

The Companies Act 2006

Company Limited by Guarantee and Not Having a Share Capital

ARTICLES OF ASSOCIATION

OF

LARGE MODEL AIRCRAFT ASSOCIATION LIMITED

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LARGE MODEL AIRCRAFT ASSOCIATION LIMITED

1. INTERPRETATION

1.1. In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

address: means a postal address or, for the purposes of communication in electronic form, a fax number or an e-mail address (but excluding a telephone number for receiving text messages) in each case registered with the Company;

Advisory Committee: means the committee established in accordance with Article 17;

Annual General Meeting: means an annual general meeting of LMAA held in accordance with the Act;

Articles: means LMAA's articles of association for the time being in force;

Auditors: means the auditors of LMAA from time to time appointed by the Board;

Board: means the board of Directors of LMAA appointed in accordance with Article 8.7;

Business Day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom);

Chairman: means the chairman of the Board appointed in accordance with Articles 8.7;

Clear Day: means in relation to a period of notice that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect;

Company: means Large Model Aircraft Association Limited, also known as the Large Model Association;

Director: means a director of LMAA and includes any person occupying the position of director, by whatever name called;

Document: means a writing, communication, picture, drawing or data of any kind and includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form: has the meaning given in section 1168 of the Act;

General Meeting: means a general meeting, held in accordance with the Act;

LMAA: means the Company;

Members: means those natural persons whose application to become a member of LMAA is accepted by the Board pursuant to Article 4 and whose name is entered in the Register of Members and 'Membership' shall be construed accordingly;

Month: means a calendar month;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;

Objects: means the objects of LMAA as defined in Article 3;

Office Holder: means a person discharging any one of the following offices: the Chairman; the Secretary, the Treasurer or a Director;

Registered Office: means the registered office of LMAA as filed at Companies House from time to time and for the time being means Chacksfield House, 31 St Andrews Road, Leicester LE2 8RE;

Register of Members: means the statutory register of Members kept pursuant to the Act;

Regulations: means the regulations of LMAA made by the Board pursuant to Article 3.1.6 and 10.2;

Special Resolution: has the meaning given in section 283 of the Act;

Secretary: means the secretary of the Board appointed in accordance with Article 8.8;

Subsidiary: has the meaning given in section 1159 of the Act;

Treasurer: means the treasurer of the Board appointed in accordance with Article 8.8;

Written Resolution: has the meaning given to it in section 288 of the Act;

Year: means a calendar year.

- 1.2. Words or expressions bear the same meaning as in the Act as in force on the date when Articles become binding on the Company.
- 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4. A reference in these Articles to an “Article” is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - 1.5.1. any subordinate legislation from time to time made under it; and
 - 1.5.2. any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6. Any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7. The Model Articles are expressly excluded by these Articles.
- 1.8. Words importing the singular shall include the plural and vice versa, words denoting a gender shall include all genders, and words denoting persons shall, where the context allows, include corporations and unincorporated associations.

2. LIABILITY OF MEMBERS

- 2.1. The liability of Members is limited.
- 2.2. Every Member of LMAA undertakes to contribute to the assets of LMAA in the event of the same being wound up while he is a Member, or within one (1) Year after the Member ceases to be a Member, for payment of the debts and liabilities of LMAA contracted before he ceases to be a Member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound sterling.
- 2.3. If upon the winding up or dissolution of LMAA there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be distributed, as decided by a resolution of the Members, either equally among the Members at the date of the commencement of such winding-up or dissolution or

to another non-profit making body. Subject to this provision the LMAA shall use all profits or surpluses to maintain and improve the facilities available to Members and in furtherance of its Objects. LMAA will not seek to spend all its money and will keep adequate reserves in case of unexpected expenses and against lower income than expected.

3. OBJECTS

3.1. The Objects for which LMAA is established are:

- 3.1.1. to unite modellers dedicated to the building, safe flying and enjoyment of large model aircraft and to organise events at which Members may fly such aircraft;
- 3.1.2. to assist those modellers in the design, building and safe flying of large model aircraft;
- 3.1.3. to encourages safety in the design, construction and operation of large model aircraft;
- 3.1.4. to liaise with and to represent Members interests to the British Model Flying Association and the Civil Aviation Authority and to such other bodies as the Board believes it would be in the interest of the Members to liaise with;
- 3.1.5. to offer the services of the Company to other groups, clubs and bodies in connection with the organisation of meetings and events involving the flying or display of large model aircraft;
- 3.1.6. through the Board to compile and maintain a set of rules and regulations by which Membership of the Company shall be governed (as well as by these Articles) and which Members shall abide by.

4. MEMBERS

- 4.1. Members of LMAA shall all be natural persons and shall comprise the subscribers to these Articles and such other natural persons who are admitted to membership in accordance with these Articles.
- 4.2. The number of Members is unlimited.
- 4.3. Applications for Membership shall be considered by the Board and be dealt with fairly and justly. Any person who wishes to become a Member shall apply in writing in such form and provide such information in support of the application as shall reasonably be required by the Board from time to time. It shall be a precondition to Membership that applicants agree to be bound by these Articles (as amended from time to time), the Regulations and any policies, procedures, rules and regulations issued by LMAA from time to time. The Board may in their absolute discretion and subject only to the requirement to deal with applications fairly and justly decline to accept any application for Membership.

- 4.4. The details of each successful applicant for Membership shall be entered onto the Register of Members and such entry shall constitute any applicant a Member.
- 4.5. The Company may establish by Special Resolution different classes (or categories within such classes) of Members and set out the different rights and obligations for each class or category, with the class of membership of each Member being recorded in the Register of Members.
- 4.6. The Board may also set a joining fee or an annual subscription fee that must be paid to LMAA each Year as a condition of Membership which may or may not be the same for each Member or category of Member.

5. TRANSFER AND WITHDRAWAL OF MEMBERSHIP

- 5.1. Membership is personal to the Member and cannot be assigned, transferred or shared.
- 5.2. A Member may withdraw from Membership at any time by written notice to that effect signed by the Member and sent to the Board. Any person ceasing to be a Member shall be removed from the Register of Members and withdrawal is effective from the date of such removal.
- 5.3. Withdrawal of Membership is without prejudice to any claim that LMAA may have against the Member for matters that arose prior to the withdrawal. LMAA may start or continue with proceedings against such a Member notwithstanding the withdrawal and such Member shall have the same rights and obligations in respect of those proceedings as he would have if the withdrawal had not taken place.

6. SUSPENSION OR TERMINATION OF MEMBERSHIP

- 6.1. The Board may suspend or terminate any Membership, by giving the Member concerned written notice if the Member:
 - 6.1.1. is guilty of conduct which has or is likely to have a serious adverse effect on LMAA or bring LMAA or any or all of the Members or Directors into disrepute; or
 - 6.1.2. has acted or has threatened to act in a manner which is contrary to the interests of LMAA or its Objects; or
 - 6.1.3. has failed to observe the terms of these Articles, the Regulations or any policies or procedures issued by the LMAA from time to time including but not limited to the failure to pay any subscription or other amount due to the Company within 10 Business Days of being required to do so in writing by the Board.
- 6.2. Any Member in respect of whom a resolution under Article 6.1 to suspend or terminate their Membership has been made by the Board, may:
 - 6.2.1. require the Board, within 28 days of such suspension or termination, to convene a General Meeting to consider a resolution regarding the

confirmation or revocation of the suspension or termination; and he shall

6.2.2. be given the opportunity to be heard in writing or in person at the General Meeting to respond to the allegations.

6.3. Membership is automatically terminated if the Member dies or if the Member fails to pay any annual subscription set by the Board from time to time as a pre-condition of Membership on or before 28th February in the year in question.

6.4. A Member whose Membership is suspended or terminated or who withdraws his Membership shall not be entitled to a refund of any subscription or Membership fee and shall remain liable to pay to the Company any subscription or other sum owed by him.

6.5. A Member whose Membership is terminated shall be removed from the Register of Members.

7. MANAGEMENT

7.1. Subject to the provisions of the Act and the Articles, the administration, direction and management of the affairs of LMAA shall be vested in the Board as the ultimate decision making body and who may exercise all the powers of LMAA.

7.2. No alteration of the Articles, or any Special Resolution, shall have retrospective effect to invalidate any prior act of the Board which would have been valid if that alteration had not been made.

8. COMPOSITION OF THE BOARD

8.1. A Director must be a natural person aged 18 years or older and be a Member.

8.2. The Board shall consist of not less than seven (7) Directors, but shall not be more than fifteen (15).

8.3. A Director may not appoint an alternative Director or any third party to act on his or her behalf at meetings of the Board.

8.4. Each person proposed as a Director shall only be eligible for election as a Director at any General Meeting if he is a current Director subject to re-election in accordance with Article 8.5 or if:

8.4.1. not less than four weeks before the General Meeting, his or her name and nomination shall be given to the Company by notice in writing left at the Registered Office indicating his willingness to stand; and

8.4.2. his or her nomination complies with the requirements laid down by the Articles.

8.5. Each Director shall be elected annually by the Members at a General Meeting and shall serve until the Annual General Meeting following his appointment. At the

expiry of the term each Director may be reappointed by the Members to serve for a further term..

- 8.6. The Board shall have power to appoint any person who is able and willing to be appointed, to be a Director until the next succeeding Annual General Meetings subject to the maximum number of Directors prescribed in the Articles not being exceeded.
- 8.7. The Chairman of the Board shall be a Director and shall be elected annually by the Members at a General Meeting and shall serve until the Annual General Meeting following his appointment. At the expiry of the term the Chairman may be reappointed by the Members to serve for a further term.
- 8.8. The Secretary and Treasurer to the Board shall each be a Director be separately elected by the Members at each Annual General Meeting and shall serve until the Annual General Meeting following his appointment. At the expiry of the term the Secretary and/or the Treasurer may be reappointed by the Members to serve for a further term.
- 8.9. In the event of any of the Chairman, the Secretary and the Treasurer vacating his office in accordance with Article 9 the Board shall be entitled to nominate someone to succeed to such office until the next Annual General Meeting.

9. DISQUALIFICATION, RESIGNATION AND REMOVAL OF DIRECTORS

9.1. A Director shall vacate his office if:

- 9.1.1. he ceases to be a Member;
- 9.1.2. he ceases to be a Director by virtue of any provisions of the Act or he becomes prohibited by law from being a Director;
- 9.1.3. he dies or becomes subject to a bankruptcy order or interim order or he makes any arrangement or composition with his creditors;
- 9.1.4. he is suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity;
- 9.1.5. by 14 days notice in writing to LMAA he resigns his office (but only if the number of Directors necessary for a quorum at a Board meeting will remain in office when the notice of resignation is to take effect);
- 9.1.6. he absents himself from the meetings of the Board during a continuous period of six Months without special leave of absence from the Board, and the Board pass a resolution that he has by reason of such absence vacated office; or

- 9.1.7. he is removed from office by a resolution of the Members duly passed pursuant to section 168 of the Act.

10. POWERS AND DUTIES OF THE BOARD

- 10.1. Each Director must act in the best interests of LMAA and in a manner consistent with their legal duties under the Act. Each Director is individually and jointly responsible with his or her fellow Directors for the management of LMAA.

- 10.2. Without prejudice to the generality of the above the Board shall be responsible for:

- 10.2.1. the conduct of the affairs of LMAA in accordance with the Articles;

- 10.2.2. the approval of financial budgets and statutory accounts;

- 10.2.3. the dissemination of relevant information to Members;

- 10.2.4. the recommendation of a Membership subscription for each Year;

- 10.2.5. the appointment of committees with or without power to act on behalf of the Board;

- 10.2.6. affiliating to, or resigning from, such international or national associations as the Board considers desirable;

- 10.2.7. making, repealing and amending Regulations or rules for the conduct of the affairs of LMAA as seem to the Board necessary or desirable;

- 10.2.8. administering and taking possession of all of the funds of LMAA and applying such funds for such purposes and in such manner as they may deem necessary or desirable;

- 10.2.9. investing the funds of LMAA in such securities or otherwise as the Board deems fit; and

- 10.2.10. appointing and dismissing such employees as the Board deem desirable and to fix and pay such remuneration as the Board deem fit.

- 10.3. The Board may delegate such functions as they deem fit (being less than the total functions of the Board) to such person, or persons, as they decide. Such person shall report to the Board at each meeting of the Board or at such other periods as the Board shall so require.

11. PROCEEDINGS OF THE BOARD

- 11.1. Subject to the Articles and the Act, the Board may regulate their proceedings as they think fit.

- 11.2. Unless otherwise resolved by the Board, the Board shall meet at least three (3) times each Year.

- 11.3. The Secretary may, and on the request of two Directors shall, at any time call a meeting of the Board.
- 11.4. The quorum necessary for the transaction of business of the Board shall be six (6) Directors. Questions arising at any Board meeting shall be decided by a majority of votes. Except in the case of an equality of votes, the Chairman of the meeting shall not have a vote but in the case of equality of votes the Chairmen chairman shall have a casting vote.
- 11.5. The Chairman shall be entitled to preside at all meetings of the Board. If there shall be no Chairman, or if at any meeting he is unwilling to do so, or is not present within five minutes after the time appointed for holding the meeting, the Directors shall nominate, from amongst those present, one of their number to act as chairman of the meeting.
- 11.6. Any of the Directors can take part in a meeting of the Board, or any members of a committee of the Board can take part in a committee meeting by way of a video conference or telephone or similar equipment designed to allow everybody to take part in the meeting.

Taking part in this way will be treated as being present at the meeting. Meetings will be treated as taking place where the largest group of the participants is or, if there is no such group, where the chairman of the meeting is, unless the Board decides otherwise.

- 11.7. The Board for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose.
- 11.8. All acts bona fide done by any meeting of the Board, or of any committee of the Board, or by any person acting as a Director, shall be valid notwithstanding the participation in any vote of a Director:
 - 11.8.1. who was disqualified from holding office;
 - 11.8.2. who had previously retired or who had been obliged by the Articles to vacate office;
 - 11.8.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without the vote of that Director and that Director being counted in the quorum, the decision has been made by a majority of the Board at a quorate meeting.

- 11.9. Article 11.8 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Board or of a committee of the Board if, but for Article 11.8, the resolution would have been void, or if the Director has not complied with Articles 12.1 and/or 12.2.

11.10. A resolution in writing signed or approved by all the Directors or all the members of any committee of the Board entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

12. DECLARATION OF INTERESTS OF DIRECTORS

12.1. A Director must declare the nature and extent of any interest, direct or indirect, which he has in any matters to be discussed at a meeting of the Board before the matter is discussed by the Board.

12.2. A Director who has an interest must, in relation to that matter:

12.2.1. withdraw from the meeting for that item;

12.2.2. not count towards the quorum for that part of the meeting; and

12.2.3. not vote on the item in which he has an interest.

12.3. The Board shall keep and maintain a register of all conflicts of interest declared at Board meetings.

12.4. If any question arises at a meeting of the Board as to whether an interest exists in relation to a Director, or as to the entitlement of a Director to vote, be counted in the quorum or remain at the meeting it shall be referred to the chairman of the meeting whose ruling shall be final and conclusive as between the Directors. If the question relates to the chairman of the meeting, it shall be decided by a resolution of the Directors (for which purposes the chairman shall be counted in the quorum but may not vote).

12.5. A decision of the Board will not be invalid because of the subsequent discovery of an interest which should have been declared.

13. COMMITTEES

13.1. The Board may appoint one or more committees consisting of three or more persons at least one of whom must be a Director for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a committee including but not limited to considering policies or a particular policy of the LMAA.

13.2. Terms of delegation by the Board must be recorded in the minute book of the Board.

13.3. The Board may impose conditions when delegating, including conditions that:

13.3.1. the relevant powers are to be exercised exclusively by the committee to whom the Board delegates;

- 13.3.2. no expenditure may be incurred on behalf of LMAA except in accordance with a budget previously agreed with the Directors.
- 13.4. Any committee appointed by the Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than three members of the committee concerned.
- 13.5. The Board may revoke or alter a delegation to a committee and all acts and proceedings of any such committees shall be fully and promptly reported to the Board.
14. MINUTES
 - 14.1. The Board must keep minutes of all:
 - 14.1.1. appointments of Directors made by the Board;
 - 14.1.2. proceedings at General Meetings of LMAA;
 - 14.1.3. meetings of the Board and committees of the Board including;
 - 14.1.3.1. the names of the persons present at the meeting;
 - 14.1.3.2. the decisions made at the meetings; and
 - 14.1.3.3. where appropriate, the reasons for the decisions.
 - 14.2. Any minutes of any meeting, if purporting to be signed by the chairman of that meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.
 - 14.3. Members of a committee who are not Directors may inspect the minutes of that committee and those minutes of the Board that relate to the establishment and powers of that committee. The Board may resolve that a named person may inspect such of their minutes or the minutes as shall be specified in the resolution.
 - 14.4. The Board shall be responsible for keeping the Register of Members. The Register of Members shall be open to inspection by any Member at any reasonable time free of charge.
15. REGULATIONS
 - 15.1. The Board may from time to time make such reasonable and proper regulations as they may deem necessary or expedient for the proper conduct and management of LMAA and may add to, repeal or vary any such regulations. All regulations so made and for the time being in force shall be binding on all Members. Regulations may concern the following subjects, but are not restricted to them:

- 15.1.1. the admission of Members, the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - 15.1.2. the procedure at General Meetings and meetings of the Board and its committees insofar as such procedure is not regulated by the Articles including the admission of non-Members to General Meetings for the purpose of consultation but not voting on matters to be considered at such meeting and the invitation of persons who are not members of the Board to attend and speak at meetings of the Board;
 - 15.1.3. the conduct of Members in relation to one another;
 - 15.1.4. any other subjects which the Articles provide may be covered by Regulations; and
 - 15.1.5. generally all such matters as are commonly the subject of company rules or bye-laws provided that no Regulation shall contravene any of the provisions of the Articles or the Act.
- 15.2. The Board must adopt such means as they think sufficient to bring the Regulations to the notice of Members of LMAA.
- 15.3. No Regulation shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

16. ACCOUNTS

The Board shall comply with the requirements of the Act as to keeping accounting records, the audit or examination of annual accounts and the preparation and submission to the Registrar of Companies of annual accounts.

17. ADVISORY COMMITTEE

- 17.1. In addition to the Board the Company shall establish an advisory committee the role of which shall be:
- 17.1.1. to ensure the Company upholds the aims and traditions of itself and its predecessor organisations; and
 - 17.1.2. to provide support and advice to the Board and to provide continuity to the Company through the experience of those Members who sit upon it.
- 17.2. The Advisory Committee shall consist of not less than four and no more than six Members who shall be nominated from time to time by the Advisory Committee and, upon such nomination, be put forward for election at an Annual General Meeting and, if elected, serve until the next succeeding Annual General Meeting. Each member of the Advisory Committee, being willing to stand, shall be eligible for re-election.

- 17.3. The Advisory Committee shall have power to appoint any person who is able and willing to be appointed, to be a committee member until the next succeeding Annual General Meeting subject to the maximum number of committee members prescribed in the Articles not being exceeded.
- 17.4. The members of the Advisory Committee shall be entitled to regulate their affairs as they think fit and to meet with such frequency as they determine.
- 17.5. The members of the Advisory Committee shall appoint one of their number to act as their chairman and the person so appointed shall be entitled, by notice in writing to the Board, to be appointed as a Director and the remaining Directors shall use their powers under article 8.6 to appoint him as a Director at the first meeting of the Board after receipt of any such notice.

18. GENERAL MEETINGS

- 18.1. LMAA shall in each Year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that Year, and shall specify the meeting as such in the notices calling it. Not more than 15 Months may elapse between successive Annual General Meetings.
- 18.2. Any two Directors may whenever they think fit call General Meetings and on the requisition of Members pursuant to the provisions of the Act shall proceed to convene a General Meeting in accordance with those provisions.

19. NOTICE OF GENERAL MEETINGS

- 19.1. A General Meeting shall be called by at least fourteen (14) Clear Days' notice. An Annual General Meeting or a General Meeting at which a Special Resolution is proposed shall be called by at least twenty one Clear Day's notice.
- 19.2. A General Meeting may be called by shorter notice if it is so agreed by a majority in the number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than ninety (90) percent of the total voting rights at that meeting of all Members.
- 19.3. The notice shall contain a statement setting out the rights of Members to appoint a proxy under section 324 of the Act.
- 19.4. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 19.5. The notice shall specify the time and place of the meeting and the nature of the business to be transacted and in the case of an Annual General Meeting shall specify the meeting as such.
- 19.6. All Members of LMAA shall be entitled to attend any General Meeting of LMAA including any Annual General Meeting.
- 19.7. Notice shall be given to:
 - 19.7.1. all Members whose address is known;
 - 19.7.2. the Directors;

19.7.3. the Auditors; and

19.7.4. any other body entitled to receive notice.

20. PROCEEDINGS AT GENERAL MEETINGS

20.1. No business shall be transacted at any General Meeting unless a quorum of Members is present. Unless the Articles otherwise provide, one tenth of all Members present in person by authorised representative or by proxy and entitled to vote on the business to be transacted shall be a quorum.

20.2. If, within 15 minutes from the time appointed for the holding of a General Meeting, a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (but if that day falls on a bank or public holiday, the meeting will be held on the first Business Day after that holiday), at the same time and place, or to such day, time and place as the Chairman, or the Board, shall appoint, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Members present in person or by proxy shall be a quorum.

20.3. The Chairman shall preside as chairman at every General Meeting or if he shall not be present within 15 minutes after the time appointed for holding the meeting, or shall be unwilling to preside, another Office Holder present shall act as chairman of the meeting.

20.4. The chairman of any General Meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

20.5. When a General Meeting is adjourned for 14 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.

20.6. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

20.6.1. by the chairman of the meeting; or

20.6.2. by at least two Members present in person or by proxy having the right to vote on the resolution; or

20.6.3. by a Member or Members present in person or by proxy representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

- 20.7. Unless a poll is so demanded, a declaration by the chairman of the meeting 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 General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 20.8. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 20.9. A poll shall be taken as the chairman of the meeting directs and 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 General Meeting at which the poll is demanded.
- 20.10. No poll shall be demanded on the election of a chairman of a General Meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chairman of the meeting directs not being more than thirty (30) days after the poll is demanded. The demand for a poll shall not prevent continuance of a General Meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.
- 20.11. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
- 20.12. A proposed Written Resolution of the Members pursuant to the Act lapses if it is not passed before the end of the period of twenty-eight (28) days beginning with its circulation date (as defined in the Act).
- 20.13. Voting on a poll at a General Meeting shall be the basis of one vote for each Member. In the event of any dispute as to how a Member shall be entitled to cast the vote of that Member, the decision of the Chairman shall be final and conclusive.
- 20.14. A Member who is entitled to attend and vote at a General Meeting is entitled to appoint a proxy to attend, speak and vote.
- 20.15. A proxy shall be in the form previously approved by the Board and shall be signed by the Member concerned and deposited at the Registered Office or if the Board so decides at such other address as the Board shall specify not later than forty eight (48) hours before the start of the meeting or where the poll is to be taken later than forty eight (48) hours after it was demanded, twenty four (24) hours before the poll is to be taken or where a poll is to be taken less than forty eight (48) hours after it was demanded when it was demanded.

- 20.16. A proxy must state the name and address of the Member appointing the proxy, identify the person appointed to be the Member's proxy and the General Meeting in relation to which that person is appointed.
- 20.17. A proxy must also be signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may from time to time determine.
- 20.18. A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolution.
- 20.19. Unless a proxy notice indicates otherwise, it must be treated as:
 - 20.19.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meetings; and
 - 20.19.2. appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the General Meeting itself.
- 20.20. An appointment under a proxy notice may be revoked by delivering to the Company at its Registered Office a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 20.21. A notice revoking a proxy appointment only takes effect if it is delivered before the start of a meeting or adjourned meeting to which it relates.
- 20.22. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.
- 20.23. 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 chairman of the meeting whose decision shall be final and conclusive.
- 20.24. In the event of there being an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 20.25. The business of the Annual General Meeting of LMAA shall be:
 - 20.25.1. to receive the annual report;
 - 20.25.2. to receive the annual accounts;
 - 20.25.3. to elect Office Holders;
 - 20.25.4. to elect members of the Advisory Committee;

- 20.25.5. to ratify the annual subscription recommended by the Board;
- 20.25.6. to transact any other business that is included on the notice calling the meeting.
- 20.26. No business shall be conducted at a General Meeting that is not specified in the notice calling the meeting.
- 21. MISCELLANEOUS PROVISIONS RELATING TO THE BOARD OF DIRECTORS
 - 21.1. Directors and committees of the Board may be paid all travelling hotel and other expenses properly incurred by them in connection with the proper performance of their duties.
 - 21.2. The Directors shall not be entitled to be remunerated for acting as a Director but shall be entitled to be remunerated should they also be employed by the Company.
- 22. MEANS OF COMMUNICATION AND NOTICES
 - 22.1. Subject to the Articles, anything sent or supplied by or to LMAA under the Articles may be sent or supplied in any way in which the Act provides for Documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the LMAA.
 - 22.2. Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents from time to time.
 - 22.3. Any notice to be given by or to any person pursuant to the Articles must:
 - 22.3.1. be in writing to the address for the time being notified for that purpose; or
 - 22.3.2. be given in electronic form.
 - 22.4. LMAA may give any notice to a Member either:
 - 22.4.1. personally; or
 - 22.4.2. by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
 - 22.4.3. by leaving it at the address of the Member; or
 - 22.4.4. by giving it in electronic form to the Member's address; or
 - 22.4.5. by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a meeting and must specify the place, date and time of the meeting.

- 22.5. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic form was sent shall be conclusive where LMAA can show that it was properly addressed and sent in accordance with section 1147 Act. A notice shall be deemed to be given at the expiration of forty eight (48) hours after the envelope containing it was posted or, in the case of a notice contained in an electronic form, at the expiration of forty eight (48) hours after the time it was sent.
- 22.6. Notwithstanding any other provisions of the Articles, LMAA may send or supply any Document or information to Members that is required or authorised to be sent or supplied by LMAA under the Act or pursuant to the Articles or the Regulations by making it available on a website to Members. The relevant provisions of the Act, which apply when Documents sent under the Act are made available on a website, shall (with any necessary changes) also apply when any Document or information is sent or supplied under the Articles or Regulations to Members.
- 22.7. A Member who does not register an address with LMAA or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from LMAA.
- 22.8. A Member present in person at any meeting of LMAA shall be deemed to have received notice of the meeting and of the purposes for which it was called.
23. INDEMNITY
- 23.1. LMAA may indemnify a Director or former Director against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Act.