THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

CIVIL SERVICE PENSIONERS' ALLIANCE

Company No *[INSERT NUMBER]*

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

CIVIL SERVICE PENSIONERS' ALLIANCE ("CSPA")

(Adopted by special resolution passed on 2026)

Interpretation, objects and limitation of liability

1. Interpretation

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

Appointed Officers: the General Secretary and National Treasurer;

Appointor: has the meaning given in article 26.1;

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

Associate Member: means a person whose name in entered in the register of members of the CSPA as an associate member of the CSPA and **Associate Membership** shall be construed accordingly;

bankruptcy: includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

Branch: a branch referred to in article 29.1;

Branch Representative: a representative appointed by a Branch in accordance with article 29.3 to attend and vote on its behalf at any general meeting of the CSPA;

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

Chair: the Chair elected in accordance with article 45.2(a)(i)

Conflict: means a situation in which an Executive Council Member has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the CSPA;

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

Effective Time: means completion of the transfer of all, or a substantial part of, the property and assets of the Unincorporated Association to the Association;

Elected Officers: the Chair and Vice-Chair;

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

Eligible Executive Council Member: means an Executive Council Member who would be entitled to vote on the matter at a meeting of the Executive Council (but excluding in relation to the authorisation of a Conflict pursuant to article 19, any Executive Council Member whose vote is not to be counted in respect of the particular matter);

Executive Council: means the executive council from time to time of the CSPA comprising Executive Council Members (who all act as directors of the CSPA);

Executive Council Member: means a person appointed as a member of the Executive Council under article 45.2 or article 45.3 (and, accordingly, acts as a director of the CSPA) and **Executive Council Members** shall be construed accordingly;

Full Member: means a person whose name in entered in the register of members of the CSPA as a full member of the CSPA and **Full Members** and **Full Membership** shall be construed accordingly;

General Secretary: the General Secretary appointed in accordance with article 7.2;

Group: means a group of Members as referred to in article 30 and article 32 which forms part of and operates as a subdivision of the CSPA;

Group Representative: a representative appointed by a Group in accordance with article 31.2 to attend and vote on its behalf at any general meeting of the CSPA;

Group Supporter: has the meaning given in article 32.1.

Individual Member: a Member attending a general meeting who are not part of a Branch or Group;

Interested Executive Council Member: has the meaning given in article 19.4;

Member: means a person whose name in entered in the register of members of the CSPA and **Members** and **Membership** shall be construed accordingly;

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;

National Treasurer: the national treasurer appointed in accordance with article 7.2;

Officers: the Appointed Officers and the Elected Officers;

ordinary resolution: has the meaning given in section 282 of the Act;

participate: in relation to a meeting of the Executive Council, has the meaning given in article 15.1;

Proxy Notice: has the meaning given in article 48.1;

Regions: means the nine regions of the CSPA, details of which are set out in article 31.3;

Rules: the rules governing various matters relating to Company's operation established by the Executive Council in accordance with article 54.1 on or around the date of adoption of these Articles and entitled "Civil Service Pensioners' Alliance Rules and Regulations" as amended from time to time in accordance with the provisions of the Rules;

special resolution: has the meaning given in section 283 of the Act;

Standing Orders Committee: the committee of three Members appointed in accordance with article 45.3(a);

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

Unincorporated Association: means the unincorporated association known as the Civil Service Pensioners' Alliance as carried on immediately prior to the Effective Time;

Vice-Chair: the Vice-Chair elected in accordance with article 45.2(a)(i); 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.

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

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 or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.

1.6 Any word following the terms **including**, **include**, **in particular**, **for example** 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 shall not apply to the CSPA.

2. Objects

2.1 The object for which the CSPA is established shall be:

(a) to maintain and improve the purchasing power of all pensions from Civil Service and related schemes;

(b) to initiate and participate in action which will benefit pensioners; and

(c) to promote the economic and social well-being of pensioners.

2.2 Such objects may be pursued in collaboration with other organisations of public service pensioners or by affiliation to, or accepting affiliation of any organisation whose objects include any related to those of the CSPA.

2.3 In pursuance of these objects the CSPA may seek by political campaigning to persuade the Government and other authorities to accept its policies but it shall not affiliate to any political party to assist it in that process.

3. Powers

In pursuance of the objects set out in article 2, the CSPA has the power to:

(a) buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the CSPA;

(b) borrow and raise money in such manner as the Executive Council shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the CSPA 's property and assets;

(c) invest and deal with the funds of the CSPA not immediately required for its operations in or upon such investments, securities or property as may be thought fit;

(d) subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;

(e) lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Executive Council may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;

(f) lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the Executive Council, affect or advance the objects of the CSPA in any way;

(g) pay all or any expenses incurred in connection with the promotion, formation and incorporation of the CSPA and to contract with any person, firm or company to pay the same;

(h) enter into contracts to provide services to or on behalf of other bodies;

(i) provide and assist in the provision of money, materials or other help;.

(j) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;

(k) incorporate subsidiary companies to carry on any trade; and

(l) do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in article 2.

4. Income

4.1 The income and property of the CSPA from wherever derived shall be applied solely in promoting the CSPA 's objects.

4.2 No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the CSPA of:

(a) reasonable and proper remuneration to any Member, officer or servant of the CSPA for any services rendered to the CSPA;

(b) any interest on money lent by any Member or any Executive Council Member at a reasonable and proper rate;

(c) reasonable and proper rent for premises demised or let by any Member or Executive Council Member; or

(d) reasonable out-of-pocket expenses properly incurred by any Executive Council Member.

5. Winding up

On the winding-up of the CSPA, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this Article) but shall be transferred to another body (charitable or otherwise) with objects similar to those of the CSPA. Such body to be determined by resolution of the Members at or before the time of winding up and, subject to any such resolution of the Members, may be made by resolution of the Executive Council at or before the time of winding up.

6. Guarantee

6.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the CSPA in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

(a) payment of the CSPA's debts and liabilities contracted before they cease to be a Member,

(b) payment of the costs, charges and expenses of the winding up, and

(c) adjustment of the rights of the contributories among themselves.

7. Officers

7.1 The Elected Officers shall be elected in accordance with article 45.2(a)(i).

7.2 The Appointed Officers shall be appointed by the Executive Council.

7.3 All Officers shall be subject to the direction and control of the Executive Council.

Executive Council

8. Executive Council's general authority

8.1 Subject to these Articles and directions as to policy in accordance with article 9.1 , the Executive Council is responsible for the management of the CSPA's business in accordance with its objects, for which purpose it may exercise all the powers of the CSPA.

8.2 Without prejudice to the generality of article 8.1:

(a) the Executive Council shall be responsible for authorising the appointment of other personnel as necessary on such terms and conditions as they may deem fit;

(b) the Executive Council shall be responsible for appointing representatives of the CSPA to any external body or organization; and

(c) all Officers and the General Secretary shall be subject to the direction and control of the Executive Council.

9. Members' reserve power

9.1 The Members may, by special resolution determine the policy of the CSPA including introducing new policies and amending or repealing existing policies, direct the Executive Council to take, or refrain from taking, specified action in order to comply with those policies.

9.2 No such special resolution invalidates anything which the Executive Council has done before the passing of the resolution.

10. Executive Council may delegate

10.1 Subject to these Articles, the Executive Council may:

(a) delegate any of its powers to any committee consisting of at least two members, provided that a majority of those members are Executive Council Members and the quorum for any meeting of such committee is two thirds of the members of such committee of which a majority are Executive Council Members;

(b) appoint a committee whose composition does not comply with article 10.1(a) but the Executive Council may not delegate any of its powers to such committee whose purpose shall be to advise the Executive Council only; and

(c) delegate to either or both of the Appointed Officers such of their powers as they consider desirable to be exercised by them.

Any such delegation may be made subject to any conditions the Executive Council may impose, and either collaterally with or to the exclusion of its own powers.

10.2 The Executive Council may, by power of attorney or otherwise, appoint any person to be the agent of the CSPA for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

10.3 If the Executive Council so specifies, any such delegation may authorise further delegation of the Executive Council's powers by any person to whom they are delegated.

10.4 The Executive Council may revoke any delegation in whole or part or alter its terms and conditions.

11. Committees

11.1 Committees to which the Executive Council delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Executive Council.

11.2 The Executive Council may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

12. Executive Council Members to take decisions collectively

The general rule about decision-making by the Executive Council is that any decision of the Executive Council must be either a majority decision at a meeting or a decision taken in accordance with article 13.

13. Unanimous decisions

13.1 A decision of the Executive Council is taken in accordance with this article when all Eligible Executive Council Members indicate to each other by any means that they share a common view on a matter.

13.2 Such a decision may take the form of a resolution in writing, where each Eligible Executive Council Member has signed one or more copies of it, or to which each Eligible Executive Council Member has otherwise indicated agreement in writing.

13.3 A decision may not be taken in accordance with this article if the Eligible Executive Council Members would not have formed a quorum at such a meeting.

14. Calling a meeting of the Executive Council

14.1 The Executive Council shall meet as often as necessary but not less than three times each year.

14.2 Any three Executive Council Members may call a meeting of the Executive Council by giving not less than 30 Business Days' notice of the meeting (or such lesser notice as all the Executive Council Members may agree) to the Executive Council Members.

14.3 Notice of any meeting of the Executive Council must indicate:

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that Executive Council Members 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.

14.4 Notice of a meeting of the Executive Council shall be given to each Executive Council Member in writing which may be sent by email.

14.5 Notice of a meeting of the Executive Council need not be given to Executive Council Members who waive their entitlement to notice of that meeting, by giving notice to that effect to the CSPA not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

14.6 An Executive Council Member who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the meeting of the Executive Council unless they have provided a valid email address for receiving notice of meetings.

15. Participation in meetings of the Executive Council

15.1 Subject to these Articles, Executive Council Members participate in a meeting of the Executive Council, or part of a meeting of the Executive Council, when:

(a) the meeting has been called and takes place in accordance with these 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.

15.2 In determining whether Executive Council Members are participating in a meeting of the Executive Council, it is irrelevant where any Executive Council Member is or how they communicate with each other.

15.3 If all the Executive Council Members 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.

16. Quorum for meetings of the Executive Council

16.1 At a meeting of the Executive Council, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

16.2 Subject to article 16.3, the quorum for the transaction of business at a meeting of the Executive Council is 50% plus one of Eligible Executive Council Members.

16.3 For the purposes of any meeting (or part of a meeting) held pursuant to article 19 to authorise a Conflict, if there is only one Eligible Executive Council Member in office other than the Interested Executive Council Member(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Executive Council Member.

16.4 If the total number of Executive Council Members in office for the time being is less than the quorum required, the Executive Council must not take any decision other than a decision:

(a) to appoint further Executive Council Members; or

(b) to call a general meeting so as to enable the Members to appoint further Executive Council Members.

17. Chairing of meetings of the Executive Council

17.1 Meetings of the Executive Council shall be chaired by:

(a) the Chair; or

(b) if the Chair is not participating in the relevant meeting or the Chair and Vice-Chair so agree, the Vice-Chair; or

(c) if neither the Chair nor the Vice-Chair are participating in the relevant meeting, the Executive Council may appoint an Executive Council Member to chair that meeting.

17.2 The person chairing the meeting for the time being is known as the chair.

17.3 The Executive Council may terminate the appointment of any person appointed by it to chair a meeting in accordance with article 17.1(c) at any time.

17.4 If the chair is not participating in a meeting of the Executive Council within ten minutes of the time at which it was to start, the participating Executive Council Members must appoint one of themselves to chair it.

18. Casting vote

If the numbers of votes for and against a proposal at a meeting of the Executive Council are equal, the Chair, Vice-Chair or other Executive Council Member chairing the meeting shall have a casting vote.

19. Executive Council Members' conflicts of interest

19.1 For the purposes of this article, references to proposed decisions and decision-making processes include any meeting of the Executive Council or part of a meeting of the Executive Council.

19.2 Subject to article 19.3, if a question arises at a meeting of the Executive Council or of a committee of the Executive Council as to the right of an Executive Council Member 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 chair whose ruling in relation to any Executive Council Member other than the chair is to be final and conclusive.

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

19.4 The Executive Council may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any Executive Council Member which would, if not authorised, involve an Executive Council Member (an **Interested Executive Council Member**) breaching their duty to avoid conflicts of interest under section 175 of the Act.

19.5 Any authorisation under this article 19 shall be effective only if:

(a) the matter in question shall have been proposed by any Executive Council Member for consideration in the same way that any other matter may be proposed to the Executive Council under the provisions of these Articles or in such other manner as the Executive Council may determine;

(b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Executive Council Member; and

(c) the matter was agreed to without the Interested Executive Council Member voting or would have been agreed to if the Interested Executive Council Member's vote had not been counted.

19.6 Any authorisation of a Conflict under this article 19 may (whether at the time of giving the authorisation or subsequently):

(a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;

(b) provide that the Interested Executive Council Member be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Executive Council or otherwise) related to the Conflict;

(c) provide that the Interested Executive Council Member shall or shall not be an Eligible Executive Council Member in respect of any future decision of the Executive Council in relation to any resolution related to the Conflict;

(d) impose upon the Interested Executive Council Member such other terms for the purposes of dealing with the Conflict as the Executive Council thinks fit;

(e) provide that, where the Interested Executive Council Member obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a director of the CSPA) information that is confidential to a third party, they shall not be obliged to disclose that information to the CSPA, or to use it in relation to the CSPA's affairs where to do so would amount to a breach of that confidence; and

(f) permit the Interested Executive Council Member to absent themselves from the discussion of matters relating to the Conflict at any meeting of the Executive Council and be excused from reviewing papers prepared by, or for, the Executive Council Members to the extent they relate to such matters.

19.7 Where the Executive Council authorises a Conflict, the Interested Executive Council Member shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the Executive Council in relation to the Conflict.

19.8 The Executive Council may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Executive Council Member prior to such revocation or variation in accordance with the terms of such authorisation.

19.9 An Executive Council Member is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the CSPA for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a Conflict which has been authorised by the Executive Council in accordance with these Articles or by the CSPA in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

19.10 If a proposed decision of the Executive Council is concerned with an actual or proposed transaction or arrangement with the CSPA in which an Executive Council Member is interested, that Executive Council Member not to be counted as participating in the

decision-making process for quorum or voting purposes unless the provision of the articles which would otherwise prevent an Executive Council Member from being counted as participating in the decision-making process for quorum or voting purposes are disapplied by ordinary resolution in general meeting.

20. Records of decisions to be kept

20.1 The Executive Council must ensure that the CSPA 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 Executive Council.

20.2 Where decisions of the Executive Council are taken by electronic means, such decisions shall be recorded by the Executive Council in permanent form, so that they may be read with the naked eye.

21. Executive Council's discretion to make further rules

Subject to these Articles, the Executive Council may make any rule which it thinks fit about how it takes decisions, and about how such rules are to be recorded or communicated to Executive Council Members.

22. Composition of Executive Council and number of Executive Council Members

22.1 Only Full Members may be elected or appointed to the Executive Council.

22.2 Subject to article 22.1, the Executive Council shall consist of:

(a) the Elected Officers;

(b) nine members, one representing each Region, elected in accordance with article 43.3;

(c) two members appointed by Scotland Branch in accordance with Article 43.2 (b);

(d) one member appointed by Northern Ireland Branch in accordance with Article 43.2 (c); and

(e) five further members appointed in accordance with article 45.2(a)(ii)

being, in each case, a person who is willing to act as an Executive Council Member, and is permitted by law to do.

22.3 Unless otherwise determined by ordinary resolution, the number of Executive Council Members (other than alternate Executive Council Members) shall not be less than sixteen.

22.4 The Executive Council shall have power to co-opt to its meetings persons to act in an advisory capacity in respect of matters concerning which such persons possess special knowledge or competence. Such persons shall be without voting rights. They shall not speak on any matter other than that for which they have been co-opted, except with the express permission of the chair of the meeting.

23. Termination of Executive Council Member's appointment

A person ceases to be an Executive Council Member 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 CSPA stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or

(e) notification is received by the CSPA from the Executive Council Member that the Executive Council Member is resigning from office, and such resignation has taken effect in accordance with its terms.

24. Executive Council Members' remuneration

24.1 Executive Council Members may undertake any services for the CSPA that the Executive Council decides.

24.2 Executive Council Members are entitled to such remuneration as the Executive Council determines for any such service which they undertake for the CSPA.

24.3 Subject to these Articles, an Executive Council Member's remuneration may take any form.

24.4 Unless the Executive Council decides otherwise, Executive Council Members' remuneration accrues from day to day.

24.5 Unless the Executive Council decides otherwise, Executive Council Members are not accountable to the CSPA for any remuneration which they receive as Executive Council Members or other officers or employees of the CSPA's subsidiaries or of any other body corporate in which the CSPA is interested.

25. Executive Council Members' expenses

The CSPA may pay any reasonable expenses which Executive Council Members (including alternate Executive Council Members) properly incur in connection with their attendance at:

(a) meetings of the Executive Council or committees of the Executive Council; or

(b) general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the CSPA.

26. Appointment and removal of alternate Executive Council Members

26.1 Any Executive Council Member (other than an alternate Executive Council Member) (**Appointor**) may appoint as an alternate any other Executive Council Member, or any other person approved by resolution of the Executive Council, to:

(a) exercise that Executive Council Member's powers; and

(b) carry out that Executive Council Member's responsibilities,

in relation to the taking of decisions by the Executive Council, in the absence of the Appointor.

26.2 Any appointment or removal of an alternate Executive Council Member must be effected by notice in writing to the CSPA signed by the Appointor, or in any other manner approved by the Executive Council.

26.3 The notice must:

(a) identify the proposed alternate; and

(b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that they are willing to act as the alternate of the Executive Council Member giving the notice.

27. Rights and responsibilities of alternate Executive Council Members

27.1 An alternate Executive Council Member may act as alternate Executive Council Member to more than one Executive Council Member and has the same rights in relation to any decision of the Executive Council as the Appointor.

27.2 Except as these Articles specify otherwise, alternate Executive Council Members are:

(a) deemed for all purposes to be Executive Council Members;

(b) liable for their own acts and omissions;

(c) subject to the same restrictions as their Appointors; and

(d) not deemed to be agents of or for their Appointors

and, in particular (without limitation), each alternate Executive Council Member shall be entitled to receive notice of all meetings of the Executive Council and of all meetings of committees of the Executive Council of which their Appointor is a member.

27.3 A person who is an alternate Executive Council Member but not an Executive Council Member:

(a) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's Appointor is not participating);

(b) may participate in a unanimous decision of the Executive Council (but only if their Appointor is an Eligible Executive Council Member in relation to that decision, but does not participate); and

(c) shall not be counted as more than one Executive Council Member for the purposes of this article 27.3.

27.4 An Executive Council Member who is also an alternate Executive Council Member is entitled, in the absence of their Appointor(s), to a separate vote on behalf of each Appointor, in addition to their own vote on any decision of the Executive Council (provided that an Appointor for whom they exercise a separate vote is an Eligible Executive Council Member in relation to that decision), but shall not count as more than one Executive Council Member for the purposes of determining whether a quorum is present.

27.5 An alternate Executive Council Member may be paid expenses and may be indemnified by the CSPA to the same extent as if they were an Executive Council Member but shall not be entitled to receive any remuneration from the CSPA for serving as an alternate Executive Council Member except such part (if any) of the remuneration otherwise payable to the alternate's Appointor as the Appointor may by notice in writing to the CSPA from time to time direct.

28. Termination of alternate Executive Council Member's appointment

An alternate Executive Council Member's appointment as an alternate (in respect of a particular Appointor) terminates:

(a) when the alternate's Appointor revokes the appointment by notice to the CSPA in writing specifying when it is to terminate;

(b) on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's Appointor, would result in the termination of the Appointor's appointment as an Executive Council Member;

(c) on the death of the alternate's Appointor; or

(d) when the alternate Executive Council Member's Appointor ceases to be a Executive Council Member for whatever reason.

Branches and Groups

29. Branches

29.1 Northern Ireland and Scotland shall comprise separate and autonomous organisations within the CSPA. These organisations to be known as Branches, shall operate under separate constitutions, copies of which, and of any subsequent amendments thereto, shall be forwarded to the Executive Council.

29.2 The Executive Council shall retain responsibility for the co-ordination of policy throughout the CSPA as a whole and may, to that end, from time to time request reports from Branches.

29.3 The functions of Branches shall be to recruit as members all persons qualifying under Article 35, and to maintain effective liaison with the Executive Council in promoting the policies and activities of the CSPA. To this end, Scotland Branch may appoint two Executive Council Members and Northern Ireland Branch may appoint one Executive Council Member. Each Branch may appoint one representative to general meetings.

29.4 Each of the Branches shall retain the subscriptions they collect and, so far as is possible, meet all their own administrative costs and shall not commit to any expenditure that it cannot meet from financial resources available to it.. Within the limit of their resources they are encouraged to make donations to the main funds of the CSPA.

30. Branch autonomy

30.1 Each of the Branches shall have:

(a) authority to enter into contracts in the name of the CSPA on behalf of the Branch and its members provided that the Branch has sufficient funds to meet all obligations under such contracts;

(b) ability to take legal advice, as needed, in order to achieve the Objects of the Branch and to assist Branch members provided that the Branch has sufficient funds to meet the full cost of obtaining such legal advice;

(c) delegated authority to manage Branch funds and incur expenditure on behalf of the Branch, in order to achieve the objects of the CSPA, including setting a Branch Reserves Policy;

Commented [PM1]: Note that I have amended the wording suggested. I believe the intention following incorporation is that the Branch will enter into contracts in the name of the Company. However, I've added a proviso at the end of this regarding availability of Branch funds.

(d) the ability to elect and appoint Branch officers and to form a Branch Committee;

(e) the ability to set (determine) membership subscriptions;

(f) the ability to determine membership applications and accept members;

(g) the right to adopt Branch rules, provided that they are not inconsistent with these Articles; and

(h) the right to appoint Branch Representatives to the Executive Council and to select Branch representatives to general meetings of the CSPA, in each case in accordance with these Articles.

31. Groups in England and Wales

31.1 An aim of the CSPA shall be to set up a network of Groups, covering the whole of England and Wales, with areas defined in terms of postcodes. Each Group shall publish its meeting arrangements in the CSPA periodical once every six months and, in addition, may at its discretion, communicate with each Member resident within its area, the reasonable costs of four communications per year being borne by national funds. Apart from this, the functions of a Group shall be:

(a) to assist in attracting new Members;

(b) to make the objects, policy and aims of the CSPA known to potential Members, to the public in the Group's defined area, to local branches of Civil Service organisations and Members of Parliament within the Group's defined area, and to establish liaison with other organisations representing pensioners;

(c) in suitable cases to act as the agents of the Executive Council in enrolling Members and collecting subscriptions payable to the CSPA and donations to national funds;

(d) to make local representations on behalf of members of the Group.

31.2 Each Group may appoint one representative to general meetings who shall be entitled to speak and vote at such meetings and one further representative who shall be entitled to speak but not to vote.

31.3 Groups in England will be organised into eight Regions as determined by the Executive Council in consultation with Groups. Groups in Wales will be organised into a Wales Region.

31.4 Members who were members of groups of the Unincorporated Association immediately prior to the Effective Time shall be part of groups with the same name within the CSPA and such groups shall be the first Groups.

31.5 Groups who were part of regions of the Unincorporated Association immediately prior to the Effective Time shall be part of regions with the same name within the CSPA and such regions shall be the first Regions.

32. Group membership and organisation

32.1 Groups may also admit as an associate member of that Group any person (**Group Supporter**) who, whilst ineligible to join the CSPA under any of the provisions of article 35 as a Full Member or an Associate Member, is a supporter of and/ or can bring benefit to the Group. Group Supporters may be required to pay a fee to the Group, participate in events of the Group and hold office in the Group as provided for in rule 6.4 of the Rules.

32.2 Apart from the costs mentioned in article 31.1, Groups shall seek to be financially self-supporting and shall not commit to any expenditure that it cannot meet from financial resources available to it.

32.3 A copy of the audited statement of the accounts of a Group and any related reports prepared up to 31 December in each year shall be sent to the National Treasurer as soon as possible, and, in any event, not later than 30 April in the following year.

32.4 The names and addresses of a newly elected chair, secretary, and treasurer, shall be notified to the General Secretary within fourteen days of their election.

32.5 Each Group shall adopt an appropriate constitution and/or standing orders (**Branch Constitution**) should be adopted by Groups which must not be inconsistent with these Articles or the Rules provided that such Branch Constitution and any subsequent amendments to it, have been:

(a) adopted by the affirmative vote of two-thirds of the members of the Group (including Group Supporters to the extent permitted by the Branch Constitution) attending and voting at an annual or special meeting convened in accordance with the Branch Constitution; and

(b) approved in advance by the Executive Council.

33. Group authority

Each of the Groups shall have:

33.1 authority to enter into contracts in the name of the CSPA on behalf of the Group and its members provided that the Group has sufficient funds to meet all obligations under such contracts;

Commented [PM2]: Note that I have amended the wording suggested. I believe the intention following incorporation is that the group will enter into contracts in the name of the Company. However, I've added a proviso at the end of this regarding availability of group funds.

33.2 delegated authority to manage Group funds and incur expenditure on behalf of the Group, in order to achieve the objects of the CSPA, including setting a Group Reserves Policy;

33.3 authority to elect and appoint Group postholders and to form a Group committee;

33.4 authority to accept Group Supporters in accordance with these Articles; and

33.5 the right to adopt Group rules, provided that they are not inconsistent with these Articles.

34. Change of company name

The name of the CSPA may be changed by:

(a) a decision of the Executive Council; or

(b) a special resolution of the Members,

or otherwise in accordance with the Act.

Members: becoming and ceasing to be a member

35. Membership

35.1 The subscribers to the Memorandum of Association of the Association shall be the first Full Members of the CSPA.

35.2 The members of the Unincorporated Association as at the Effective Time shall become Members at the Effective Time and shall be deemed to have agreed to become a Member by virtue of paying any subscription to the Association, attending any meeting or event of the CSPA, exercising any voting rights in relation to the CSPA or doing any other act consistent with membership. Any such person who was a full member of the Unincorporated Association immediately prior to the Effective Time shall be deemed to be a Full Member at the Effective Time and any such person who was an associate member of the Unincorporated Association immediately prior to the Effective Time shall be deemed to be an Associate Member at the Effective Time.

35.3 Full Membership of the CSPA shall be open to:

(a) pensioners who are in receipt of benefits or are entitled to receive deferred benefits from:

(i) the Principal Civil Service Pension Scheme (**PCSPS**) and its successors; or

(ii) pension schemes analogous to the PCSPS and its successors operated by fringe bodies such as Research Councils, or by other Non-Departmental Public Bodies; or

(iii) a pension scheme operated by a Civil Service Trade Union;

(b) active members of such pension schemes as defined in article 35.3(a) above who remain entitled to benefits;

(c) the spouse or partner of a Member falling within the scope of article 35.3(a) or (b); and

(d) the surviving spouse or partner of a deceased individual who at the time of their death was a Member falling within the scope of article 35.3(a) or (b).

35.4 The CSPA shall admit to Full Membership any individual who:

(a) applies to the CSPA using the application process approved by the Executive Council; and

(b) has paid the prescribed subscription fee.

35.5 Associate Membership of the CSPA shall be open to those who do not qualify for Full Membership under article 35.3 whose application for membership is approved by the Executive Council. The Executive Council may in its absolute discretion decline to accept any application for Associate Membership and need not give reasons for doing so.

35.6 The CSPA shall admit to Associate Membership any individual:

(a) who applies to the CSPA using the application process approved by the Executive Council;

(b) whose application for membership is approved by the Executive Council; and

(c) has paid the prescribed subscription fee.

35.7 A letter shall be sent to each applicant admitted to Membership in accordance with article 35.4 or article 35.6 confirming their Membership of the CSPA and the details of each successful applicant shall be entered into the Register of Members.

35.8 All Members must pay to the CSPA on becoming a Member and thereafter annually a subscription fee to be decided by ordinary resolution in general meeting from time to time payable in accordance with the Rules.

Commented [PM3]: In practice this will be the AGM but I don't think there is any benefit in being quite that prescriptive. The key point here is that it is a members' resolution.

35.9 The Executive Council may establish different classes of Members and set out the different rights and obligations for each class, with such rights and obligations recorded in the Register of Members.

36. Cessation of membership

36.1 No Member may transfer their membership to another person.

36.2 When a Member dies or becomes bankrupt, their Membership shall automatically cease.

36.3 A Member may withdraw from Membership of the CSPA by giving notice to the CSPA by telephone, email or in writing. In addition, if a Member fails to pay any subscription or Membership fee within one calendar month of its due date, that person automatically ceases to be a Member of the CSPA. Any person ceasing to be a Member shall be removed from the Register of Members.

37. Suspension and termination of membership

37.1 The Executive Council shall have the power to investigate any complaint or allegation referred to the Executive Council in relation to a Member if, in the reasonable opinion of the Executive Council, it appears that the Member may:

(a) be guilty of conduct which has or is likely to have a serious adverse effect on the CSPA or bring the CSPA or any or all of the Members and the Executive Council into disrepute; or

(b) have acted or has threatened to act in a manner which is contrary to the interests of the CSPA as a whole; or

(c) have failed to observe the terms of these Articles or the Rules.

Notice shall be given to the Member of any complaint or allegation which the Executive Committee decides to investigate in accordance with this article 37.

37.2 Where the Executive Council investigates a complaint or allegation referred to it in relation to a Member, it shall appoint one or more investigators from a panel to investigate such complaint or allegation. The panel from which the investigator(s) shall be appointed will consist of:

(a) the Executive Council Members elected under article 22.2(b); and

(b) senior members of staff (excluding the General Secretary and National Treasurer). "Senior members of staff" for this purpose comprise the Deputy General Secretary, the Pensions Case Manager, the Editor, the Digital Campaigns Manager, the Office Manager and the CRM Manager and, following any reorganisation of responsibilities or redesignation, any future new position which has responsibilities substantially equivalent to any one or more of the positions .

The investigator(s) will provide a written report and make recommendations within 28 days to the Vice-Chair and National Treasurer on what actions or steps should be taken.

37.3 The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why their membership should not be terminated. The Vice-Chair and National Treasurer must consider any representations made by the Member before any decisions are reached with regard to any further action and inform the Member of their decision following such consideration.

37.4 The Vice-Chair and National Treasurer may suspend for such period as they shall determine or terminate the Membership of any Member without their consent by giving the Member written notice if, in their reasonable opinion, the Member:

(a) is guilty of conduct which has or is likely to have a serious adverse effect on the CSPA or bring the CSPA or any or all of the Members and the Executive Council into disrepute; or

(b) has acted or has threatened to act in a manner which is contrary to the interests of the CSPA as a whole; or

(c) has failed to observe the terms of these Articles or the Rules.

Following such termination, the Member shall be removed from the Register of Members.

37.5 There shall be a right of appeal from a decision of the Vice-Chair and National Treasurer to suspend or terminate the Membership of a Member. This shall be by way of a written appeal to the next scheduled meeting of the Executive Council, from whose relevant deliberations any Officer or other member of the Executive Council, who had previously been involved with investigations conducted or decisions made at earlier stage in the process, will be excluded. Any decision reached by a simple majority of voting members of the Executive Council present at the meeting shall be regarded as final and binding on the CSPA and the relevant Member.

37.6 A Member whose Membership is terminated under this article shall not be entitled to a refund of any subscription or Membership fee and shall remain liable to pay to the CSPA any subscription or other sum owed by them.

Decision making by members

38. Quorum for general meetings

38.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

38.2 The quorum for the transaction of business at a general meeting is 50% plus one of all:

(a) Branch Representatives;

(b) Group Representatives; and

(c) Individual Members who have registered their attendance at the meeting venue.

39. Chairing general meetings

39.1 General meetings shall be chaired by:

(a) the Chair; or

(b) if the Chair is not participating in the relevant meeting or the Chair and Vice-Chair so agree, the Vice-Chair; or

(c) if neither the Chair nor the Vice-Chair are participating in the relevant meeting, the Executive Council Members present may appoint an Executive Council Member to chair that meeting.

If the Chair and the Vice-Chair are not participating in the meeting and the Executive Council has not appointed an Executive Council Member to chair the meeting, or if the chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the meeting must appoint an Executive Council Member or Member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

39.2 The person chairing a meeting in accordance with this article is referred to as "the chair of the meeting".

40. Attendance and speaking at general meetings

40.1 The following individuals shall be entitled to may attend and speak at general meetings:

(a) Officers;

(b) Executive Council Members;

(c) Members of the Standing Orders Committee;

(d) Member

(e) Appointed representatives from Branches;

(f) Elected representatives comprising up to two from each Group.

40.2 The chair of the meeting may permit other persons whether or not Members to attend and speak at a general meeting.

40.3 Branches sending representatives to general meetings shall bear any costs incurred. Where the Executive Council in its discretion considers necessary, Branches may be given financial assistance by the Executive Council for this purpose.

40.4 The reasonable expenses incurred by the representative from each Group in connection with attending general meetings shall be met from national funds.

40.5 Any Members attending general meetings who do not fall within the scope of article 40.3 or article 40.4 shall bear any costs incurred but the Executive Council shall have the discretion to meet all or any part of the reasonable expenses incurred by such Members in connection with attending general meetings shall be met from national funds.

40.6 A person 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.

40.7 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.

40.8 The Executive Council may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

40.9 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.

40.10 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.

41. Adjournment

41.1 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 chair of the meeting must adjourn it.

41.2 The chair 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 chair 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.

41.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

41.4 When adjourning a general meeting, the chair 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 Executive Council, and

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

41.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the CSPA 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 CSPA's general meetings is required to be given, and

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

41.6 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.

42. Votes of members

42.1 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 these Articles.

42.2 A Member who is not an Individual Member, a Branch Representative or a Group Representative may attend any general meeting as an observer but is not entitled to speak or vote at any general meeting.

42.3 Subject to the Act, at any general meeting:

(a) every Member who is present in person (or by proxy) shall on a show of hands have one vote; and

(b) on a poll:

(i) every Individual Member present in person (or by proxy) shall have one vote;

(ii) every Branch Representative shall have one vote for each member of their Branch determined on the basis of the number of members of that Branch shown by the CSPA's Membership records to be resident in the defined area of the Branch on 30 June prior to the meeting; and

(iii) every Group Representative shall have one vote for each member of their Group determined on the basis of the number of members of that Group shown by the CSPA's Membership records to be resident in the defined area of the Group on 30 June prior to the meeting

43. Annual general meeting

43.1 An annual general meeting of the CSPA (**Annual General Meeting**) shall be held not later than 15 October in each calendar year. At least three months' notice of an Annual General Meeting shall be given to all Members.

43.2 An annual report, financial report, and a copy of the audited accounts of the CSPA shall be provided to Members timed to coincide with the circulation date of the June issue of the CSPA's periodical.

43.3 Resolutions, motions and all nominations in relation to elections to be held at the Annual General Meeting must be received by the General Secretary on or before the first Friday in July of the year of the relevant Annual General Meeting. Motions of urgency may be accepted by the Standing Orders Committee but only if it is satisfied that the subject matter of the motion is of such recent origin that it would have been impossible to provide the motion to the General Secretary on or before that date.

43.4 Copies of the agenda and the list of names and locations of all nominations for President, Vice-President, Officers, the Executive Council and the Standing Orders Committee shall be made available to all Members from the issue date of the September issue of the CSPA's periodical.

43.5 The agenda for the Annual General Meeting shall be arranged by the Standing Orders Committee, having regard to the contents of resolutions and motions submitted in accordance with these Articles.

43.6 The Annual General Meeting shall not close ahead of the time stated in the timetable unless all business listed in the agenda has been properly completed. Any guillotined motions shall be considered at the end of the agenda if time remains.

44. Special general meetings

44.1 A special general meeting may be called:

(a) by the Executive Council; or

(b) upon a requisition specifying the business to be dealt with and signed by Officers of a number of Branches and Groups representing between them no less than 20% of the Members, when the meeting shall be convened within 42 days of the receipt of the requisition by the General Secretary.

44.2 The notice of such meetings together with details of the specified and any related business shall be issued to Members not less than 14 clear days before the date of the meeting.

45. Elections

45.1 All elections shall be conducted by ballots in accordance with this article 45.

45.2 Prior to each Annual General Meeting:

(a) a ballot of all Members shall be held to elect:

(i) the Elected Officers; and

(ii) five Executive Council Members;

(b) two Executive Council Members shall be appointed by Scotland Branch; and

(c) one Executive Council Member shall be appointed by Northern Ireland Branch.

45.3 At each Annual General Meeting, ballots shall be held to elect:

(a) the Standing Orders Committee which shall comprise three Members and shall be voted on by Branch Representatives, Group Representatives and Individual Members;

(b) nine Executive Council Members, one representing each Region (which shall be voted on by representatives from Groups, and any Members attending who are not members of any Groups or Branches);

45.4 Only Full Members may be elected or appointed:

(a) as Elected Officers;

(b) the Standing Orders Committee; or

(c) to the Executive Council.

45.5 Appointments in accordance with article 45.2 and article 45.3 shall take effect from the end of the Annual General Meeting referred to in article 45.2 or article 45.3 (as the case may be) and each Elected Officer and Executive Council Member shall hold office until the close of the next Annual General Meeting unless:

(a) the CSPA in general meeting resolves to remove them from such office;

(b) they resign from such office;

(c) they fail to attend three consecutive Executive Council meetings (in which case they are deemed to have resigned from their office);

(d) they cease to be Full Members or their membership of the CSPA is suspended; or

(e) they are prohibited by law from holding such office.

45.6 There shall be no restriction on individuals who have retired or are due to retire from their office seeking re-election or being re-elected.

45.7 Any office subject to annual election and not filled in accordance with article 45.2 or article 45.3 (as the case may be) and any vacancy arising during a year, may be filled by an individual appointed by the Executive Council.

46. Errors and disputes

46.1 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.

46.2 Any such objection must be referred to the chair of the meeting whose decision is final.

47. Poll votes

47.1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318(3) of the Act) present and entitled to vote at the meeting.

47.2 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.

47.3 A demand for a poll may be withdrawn if:

(a) the poll has not yet been taken, and

(b) the chair of the meeting consents to the withdrawal.

A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.

47.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

48. Proxies

48.1 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 Executive Council may determine; and

(d) is delivered to the CSPA in accordance with these Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate

and a Proxy Notice which is not delivered in such manner shall be invalid.

48.2 The CSPA may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

48.3 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.

48.4 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.

49. Delivery of proxy notices

49.1 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 CSPA by or on behalf of that person.

49.2 An appointment under a Proxy Notice may be revoked by delivering to the CSPA a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.

49.3 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.

49.4 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.

50. Amendments to resolutions

50.1 An ordinary resolution or a special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

(a) the chair 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.

50.2 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

Administrative arrangements

51. Means of communication to be used

51.1 Subject to these Articles, anything sent or supplied by or to the CSPA under these 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 CSPA.

51.2 Subject to these Articles, any notice or document to be sent or supplied to an Executive Council Member in connection with the taking of decisions by the Executive Council may also be sent or supplied by the means by which that Executive Council Member has asked to be sent or supplied with such notices or documents for the time being.

51.3 An Executive Council Member may agree with the CSPA that notices or documents sent to that Executive Council Member 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.

51.4 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

(a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);

(b) if properly addressed and delivered by hand, when it was given or left at the appropriate address; and

(c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

51.5 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

52. No right to inspect accounts and other records

Except as provided by law or authorised by the Executive Council or an ordinary resolution of the CSPA, no person is entitled to inspect any of the CSPA's accounting or other records or documents merely by virtue of being a Member.

53. Provision for employees on cessation of business

The Executive Council may decide to make provision for the benefit of persons employed or formerly employed by the CSPA or any of its subsidiaries (other than an Executive Council Member or former Executive Council Member or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the CSPA or that subsidiary.

54. Rules

54.1 The Executive Council may establish rules governing matters relating to the administration of the CSPA that are required for the effective operation of the Association (for example, provisions relating to subscriptions). Once adopted, the Rules may be amended from time to time in accordance with the provisions of the Rules

54.2 If there is a conflict between the terms of these Articles and the Rules, the terms of these Articles shall prevail.

55. Indemnity and insurance

55.1 Subject to article 55.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

(a) each relevant officer shall be indemnified out of the CSPA 's assets against all costs, charges, losses, expenses and liabilities incurred by them as a relevant officer in the actual or purported execution and/or discharge of their duties, or in relation to them including any liability incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them, in their capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the CSPA 's (or any associated company's) affairs; and

(b) The CSPA may provide any relevant officer with funds to meet expenditure incurred or to be incurred by them in connection with any proceedings or

application referred to in article 55.1(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

55.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

55.3 The Executive Council may decide to purchase and maintain insurance, at the expense of the CSPA, for the benefit of any relevant officer in respect of any relevant loss.

55.4 In this article:

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

(b) a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the CSPA, any associated company or any pension fund or employees' share scheme of the CPSA or associated company; and

(c) a **relevant officer** means any Executive Council Member or other officer or former Executive Council Member or other officer of the CPSA or an associated company.