

THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



Articles of Association of GMFA

Interpretation

1. In these Articles and the Memorandum of Association:

"**the Act**" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"**the Articles**" means the Articles of the Company.

"**clear days**" in relation to the period of a notice means 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.

"**the Company**" means GMFA

"**executed**" includes any mode of execution.

"**office**" means the registered office of the Company.

"**the seal**" means the common seal of the Company.

"**Secretary**" means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy Secretary.

"**the Board of Directors**" means and "the Directors" shall be the equivalent of and shall fulfil the functions of, respectively, the board and the directors of the Company, as defined in the Act.

"**the United Kingdom**" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

Members

2. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. Subject to Article 4 every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Board of Directors require executed by him/her.
3. The Board of Directors may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing. The Board of Directors may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members.
4. If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members. Subject to the Board of Directors' right to decline to accept any person as a member, the unincorporated association or body shall be able to replace the member who is its representative with another person by notice in writing to the Company without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.
5. Subject to Article 4, membership shall not be transferable and shall cease on death. A member shall cease to be a member:
 - (a) on the expiry of at least seven clear days' notice given by him/her to the Company of his/her intention to withdraw;
 - (b) if any subscription or other sum payable by the member to the Company is not paid on the due date and remains unpaid seven days after notice served on the member by the Company informing him/her that s/he will be removed from membership if it is not paid. The Directors may re-admit to membership any person removed from membership on this ground on his/her paying such sum in respect of the sum due as the Company may determine;
 - (c) if s/he becomes bankrupt or makes any arrangement or composition with his/her creditors generally or it goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or a petition is presented or an order made or a resolution passed for its winding up; or

- (d) if, at a meeting of the Board of Directors at which not less than half of the Directors are present, a resolution is passed resolving that the member be expelled. Such a resolution shall not be passed unless the member has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board of Directors. If such a resolution as is referred to in this paragraph is passed, then the member shall forthwith cease to be a member but without prejudice to the liability of the member to pay to the Company any subscription or other sum owed by him/her.
6. The Board of Directors may in its discretion levy subscriptions on all members of the Company at such rate(s) as it shall determine and may levy subscriptions at different rates on different categories of members.

General meetings

7. The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next: Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places the Director's shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The Directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member of the Company may call a general meeting.

Notice of general meetings

9. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and any patron and to the Directors and auditors.

Proceedings at general meetings

10. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, or ten percent of the total membership, whichever is the greater, shall be a quorum.
11. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

12. The chair, if any, of the Board of Directors or in his/her absence some other Director nominated by the Directors shall preside as chair of the meeting, but if neither the chair nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chair and, if there is only one Director present and willing to act, s/he shall be chair.
13. If no Director is willing to act as chair, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall chose one of their number to be chair.
14. A Director shall, notwithstanding that s/he is not a member, be entitled to attend and speak at any general meeting.
15. The chair may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
16. A resolution put to the vote of a meeting shall be decided on a paper ballot unless before, or on the declaration of the result of, the paper ballot a poll is duly demanded. Subject to the provision of the Act, a poll may be demanded:
 - (a) by the chair; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting:

and a demand by a person as proxy for a member shall be the same as a demand by the member.

17. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
18. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a paper ballot declared before the demand was made.
19. A poll shall be taken as the chair directs and s/he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
20. In the case of an equality of votes, whether on a paper ballot or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote s/he may have.
21. A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a paper ballot and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
22. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
23. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

24. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which s/he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Votes of Members

25. On a paper ballot every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
26. No member may vote on any matter in which s/he is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting such permission to be given or withheld without discussion.
27. No member shall be entitled to vote at any general meeting unless all monies presently payable by him/her to the Company have been paid.
28. No objection shall be raised to the qualification of any voter 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 chair whose decision shall be final and conclusive.
29. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

" I/We,,
of,
being a member/members of the above named Company, hereby
appoint, of, or
failing him/her,, of
....., as my/our proxy to vote in my/our name(s)
and on my/our behalf at the annual/extraordinary general meeting
of the company to be held on20...., and at any
adjournment thereof.

Signed on 20...."

30. Where it is desired to afford members an opportunity of instructing the proxy how s/he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

"I/We,, of
,
 being a member/members of the above named Company, hereby
 appoint, of, or
 failing him/her,, of
, as my/our proxy to vote in my/our name(s)
 and on my/our behalf at the annual/extraordinary general meeting
 of the company to be held on20..., and at any
 adjournment thereof.

Signed on 20...."

This form is to be used in respect of the resolutions mentioned
 below as follows:

Resolution No 1 *for *against
 Resolution No 2 *for *against
 *Strike out whichever is not desired.
 Unless otherwise instructed, the proxy may vote as s/he thinks fit or
 abstain from voting.

Signed on 20.."

31. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:
- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairperson or to the secretary or to any Director;
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
32. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.
33. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Number of Directors

34. There shall be not less than three Directors. Unless otherwise determined by ordinary resolution there shall be a maximum of nine.

Powers of Directors

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

36. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Directors shall have the following powers, namely:
- (1) to expend the funds of the Company in such manner as they shall consider the most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;
 - (2) to enter into contracts on behalf of the Company.
37. The Directors 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.

Delegation of Directors' powers

38. (a) The Directors may delegate any of their powers or the implementation of any of their resolutions to any committee.
- (b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number).
- (c) The composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify.
- (d) The deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported forthwith to the Directors and for that purpose every committee shall appoint a secretary.
- (e) All delegations under this article shall be revocable at any time.
- (f) The Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.

- (g) For the avoidance of doubt the Directors may delegate financial matters to any committee provided always that no committee shall incur expenditure on behalf of the company except in accordance with a budget which has been approved by the Directors.
39. The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board of Directors so far as the same are applicable and are not superseded by any regulations made by the Board of Directors.

Appointment and retirement of Directors

40. In the period between successive AGMs, a minimum number of two Directors must retire voluntarily or by rotation. A Director must retire before their fourth AGM after election.
41. Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
42. If the Company, at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.
43. No person may stand for election as a director of GMFA unless s/he is a member.
44. No person other than a Director retiring by rotation shall be appointed or reappointed a Director at any general meeting unless:
- (a) s/he is recommended by the Directors; or

- (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if s/he were so appointed or reappointed, be required to be included in the Company's register of Directors together with notice executed by that person of his/her willingness to be appointed or reappointed.
45. No person may be appointed as a Director:
- (1) unless s/he has attained the age of 18 years; or
 - (2) in circumstances such that had s/he already been a Director he would have been disqualified from acting under the provisions of Article 57.
46. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him/her at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if s/he were so appointed or reappointed, be required to be included in the Company's register of Directors.
47. Subject as aforesaid, a Director who retires at an annual general meeting may, if willing to act, be reappointed. If s/he is not reappointed, s/he shall retain office until the meeting appoints someone in his/her place, or if it does not do so, until the end of the meeting.
48. Subject as aforesaid, should a director resign between AGMs, the Board shall arrange for the election of a replacement by calling an EGM. This will not normally be more than once between AGMs. They will allow an appropriate time, according to the aforesaid provisions in this Memorandum and Articles of Association, between the calling of the meeting and the date of the EGM for nominations to be made and resolutions of election to be notified to the membership in order that the membership may vote by postal proxy. The Director elected in replacement should serve a term not beyond the third AGM following their election.

- 49 The company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the length of service of any additional director.
50. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director. A director so appointed shall hold office only until the next following annual general meeting. If not re-appointed at such annual general meeting, s/he shall vacate office at the conclusion thereof.

Disqualification and removal of Directors

51. The office of a Director shall be vacated if:
- (a) s/he ceases to be a Director by virtue of any provision of the Act or s/he becomes prohibited by law from being a Director; or
 - (b) s/he becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
 - (c) s/he is, or may be, suffering from mental disorder and either:
 - (i) s/he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his/her property or affairs; or
 - (d) s/he resigns his/her office by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect).

Directors' expenses

52. The Directors may be paid all reasonable travelling, hotel, and other out of pocket expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

Proceedings of Directors

53. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. Two Directors may, and the Secretary at the request of two Directors shall, call a meeting of the Directors. Notice of every meeting of the Board of Directors stating the general particulars of all business to be considered at such meeting shall be sent by post to each Director at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.
54. The quorum for the transaction of the business of the Directors shall be three or one third of the Directors whichever is the greater.
55. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number but if and so long as the number of Directors is less than the number fixed as a quorum the Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.
56. The Directors may appoint one of their number to be the chair of the Board of Directors and may at any time remove him/her from that office. Unless s/he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which s/he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chair of the meeting.
57. All acts done by a meeting of Directors, or of a committee of Directors, or 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.

58. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
59. The Trustees shall have power to resolve pursuant to Clause 4(t) of the Memorandum of Association to effect Trustees Indemnity Insurance notwithstanding their interest in such policy.

Secretary

60. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Regulations

61. The Board of Directors shall have power from time to time to make repeal or alter regulations as to the management of the Company and the affairs thereof as to the duties of any officers or servants of the Company and as to the conduct of business by the Board of Directors or any committee and as to any of the matters or things within the powers or under the control of the Board of Directors provided that the same shall not be inconsistent with the Memorandum of Association or these Articles.

Minutes

62. The Directors shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the Directors; and
 - (b) of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;
- and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.

The seal

63. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

Accounts

64. The Company may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.

Notices

65. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
66. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his/her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him/her shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
67. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
68. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

69. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, 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/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which s/he is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him/her in the execution and discharge of his/her duties or in relation thereto.

Winding-up

70. The provisions of clauses 7 and 8 of the Memorandum of Association relating to the winding-up or dissolution of the company shall have effect and be observed as if the same were repeated in these Articles.