

**FEDERATION FOR ULSTER LOCAL STUDIES LIMITED**  
**ARTICLES OF ASSOCIATION**  
**PROPOSED AMENDMENT TO ARTICLE 28**  
**AGM 2010**

**The Act**

Section 324 of the Companies Act 2006 provides that

“A member of a company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the company.”

(Sections 324 to 331 are attached)

**The Articles**

Article 28 of the Federation’s Articles of Association provides that -

“Any body corporate or organisation which is a member of the Federation may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Federation and the person so authorised shall be entitled to exercise the same powers on behalf or organisation of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Federation.”

This is a more restrictive provision in that it applies only to Society memberships, excluding individual members. There are also provisions in the Companies Act about time limits for the notification and cancellation of proxies that do not appear in the Federation’s Articles.

Notwithstanding these deficiencies in the Articles, the Company Act provisions apply and it is an offence not to comply with them.

**Complying with the Act**

The Companies Act requirements were met in relation to AGM 2010 by issuing and appropriate notice and appointment form with the AGM notice seeking nominations, motions etc.

**Proposed amendment to the Articles**

It is now proposed to bring the Articles into line with the Companies Act by adding an additional Article, to be formally tabled for the agreement of the AGM

‘Article 28a

‘Members may appoint proxies to exercise any or all of their rights to attend and to speak and vote at General Meetings. The names and addresses of proxies must be received at the Federation’s registered address no later than 48 hours before the time for holding the General Meeting. Termination of the authority to act as proxy must be received at the Federation’s registered address no later than 48 hours before the time for holding the General Meeting.’

# COMPANIES ACT 2006

## *Proxies*

### **324 Rights to appoint proxies**

(1) A member of a company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the company.

(2) In the case of a company having a share capital, a member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him, or (as the case may be) to a different £10, or multiple of £10, of stock held by him.

### **325 Notice of meeting to contain statement of rights**

(1) In every notice calling a meeting of a company there must appear, with reasonable prominence, a statement informing the member of—

- (a) his rights under section 324, and
- (b) any more extensive rights conferred by the company's articles to appoint more than one proxy.

(2) Failure to comply with this section does not affect the validity of the meeting or of anything done at the meeting.

(3) If this section is not complied with as respects any meeting, an offence is committed by every Officer of the company who is in default.

(4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

### **326 Company-sponsored invitations to appoint proxies**

(1) If for the purposes of a meeting there are issued at the company's expense invitations to members to appoint as proxy a specified person or a number of specified persons, the invitations must be issued to all members entitled to vote at the meeting.

(2) Subsection (1) is not contravened if—

- (a) there is issued to a member at his request a form of appointment naming the proxy or a list of persons willing to act as proxy, and
- (b) the form or list is available on request to all members entitled to vote at the meeting.

(3) If subsection (1) is contravened as respects a meeting, an offence is committed by every officer of the company who is in default.

(4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

### **327 Notice required of appointment of proxy etc**

(1) This section applies to—

- (a) the appointment of a proxy, and
- (b) any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy.

(2) Any provision of the company's articles is void in so far as it would have the effect of requiring any such appointment or document to be received by the company or another person earlier than the following time—

- (a) in the case of a meeting or adjourned meeting, 48 hours before the time for holding the meeting or adjourned meeting;
- (b) in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of the poll;
- (c) in the case of a poll taken not more than 48 hours after it was demanded, the time at which it was demanded.

(3) In calculating the periods mentioned in subsection (2) no account shall be taken of any part of a day that is not a working day.

### **328 Chairing meetings**

(1) A proxy may be elected to be the chairman of a general meeting by a resolution of the company passed at the meeting.

(2) Subsection (1) is subject to any provision of the company's articles that states who may or who may not be chairman.

# COMPANIES ACT 2006

## **329 Right of proxy to demand a poll**

(1) The appointment of a proxy to vote on a matter at a meeting of a company authorises the proxy to demand, or join in demanding, a poll on that matter.

(2) In applying the provisions of section 321(2) (requirements for effective demand), a demand by a proxy counts—

(a) for the purposes of paragraph (a), as a demand by the member;

(b) for the purposes of paragraph (b), as a demand by a member representing the voting rights that the proxy is authorised to exercise;

(c) for the purposes of paragraph (c), as a demand by a member holding the shares to which those rights are attached.

## **330 Notice required of termination of proxy's authority**

(1) This section applies to notice that the authority of a person to act as proxy is terminated ("notice of termination").

(2) The termination of the authority of a person to act as proxy does not affect—

(a) whether he counts in deciding whether there is a quorum at a meeting,

(b) the validity of anything he does as chairman of a meeting, or

(c) the validity of a poll demanded by him at a meeting, unless the company receives notice of the termination before the commencement of the meeting.

(3) The termination of the authority of a person to act as proxy does not affect the validity of a vote given by that person unless the company receives notice of the termination—

(a) before the commencement of the meeting or adjourned meeting at which the vote is given, or

(b) in the case of a poll taken more than 48 hours after it is demanded, before the time appointed for taking the poll.

(4) If the company's articles require or permit members to give notice of termination to a person other than the company, the references above to the company receiving notice have effect as if they were or (as the case may be) included a reference to that person.

(5) Subsections (2) and (3) have effect subject to any provision of the company's articles which has the effect of requiring notice of termination to be received by the company or another person at a time earlier than that specified in those subsections.

This is subject to subsection (6).

(6) Any provision of the company's articles is void in so far as it would have the effect of requiring notice of termination to be received by the company or another person earlier than the following time—

(a) in the case of a meeting or adjourned meeting, 48 hours before the time for holding the meeting or adjourned meeting;

(b) in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of the poll;

(c) in the case of a poll taken not more than 48 hours after it was demanded, the time at which it was demanded.

(7) In calculating the periods mentioned in subsections (3)(b) and (6) no account shall be taken of any part of a day that is not a working day.

## **331 Saving for more extensive rights conferred by articles**

Nothing in sections 324 to 330 (proxies) prevents a company's articles from conferring more extensive rights on members or proxies than are conferred by those sections.