that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
Companies Act the Act, CA2006	the Companies Acts as defined in s2 of the Companies Act 2006 as far as they apply to the company
director	a director of the company appointed by the directors and/or the members in accordance with article 19 of these Articles; the Companies Act definition of a director (s250 CA2006) includes any person occupying the position of director by whatever name called
director’s direct interest	an interest which arises as a result of the director’s position in or other personal involvement in or with another person or entity.
director’s indirect interest	an interest arising from the interests of a director’ family

	member, or connected person(s) as defined (s252-253 CA2006)
document	includes, unless otherwise specified, any document sent or supplied in electronic form
electronic form	as defined in s1168 of the Companies Act 2006
general meeting	a meeting of members other than an AGM as defined in article 26
general notice	notice given in writing by a director notifying the board of a conflict of interest (s185 CA2006)
member	as defined in article 24
member organisation	an entity comprising a collection of individuals which has been admitted to membership in accordance with article 24
Memorandum of Association	As defined in S8 CA2006: the memorandum would henceforth only contain a statement that the named subscribers wished to form a company and have agreed to become members
Model Articles	the model articles for private companies limited by guarantee contained in Regulation 3, Schedule 2 Companies (Model Articles) Regulations 2008 (SI 2009/3229) as amended
ordinary resolution	a resolution which is passed by a simple majority of the total votes of members entitled to vote at a General Meeting of members; anything that may be done by ordinary resolution may also be done by special resolution (s282 CA2006).
person	an individual and a member organisation (represented by its authorised representative) as the context permits
special resolution	a resolution passed by a majority of not less than 75% of the total votes of members entitled to vote at a General Meeting of members (s283 CA2006)
statutory duties	the duties owed by a director personally to the Company under the Companies Act (s171 - 177 CA2006); directors also have duties under other legislation eg in relation to Insolvency, Directors Disqualification, Health & Safety
writing	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

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