

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

FOR

NORWICH AND DISTRICT SOCIETY OF MODEL ENGINEERS  
LIMITED

Incorporated in England and Wales the 28th day of February 1967

Company Registration number 899317

INDEX TO THE ARTICLES

**PART 1**  
**INTERPRETATION AND LIMITATION OF LIABILITY**

1. Defined terms
2. Objects
3. Liability of members

**PART 2**  
**DIRECTORS**  
**DIRECTORS' POWERS AND RESPONSIBILITIES**

4. Directors' general authority
5. Members' reserve power
6. Directors may delegate
7. Sub-committees

**DECISION-MAKING BY DIRECTORS**

8. Directors to take decisions collectively
9. Unanimous decisions
10. Calling a directors' meeting
11. Participation in directors' meetings
12. Quorum for directors' meetings
13. Chairing of directors' meetings
14. Casting vote
15. Conflicts of interest
16. Records of decisions to be kept

**APPOINTMENT OF DIRECTORS**

17. Methods of appointing directors
18. Termination of director's appointment
19. Directors' expenses

**PART 3**  
**MEMBERS**  
**BECOMING AND CEASING TO BE A MEMBER**

20. Applications for membership
21. Annual list of members
22. Termination of membership

**ORGANISATION OF GENERAL MEETINGS**

23. Organising the meeting
24. Attendance and speaking at general meetings
25. Quorum for general meetings
26. Chairing general meetings
27. Adjournment

**VOTING AT GENERAL MEETINGS**

- 28. Voting: general
- 29. Errors and disputes
- 30. Poll votes
- 31. Content of proxy notices
- 32. Delivery of proxy notices
- 33. Amendments to resolutions

#### PART 4

##### ADMINISTRATIVE ARRANGEMENTS

- 34. Means of communication to be used
- 35. Company seals
- 36. Inspection of records

##### DIRECTORS' INDEMNITY AND INSURANCE

- 37. Indemnity
- 38. Insurance

##### RULES AND BYELAWS

- 39. Rules and Byelaws

#### PART 1

## INTERPRETATION AND LIMITATION OF LIABILITY

### 1. Defined terms

In the articles, unless the context requires otherwise—

“articles” means the company’s articles of association;

“association” means the Norwich and District Society of Model Engineers Limited;

“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” means the directors of the company collectively.

“chairman” has the meaning given in article 13;

“chairman of the meeting” has the meaning given in article 26;

“committee” means the directors of the company collectively.

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member” has the meaning given in section 112 of the Companies Act 2006;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 31;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006;  
and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

## **2. Objects**

The company is established for the objects expressed in the memorandum of association dated 28<sup>th</sup> February 1967.

## **3. Liability of members**

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the company’s debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## PART 2

### DIRECTORS

#### DIRECTORS' POWERS AND RESPONSIBILITIES

##### **4. Directors' general authority**

(1) Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

(2) The directors may appoint a company secretary.

(3) The directors may appoint an honorary company president.

##### **5. Members' reserve power**

(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action. The members concerned shall provide the company secretary with the written details of the proposed resolution so that an Extraordinary General Meeting can be arranged. A minimum of 10% of the eligible members is required to propose such a resolution.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

##### **6. Directors may delegate**

(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

(a) to such person or sub-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.

(2) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

##### **7. Sub-committees**

(1) Sub-committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any sub-committees, which prevail over rules derived from the articles if they are not consistent with them.

## DECISION-MAKING BY DIRECTORS

### **8. Directors to take decisions collectively**

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

### **9. Unanimous decisions**

(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.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) 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.

### **10. Calling a directors' meeting**

(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary to give such notice.

(2) Notice of any directors' meeting must 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.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

### **11. Participation in directors' meetings**

(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 in accordance with 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.

(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.

(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.

## **12. Quorum for directors' meetings**

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings is five.
- (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 the members to appoint further directors.

## **13. Chairing of directors' meetings**

- (1) The directors may appoint a director or an independent person to chair their meetings.
- (2) The person so appointed for the time being is known as the chairman.
- (3) The directors may terminate the chairman's appointment at any time.
- (4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

## **14. Casting vote**

In the event that the numbers for or against a proposal are equal, the status quo will remain.

## **15. Conflicts of interest**

- (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when—
  - (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
  - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - (c) the director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes—
  - (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
  - (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **16. Records of decisions to be kept**

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

## APPOINTMENT OF DIRECTORS

### 17. Methods of appointing directors

- (1) Any person who is willing to act as a director and who is a member of the Association, and is permitted by law to do so, may be appointed to be a director—
  - (a) by ordinary resolution, or
  - (b) by a decision of the directors. A person so appointed shall offer his or her resignation at the next Annual General Meeting (AGM) but shall be eligible for re-election if that person so wishes.
  - (c) the maximum number of directors shall be twelve and the minimum number shall be seven.
  - (d) the directors may from time to time change the maximum and minimum number of directors permitted by ordinary resolution.
  - (e) a person willing to stand for election at the AGM shall inform the company secretary in writing at least six weeks before the date of the meeting so that his or her details may be included in the AGM calling notice package. The application shall include a letter written by the candidate's proposer, together with a signed statement from the candidate showing his or her willingness to stand for election.
- (2) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.
- (3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.
- (4) All directors shall sign a consent to act which shall include an agreement to resign if they:
  - (a) fail to adhere to current Club Bye-Laws and rules which are applicable to all members.
  - (b) do anything which brings disrepute to the company.

### 18. Termination of director's appointment

- (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) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - (f) 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.
  - (g) resignation occurs in terms of article 17. (4), (a) and (b).

(2) At each AGM all of the directors for the time being, shall offer their resignation from office.

(3) All directors offering their resignation at each AGM shall be eligible for re-election and may be re-elected by simple majority of the members entitled to vote at the AGM.

(4) The Company may by ordinary resolution at a meeting remove directors in accordance with Section 168 of the Companies Act 2006.

### **19. Directors' expenses**

The company may reimburse directors for expenses which the directors properly incur in connection with the discharge of their responsibilities in relation to the company.

PART 3  
MEMBERS

BECOMING AND CEASING TO BE A MEMBER

**20. Applications for membership**

- (1) No person shall become a member of the company unless—
- (a) that person has completed an application for membership in a form approved by the directors along with the appropriate fee. and,
  - (b) A satisfactory probation period, determined by the directors has been served.
  - (c) The directors shall at their discretion (subject only to these Articles and to the bye-laws for the time being in force) determine as to the admission of applicants, and their decision not to admit any person shall be final, and the directors shall not be bound to give any reason for their decision. Members must have attained the age of sixteen years, before admission.
- (2) Membership fees shall fall due on the first day of April in each year but in the case of members admitted between the first day of January and the thirty-first day of March in any year such membership fees shall constitute the membership fee until the thirty-first day of March in the following year.
- (3) the directors may from time to time set new membership fees by an ordinary resolution in a general meeting.

**21. Annual list of members**

The directors may publish an annual list of members who affirm their wish to be included in such a list and which shows the names of each member only. The membership secretary may be asked to provide contact details for any member by any other member. That information shall only be provided with the consent of the member whose details are being sought.

**22. Termination of membership**

- (1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist or does not both complete the annual membership renewal form and pay the annual membership fee.
- (4) the directors shall have the right to exclude a member's access to the premises if that person has behaved in an unacceptable manner.
- (5) the directors shall have the right to revoke a person's membership if that person has behaved in an unacceptable manner. The person concerned shall have the right to explain his actions before a quorate board of directors.

## ORGANISATION OF GENERAL MEETINGS

### **23. Organising the meeting**

(1) The company shall organise a general meeting once per year at a place and time determined by the directors. This meeting shall be termed the Annual General Meeting (AGM) and it shall take place no later than fifteen months after the previous AGM.

(2) A copy of the company accounts and annual report of the directors shall be provided at the AGM.

(3) A minimum of 10% of eligible members acting jointly may propose a resolution to be considered at a general meeting.

(4) The directors may convene additional meetings when they see fit. They shall be termed Extraordinary General Meetings (EGM).

(5) Twenty one days written notice shall be given for the AGM and EGMs. The time and place of the meeting shall be specified and communicated to all registered members residing in the United Kingdom.

(6) The accidental omission to give notice of a meeting to, or the non-receipt of a notice thereof to persons entitled to receive such notice shall not invalidate any resolutions passed at the meeting.

### **24. Attendance and speaking at general meetings**

(1) A person who is a member is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(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.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

### **25. Quorum for general meetings**

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. Twelve members present shall constitute a quorum.

## **26. Chairing general meetings**

(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

## **27. Adjournment**

(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the company’s general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## VOTING AT GENERAL MEETINGS

### **28. Voting: general**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles. Every member, having paid any membership fees due, shall have one vote.

### **29. Errors and disputes**

- (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

### **30. Poll votes**

- (1) A poll on a resolution may be demanded—
  - (a) in advance of the general meeting where it is to be put to the vote, or
  - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by—
  - (a) the chairman of the meeting;
  - (b) the directors;
  - (c) two or more persons having the right to vote on the resolution; or
  - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if—
  - (a) the poll has not yet been taken, and
  - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

### **31. Content of proxy notices**

- (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.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices 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.
- (4) 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.

### **32. Delivery of proxy notices**

- (1) 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.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) 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 appointor's behalf.

### **33. Amendments to resolutions**

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

#### **34. Means of communication to be used**

(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(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 for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### **35. Company seals**

(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

(a) any director of the company;

(b) the company secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

#### **36. Inspection of 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.

## DIRECTORS' AND COMPANY SECRETARY INDEMNITY AND INSURANCE

### 37. Indemnity

(1) Subject to paragraph (2), a relevant director and company secretary of the company or an associated company may be indemnified out of the company's assets against—

(a) any liability incurred by that director and company secretary in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

(b) any other liability incurred by that director and company secretary as an officer of the company or an associated company.

(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.

(3) In this article—

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

(b) a “relevant director” means any director or former director of the company or an associated company.

(c) company secretary means any company secretary or former company secretary of the company or an associated company.

### 38. Insurance

(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director and company secretary in respect of any relevant loss.

(2) In this article—

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

(b) a “relevant director” means any director or former director of the company or an associated company.

(c) company secretary means any company secretary or former company secretary of the company or an associated company.

(d) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director and/or company secretary in connection with that director's or company secretary's duties or powers in relation to the company or an associated company.

### 39. Rules and Byelaws

(1) Any rules or byelaws must be consistent with any provisions of the Companies Act 2006 applicable to the company and shall be supplementary but subsidiary to the provisions of these articles. Any compulsory requirements of that Act and the provisions of these articles shall always take precedence over any provision in any rules or byelaws that in any way conflicts or is inconsistent with those requirements or provisions.

- (2) Rules or byelaws may be created, altered or revoked by ordinary resolution at a general meeting of the company.
- (3) The directors shall create rules or bye-laws where there is need to comply with legal requirements or other obligations or for any other valid reason.
- (4) All directors and members of the company shall be bound by and observe the provisions and requirements of any rules or byelaws as are in force from time to time
- (5) All rules and byelaws in force shall be ratified by ordinary resolution at every Annual General Meeting.