

Company number: 08233608

Companies Act 2006

Company Limited by Guarantee

ACTION FOR THE NATION'S HEALTH (the "Company")

Certificate of Passing of Special Resolution

22 January 2018

The following resolutions were duly passed as special resolutions on [REDACTED] by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006:

SPECIAL RESOLUTIONS

It is hereby resolved by way of a special resolution that the draft Articles of Association attached hereto be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

Signed: *Richard T Taylor*

Name: [insert name] *RICHARD T. TAYLOR*

Position: Director

Date: *22 January 2018*

WEDNESDAY
WEDNESDAY



A13 *A6YS4ICX* #367
31/01/2018
COMPANIES HOUSE

A42 *A6YS6YKQ* #42
31/01/2018
COMPANIES HOUSE

Company number: 08233608

Companies Act 2006

Company Limited by Guarantee

ACTION FOR THE NATION'S HEALTH (the "Company")

Certificate of Passing of Special Resolution

22 January 2018

The following resolutions were duly passed as special resolutions on [REDACTED] by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006:

SPECIAL RESOLUTIONS

It is hereby resolved by way of a special resolution that the name of the Company be changed to National Health Action Party.

Signed: *Richard Taylor*

Name: [insert name] RICHARD T. TAYLOR

Position: Director

Date: 22 January 2018

The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital

Articles of Association
of
National Health Action Party

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The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital
Index to Articles of Association
of
National Health Action Party

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The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital

Articles of Association
of
National Health Action Party

INTERPRETATION

1. Defined Terms

- 1.1 The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

The object for which the Company is established is to campaign through the democratic process to improve the health of the nation and for the restoration and preservation of the NHS for the benefit of the people of the UK.

3. Powers

- 3.1 To further its objects the Company may (subject to the Company's Rules):

- 3.1.1 provide and assist in the provision of money, materials or other help;
- 3.1.2 stand candidates in UK parliamentary, local and EU elections;
- 3.1.3 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.1.4 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.1.5 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.1.6 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations;
- 3.1.7 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.8 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.1.9 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Directors think fit;

- 3.1.10 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation;
- 3.1.11 set aside funds for special purposes or as reserves against future expenditure;
- 3.1.12 invest the Company's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.1.13 arrange for investments or other property of the Company to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.1.14 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or Company;
- 3.1.15 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;
- 3.1.16 accept (or disclaim) gifts of money and any other property;
- 3.1.17 raise funds by way of subscription, donation or otherwise;
- 3.1.18 incorporate and acquire subsidiary companies to carry on any trade;
- 3.1.19 subject to Article 4 (Limitation on private benefits):
 - (a) engage and pay employees, consultants and professional or other advisers; and
 - (b) make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.1.20 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.1.21 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.1.22 insure the property of the Company against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors to protect the Company; and
- 3.1.23 do all such other lawful things as may further the Company's objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of the Company shall be applied solely in promoting the objects of the Company as set out in Article 2.
- 4.2 No dividends or bonus may be paid or capital otherwise returned to the Members provided that nothing in these Articles shall prevent any payment in good faith by the Company of:
 - (a) Reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
 - (b) Any interest on money lent by any Member or any director at a reasonable and proper rate;
 - (c) Reasonable and proper rent for premises demised or let by any Member or director; or

- (d) Reasonable out-of-pocket expenses properly incurred by any Director.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of Members

5.1 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 or she is a Member or within one year after it ceases to be a Member, for:

5.1.1 payment of the Company's debts and liabilities contracted before it ceases to be a Member;

5.1.2 payment of the costs, charges and expenses of winding up; and

5.1.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

6.1 Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

7. Directors' general authority

Subject to the Articles and any provision regulating management of the Company within the Company's Rules, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

8. Chair

One of the Directors may be appointed to be the Chair of the Directors for such term of office and may be removed from office in such manner as may be prescribed by the Company's Rules.

9. Directors may delegate

9.1 The Directors may delegate any of their powers or functions to any committee.

9.2 The Directors may delegate the implementation of their decisions or day to day management of the affairs of the Company to any person or committee.

9.3 The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

9.4 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

9.5 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

9.6 Further provisions applying to the delegation of such management and decision making powers and further rules regulating exercise of the powers of the Company may be prescribed by the Company's Rules and the Directors shall act in accordance with those rules.

9.7 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by the Company's Rules or any other regulations made by the Directors.

10. Delegation of investment management

10.1 The Directors may delegate the management of investments to a Financial Expert or Financial Experts provided that:

10.1.1 the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Directors;

10.1.2 timely reports of all transactions are provided to the Directors;

10.1.3 the performance of the investments is reviewed regularly with the Directors;

10.1.4 the Directors are entitled to cancel the delegation arrangement at any time;

10.1.5 the investment policy and the delegation arrangements are reviewed regularly;

10.1.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and

10.1.7 the Financial Expert or Financial Experts must not do anything outside the powers of the Directors.

11. Power to change name of Company

The Directors may change the name of the Company at any time by majority decision of at least three-quarters of the Directors present and voting at a meeting.

12. Power to make rules

12.1 The Directors may establish rules governing matters relating to the Company that are required from time to time for the effective operation of the Company. The Directors may amend the rules established under this Article provided that the rules shall be approved by the Party Membership in accordance with the process set out in the Company's Rules.

12.2 The Directors shall exercise their powers in accordance with and subject to the Company's Rules, unless the applicable rule is inconsistent with any provision of the Articles, in which case the terms of the Articles shall prevail.

DECISION-MAKING BY DIRECTORS

13. Directors to take decisions collectively

Any decision of the Directors must be made in accordance with the provisions set out at section 4 of the Company's Rules (with reference to the other rules regulating decision-making within the Company's Rules) regulating non-company law decision-making and a NEC Meeting (as referenced in the Company's Rules) will generally also serve as a Directors' meeting.

14. Calling a Directors' meeting

14.1 This Article 14 shall be subject to any other provision regulating the process for decision making by the Directors set out in the Company's Rules.

14.2 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.

- 14.3 A Directors' meeting must be called by at least seven Clear Days' notice unless either:
- 14.3.1 all the Directors agree; or
 - 14.3.2 urgent circumstances require shorter notice.
- 14.4 In deciding on the date and time of any Directors' meeting, the Directors calling or requesting the Secretary to call the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Directors as practicable are likely to be available to participate.
- 14.5 Notice of Directors' meetings must be given to each Director.
- 14.6 Notice of Directors' meetings must be given to any Patron(s).
- 14.7 Every notice calling a Directors' meeting must specify:
- 14.7.1 the place, day and time of the meeting;
 - 14.7.2 the general nature of the business to be considered at such meeting; and
 - 14.7.3 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.
- 14.8 Notice of Directors' meetings need not be in Writing.
- 14.9 Article 47 shall apply, and notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.
- 15. Participation in Directors' meetings**
- 15.1 This Article 15 shall be subject to any other provision regulating decision making by the Directors set out in the Company's Rules.
- 15.2 Directors participate in a Directors' meeting, or part of a Directors' meeting, when the meeting has been called and takes place in accordance with the procedures regulating meetings as set out in the Company's Rules, these Articles or such other Company procedures as set from time to time; and when they can each communicate to the others any information or opinions they have on a particular item of the business of the meeting (for example via telephone or video conferencing).
- 15.3 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 15.4 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.
- 16. Quorum for Directors' meetings**
- 16.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 16.2 The quorum for Directors' meetings shall be the quorum for NEC Meetings as set out in the Company's Rules.
- 16.3 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 to appoint further Directors.

17. Chairing of Directors' meetings

17.1 The Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting.

18. Casting vote

18.1 This Article 18 shall be subject to any other provision regulating decision making by the Directors set out in the Company's Rules.

18.2 If the numbers of votes for and against a proposal at a Directors' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.

18.3 Article 18.2 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

19. Directors' conflicts of interest procedure

19.1 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.

19.2 But if paragraph 19.3 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.

19.3 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.

19.4 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
- (c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and directors of the Company or any of its subsidiaries which do not provide special benefits for Directors or former directors.

19.5 For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

19.6 Subject to Article 19.7, 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 Chair whose ruling in relation to any Director other than the Chair is to be final and conclusive.

19.7 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 Directors 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.

20. **Register of Directors' interests**

20.1 The Directors must ensure a register of Directors' interests is kept.

21. **Validity of Director actions**

21.1 All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

21.2 Subject to the Articles and the Rules, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

DIRECTORS' REMUNERATION AND EXPENSES

22. **Remuneration of directors**

22.1 The Directors shall be entitled to such remuneration as the Company may determine.

23. **Directors' expenses**

23.1 The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties.

APPOINTMENT AND RETIREMENT OF DIRECTORS

24. **Numbers of Directors**

24.1 There shall be at least three Directors.

25. **Appointment of Directors and retirement of Directors by rotation**

25.1 Those persons notified to the Registrar of Companies as the first directors of the Company shall be the first Directors.

Appointment of Directors

25.2 Any person who is willing to act as a Director, and who would not be disqualified from acting under the provisions of Article 26, may be appointed to be a Director by a decision of the Directors, subject to any provision regulating appointment of directors in the Company's Rules.

Term of Director appointments

25.3 Directors shall hold their post until terminated in accordance with these Articles or the Company's Rules.

25.4 Directors may be reappointed.

Minimum age

25.5 No person may be appointed as a Director unless he or she has reached the age of 18 years.

General

- 25.6 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.
26. **Disqualification and removal of Directors**
- 26.1 In addition to the circumstances listed in the Company's Rules for removal of an Executive Member, a Director shall cease to hold office if:
- 26.1.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 26.1.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
- 26.1.3 the Directors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
- 26.1.4 notification is received by the Company from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Directors will remain in office when such resignation has taken effect);
- 26.1.5 he or she fails to attend three consecutive meetings of the Directors, without written dispensation from a Leader, and the Directors resolve that he or she be removed for this reason;
- 26.1.6 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Directors; or
- 26.1.7 he or she ceases to be a Member of the Company.

PATRONS

27. **Patrons**
- 27.1 The Directors may appoint and remove any individual(s) as Patron(s) of the Company on such terms as they shall think fit.
- 27.2 A Patron (if not a Member) shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Company and shall also have the right to receive accounts of the Company when available to Members.
- 27.3 A Patron shall also have the right to be given notice of, to attend and speak (but not vote) at a meeting of the Directors of the Company. A Patron will be subject to the Directors Conflicts of interest procedure outlined in Article 19 in the same manner as if he or she were a Director.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

28. **Becoming a member**
- 28.1 The Directors from time to time shall be the only Members of the Company.

28.2 A Director shall become a Member on becoming a Director. All new Directors are treated as having agreed to become Members of the Company.

28.3 The names of the members of the Company must be entered in the register of members.

29. Termination of membership

29.1 A Member shall cease to be a Member if he or she ceases to be a Director.

29.2 Membership is not transferable and shall cease on death.

30. Associate members

30.1 The Company's Party Membership shall be a class of associate member of the Company, and shall be granted the rights and obligations set out in the Company's Rules.

30.2 The Directors may establish such other classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Directors shall make, provided that no such associate members shall be Members of the Company for the purposes of the Articles or the Companies Acts.

DECISION-MAKING BY MEMBERS

ORGANISATION OF GENERAL MEETINGS

31. General meetings

31.1 Any two Directors may (and the Secretary (if any) must at the request of two Directors) call a general meeting at any time.

32. Length of notice

32.1 All general meetings must be called by either:

32.1.1 at least 14 Clear Days' notice; or

32.1.2 shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Members.

33. Contents of notice

33.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

33.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

33.3 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the Member of his or her rights to appoint another person as his or her proxy at a meeting of the Company.

34. Service of notice

34.1 Notice of general meetings must be given to every Member, to the Directors, to any Patron(s) and to the auditors of the Company.

35. Attendance and speaking at general meetings

- 35.1 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.
- 35.2 A person is able to exercise the right to vote at a general meeting when:
- 35.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 35.2.2 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.
- 35.3 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.
- 35.4 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.
- 35.5 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.
36. **Quorum for general meetings**
- 36.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.
- 36.2 The quorum for Members' meetings shall be the quorum for NEC Meetings set out in the Company's Rules.
- 36.3 If a quorum is not present within half an hour from the time appointed for the meeting:
- 36.3.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and
- 36.3.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.
37. **Chairing general meetings**
- 37.1 The chair (if any) or in his or her absence some other Director nominated by the Directors present shall preside as chair of every general meeting.
- 37.2 For the avoidance of doubt, a proxy holder who is not a Director shall not be entitled to be appointed chair of the meeting.
38. **Attendance and speaking by Patrons and non-members**
- 38.1 Patrons may attend and speak at general meetings, whether or not they are Members.
- 38.2 The chair of the meeting may permit other persons who are not Members of the Company (or otherwise entitled to exercise the rights of Members in relation to general meetings) to attend and speak at a general meeting.
39. **Adjournment**

- 39.1 The chair of the meeting:
- 39.1.1 may adjourn a general meeting at which a quorum is present if the meeting consents to an adjournment; and
 - 39.1.2 must adjourn a general meeting if directed to do so by the meeting.
- 39.2 When adjourning a general meeting, the chair of the meeting must:
- 39.2.1 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
 - 39.2.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 39.3 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:
- 39.3.1 to the same persons to whom notice of the Company's general meetings is required to be given; and
 - 39.3.2 containing the same information which such notice is required to contain.
- 39.4 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

40. **Voting: general**

- 40.1 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 the Articles.

41. **Votes**

Votes on a show of hands

- 41.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

41.1.1 each Member present in person; and

41.1.2 (subject to Article 45.1) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution;

provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

- 41.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

41.2.1 every Member present in person; and

41.2.2 every Member present by proxy (subject to Article 45.1).

42. **Errors and disputes**

42.1 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.

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

43. **Poll votes**

43.1 A poll on a resolution may be demanded:

43.1.1 in advance of the general meeting where it is to be put to the vote; or

43.1.2 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.

43.2 A poll may be demanded by:

43.2.1 the chair of the meeting;

43.2.2 the Directors;

43.2.3 two or more persons having the right to vote on the resolution;

43.2.4 any person, who, by virtue of being appointed proxy for one or more Members having the right to vote on the resolution, holds two or more votes; or

43.2.5 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.

43.3 A demand for a poll may be withdrawn if:

43.3.1 the poll has not yet been taken; and

43.3.2 the chair of the meeting consents to the withdrawal.

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

44. **Content of Proxy Notices**

Power to appoint

44.1 A Member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and speak and vote at a meeting of the Company. A proxy must vote in accordance with any instructions given by the Member by whom the proxy is appointed.

Manner of appointment

44.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

44.2.1 states the name and address of the Member appointing the proxy;

44.2.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

44.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

44.2.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.

- 44.3 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 44.4 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.
- 44.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 44.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 44.5.2 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.

45. Delivery of Proxy Notices

- 45.1 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. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.
- 45.2 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.
- 45.3 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 45.4 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by evidence in Writing of the authority of the person who executed it to execute it on the appointer's behalf.

WRITTEN RESOLUTIONS

46. Written resolutions

General

- 46.1 Subject to this Article 46 a written resolution agreed by:
- 46.1.1 Members representing a simple majority; or
 - 46.1.2 (in the case of a special resolution) Members representing not less than 75%;
- of the total voting rights of eligible Members shall be effective.
- 46.2 On a written resolution each Member shall have one vote.
- 46.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 46.4 A Members' resolution under the Companies Acts removing a Director or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

- 46.5 A copy of the proposed written resolution must be sent to every eligible Member together with a statement informing the Member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.
- 46.6 In relation to a resolution proposed as a written resolution of the Company the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 46.7 The required majority of eligible Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 46.8 Communications in relation to written resolutions must be sent to the Company's auditors in accordance with the Companies Acts.

Signifying agreement

- 46.9 A Member signifies his or her agreement to a proposed written resolution when the Company receives from him or her (or from someone acting on his or her behalf) an authenticated Document:
- 46.9.1 identifying the resolution to which it relates; and
- 46.9.2 indicating the Member's agreement to the resolution.
- 46.10 For the purposes of Article 46.9:
- 46.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
- 46.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:
- i. the identity of the sender is confirmed in a manner specified by the Company; or
 - ii. where no such manner has been specified by the Company, if the communication contains or is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement.
- 46.11 If the Company gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

47. Communications by the Company

Methods of communication

- 47.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Company under the Articles or the Companies Acts 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 the Company, including without limitation:
- 47.1.1 in Hard Copy Form;
- 47.1.2 in Electronic Form; or

47.1.3 by making it available on a website.

47.2 Where a Document or information which is required or authorised to be sent or supplied by the Company under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Directors may decide what agreement (if any) is required from the recipient.

47.3 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 which that Director has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

47.4 A Member present in person or by proxy at a meeting of the Company shall be deemed to have received notice of the meeting and the purposes for which it was called.

47.5 Where any Document or information is sent or supplied by the Company to the Members:

47.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

47.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

47.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

i. when the material was first made available on the website; or

ii. if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

47.6 Subject to the Companies Acts, a Director or any other person (other than in their capacity as a Member) may agree with the Company that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

47.7 Where any Document or information has been sent or supplied by the Company by Electronic Means and the Company receives notice that the message is undeliverable:

47.7.1 if the Document or information has been sent to a Member and is notice of a general meeting of the Company, the Company is under no obligation to send a Hard Copy of the Document or information to the Member's postal address as shown in the Company's register of Members, but may in its discretion choose to do so;

47.7.2 in all other cases, the Company shall send a Hard Copy of the Document or information to the Member's postal address as shown in the Company's register of Members (if any), or in the case of a recipient who is not a Member, to the last known postal address for that person (if any); and

47.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

47.8 Copies of the Company's annual accounts and reports need not be sent to a person for whom the Company does not have a current Address.

47.9 Notices of general meetings need not be sent to a Member who does not register an Address with the Company, or who registers only a postal address outside the United Kingdom, or to a Member for whom the Company does not have a current Address.

48. Communications to the Company

48.1 The provisions of the Companies Acts shall apply to communications to the Company.

49. Secretary

49.1 A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them.

49.2 If there is no Secretary:

49.2.1 anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company; and

49.2.2 anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

50. Irregularities

50.1 The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

51. Minutes

51.1 The directors shall cause minutes to be made in books kept for the purpose:

51.1.1 of all appointments of officers made by the Directors;

51.1.2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

51.1.3 of all proceedings at meetings of the Company and of the directors, and of committees of directors, including the names of the directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Director of the Company, be sufficient evidence of the proceedings.

52. Records and accounts

52.1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

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- 52.1.1 annual reports;
 - 52.1.2 annual statements of account; and
 - 52.1.3 annual returns or confirmation statements.
- 52.2 The Directors shall also comply with any relevant provisions of the Political Parties, Elections and Referendums Act 2000 relating to administration and record keeping of political parties and registers of office holders.
53. **Exclusion of model articles**
- 53.1 The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP AND MERGER

54. **Winding up**

- 54.1 The Directors shall be empowered to wind up or dissolve the Company in accordance with 4.7 of the Company's Rules.
- 54.2 Should winding up or dissolution of the Party occur, the Directors may resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision for them, shall on the dissolution or winding up of the Company be applied or transferred to charities or non-profit campaigning organisations concerned with contemporary health matters, as determined in accordance with 4.7 of the Company's Rules.

SCHEDULE

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1.1	“Address” includes any number or address used for the purpose of sending or receiving documents by electronic means;
1.2	“the Articles” means these articles of the Company;
1.3	“Chair” has the meaning given in Article 8;
1.4	“Circulation Date” in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.5	“Clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.6	“Company” means National Health Action Party (registered company number 08233608);
1.7	“Companies Act” has the meaning given to it in s.2 of the Companies Act 2006;
1.8	“Company’s Rules” has the meaning given in Article 12;
1.9	“Leader” any leader of the National Health Action Party in post in accordance with the Company’s Rules ;
1.10	“Director” a director of the Company, and includes any person occupying the position of director, by whatever name called;
1.11	“Document/s” includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.12	“Electronic Form” and “Electronic Means” have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.13	“Financial Expert” an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
1.14	“Hard Copy” and “Hard Copy Form” have the meanings respectively given to them in the Companies Act 2006;
1.15	“Member/s” means a member/s of the Company;
1.16	“NEC Meeting” A meeting of the National Executive Committee of the Company, which includes the Directors of the Company, as further defined in and held in accordance with the Company’s Rules;
1.17	“Party Membership” means registered political members of the Company, as further

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- defined in the Company's Rules, a form of associate member of the Company under Article 30.
- 1.18 **"Proxy Notice"** has the meaning given in Article 44.2;
- 1.19 **"Public Holidays"** means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
- 1.20 **"Rules"** The Company's Rules as approved by the Party Membership in force from time to time created under Article 12;
- 1.21 **"Secretary"** means the secretary of the Company, if any.
- 1.22 **"Writing"** 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.
2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Company.