

ARTICLES OF ASSOCIATION OF THE TRACTION OWNERS CLUB LIMITED

INDEX TO THE ARTICLES

PART 1 - INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms
2. Liability of members

PART 2 - DIRECTORS DIRECTORS' POWERS AND RESPONSIBILITIES

3. Directors' duties and general authority
4. Members' reserve power
5. Directors may delegate
6. Committees
7. Appointment of the Secretary

DECISION-MAKING BY DIRECTORS

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

APPOINTMENT OF DIRECTORS

17. Number of directors
18. Methods of appointing directors
19. Termination of director's appointment
20. Directors' remuneration
21. Directors' expenses

PART 3 - MEMBERS BECOMING AND CEASING TO BE A MEMBER

22. Applications for membership
23. Termination of membership

ORGANISATION OF GENERAL MEETINGS

24. Annual general meeting and general meetings
25. Attendance and speaking at general meetings
26. Quorum for general meetings
27. Chairing general meetings
28. Adjournment

VOTING AT GENERAL MEETINGS

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

PART 4 - ADMINISTRATIVE ARRANGEMENTS

- 35. Means of communication to be used
- 36. No right to inspect accounts and other records

DIRECTORS' INDEMNITY AND INSURANCE

- 37. Indemnity
- 38. Insurance

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise, —

“articles” means the Articles of Association of the Traction Owners Club Limited;

“the Association” means the Traction Owners Club Limited.

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

“chairman” has the meaning given in article 13;

“chairman of the meeting” has the meaning given in article 27;

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

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

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

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

“member” has the meaning given in articles 22 and 23

“ordinary resolution” means any resolution other than a special resolution.

“participate”, in relation to a directors’ meeting, has the meaning given in article 11;

“proxy notice” has the meaning given in article 32;

“special resolution” means a resolution that proposes changes to the Memorandum or Articles of the Traction Owners Club Limited.

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

Unless the context otherwise requires, words importing the singular shall include the plural number and vice versa, and words importing the masculine gender shall include the female gender.

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

Liability of members

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

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

PART 2

DIRECTORS

DIRECTORS' DUTIES, POWERS AND RESPONSIBILITIES

Directors' duties and general authority

3.-(1) Directors are required:

- To act in accordance with the Association's articles and only exercise these powers for the purposes for which they were conferred;
- To act in a way that the directors consider, in good faith, would most likely promote the success of the Association for the benefit of its members as a whole;
- To exercise independent judgement;
- To exercise reasonable care, skill and diligence;
- Not to accept benefits from third parties;
- To declare interests in proposed transactions and arrangements; and
- To avoid conflicts of interest.

(2).—Subject to the Act, the Memorandum and the Articles, the directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

(3) Directors may undertake any services for the Association that the directors decide.

Members' reserve power

4.—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

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

Directors may delegate

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

- (a) to such person or committee;
- (b) by such means (including by power of attorney); ?
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

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

Committees

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

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

Appointment of the Secretary.

7. A secretary shall be appointed by the directors whose duties shall include keeping records in accordance with Article 16(1).

DECISION MAKING BY DIRECTORS

Directors to take decisions collectively

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

Unanimous decisions

9.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

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

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

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

10.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Association secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

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

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Association 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.

Participation in directors' meetings

11.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

12.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

Chairing of directors' meetings

13.—(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

Casting vote

14.—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

15.—(1) A director shall not vote at a meeting of directors, or at a meeting of a committee, on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association unless his interest or duty arises only because the case falls within one or more of the following:

- a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Association or any of its subsidiaries;

- b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Association or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by giving of security.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding statutory modification thereof not in force when this regulation becomes binding on the Association), connected with a director shall be treated as an interest of the director.

(2) Subject to paragraph (3), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion

of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

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

Records to be kept

16. (1) The directors must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the meeting, in books kept for the purpose, of all decisions made, appointments of officers made by the directors; and of all proceedings at meetings of the association, of the directors, and of committees, including the names of the directors present at each such meeting..

(2). The Directors shall cause accounting records to be kept in accordance with the requirements of the Act. Notwithstanding that the Act does not require it, the accounts of the Association shall be presented at each Annual General Meeting for examination, and the correctness of the income and expenditure accounts and balance sheets ascertained.

APPOINTMENT OF DIRECTORS

Number of directors

17. The number of directors shall not exceed seven nor be less than three at any time.

Methods of appointing directors

18.—(1) Any member of the Association who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

- (a) by ordinary resolution, or
- (b) by a decision of the directors.

(2). One third of the directors shall retire by rotation at the Annual General Meeting, and shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last appointed directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

(3) If the Association, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the director is put to the meeting and lost.

(4) No person other than a director retiring by rotation shall be appointed or re-appointed a director at any general meeting unless; (a) he is recommended by the directors; or (b) not less than three weeks nor more than eight weeks before the date appointed for the meeting, a notice signed by a member qualified to vote at the meeting has been given to the Association proposing that person for the appointment and stating the person's name address and occupation, together with a notice signed by that person of his willingness to be appointed or re-appointed.

(5) Not less than fourteen nor more than twenty eight clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the meeting, of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment as a director at the

meeting, or who is properly proposed by a member. The notice shall give the name, address and occupation of any such person.

(6) The directors may appoint a person who is willing to act as director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed the number fixed by the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the next meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.

Termination of director's appointment

19. A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) he is removed from office by a resolution passed at a general meeting;
- (e) he ceases to be a member of the Association;
- (f) notification is received by the Association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

Directors' remuneration

20. There shall be no remuneration for directors.

Directors' expenses

21. The Association may pay any reasonable expenses which the directors properly incur in connection with their attendance at meetings of directors or committees of directors, and general meetings.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

22. (1) No person shall become a member of the Association unless—

- (a) that person has completed an application for membership in a form approved by the directors, and
- (b) the directors have approved the application.

(2) The membership shall consist of (a) ordinary members and (b) honorary members. Ladies and gentlemen of not less than 17 years of age shall be eligible for ordinary membership. A partner of, or a person closely related to, a fully paid up ordinary member may be eligible for joint membership with their partner, and be entitled to participate in club business and functions, and serve, if elected, on the committee.

(3) The directors may appoint at their discretion honorary members to a maximum of five, subject to ratification by the members at the next general meeting following the grant of such membership.

(4) The directors shall have the right to expel a member if they judge that it is in the interests of the association to do so, providing the said members has been given at least fourteen days notice to offer an explanation of his conduct. The expulsion shall only be validated by not less than 75% of the directors voting in favour of the action. All expulsions will then be automatically reviewed at the next annual general meeting, and the member shall remain suspended until such review, unless he resigns before this occurs. The expulsion shall be decided by the membership as an ordinary resolution.

Termination of membership

23.—(1) A member may withdraw from membership of the Association by giving seven days' notice to the Association in writing.

(2) Membership is not transferable.

(3) A person's membership terminates when that person dies.

(4) Membership shall cease three months after non-payment of relevant subscriptions.

ORGANISATION OF GENERAL MEETINGS

Annual General Meetings and General Meetings

24. (1) Notwithstanding that it is not required by the Act, the Association shall hold a general meeting in every calendar year called an Annual General Meeting, at such time and place as may be determined by the directors. Every Annual General Meeting shall be held not more than 15 months after the holding of the preceding Annual General Meeting.

(2) The Directors may convene a general meeting as they think fit. A general meeting may also be convened on a requisition to the secretary, stating the business for which the general meeting is required, signed by not less than 12 members. If the meeting so requisitioned is not convened within 8 weeks without good reason the said 12 members may convene such a meeting.

(3). An annual general meeting, and a general meeting shall be called by a least twenty one clear days notice. The notice shall specify the time and the place of the meeting and the general nature of the business to be transacted and, in the case of the annual general meeting, shall specify the meeting as such.

(4). The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, a person entitled to receive notice shall not invalidate the proceedings at that meeting.

Attendance and speaking at general meetings

25.—(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.

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

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

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

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

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

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

(6) The chairman of the meeting may permit other persons who are not members of the Association to attend and speak at a general meeting.

Quorum for general meetings

26. (1) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. A quorum shall be twenty five members.

(2) If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of the members, shall be dissolved. In any other case, the meeting shall stand adjourned to such time and place as the directors may determine.

Chairing general meetings

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

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within fifteen minutes of the time at which a meeting was due to start the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

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

Adjournment

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

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

(a) the meeting consents to an adjournment, or

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

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

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

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

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

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association 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 Association’s general meetings is required to be given, and

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

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

VOTING AT GENERAL MEETINGS

Voting: general

29 (1). Unless a poll is duly demanded in accordance with the articles, a resolution put to the vote of a general meeting must be decided on a show of hands, and to be carried it must achieve a majority of the votes cast.. The chairman shall have no vote, and no casting vote in the event of an equality of votes.

(2) A declaration by the chairman of the meeting that such a resolution has been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry is made to that effect in the minute book of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(3). On a show of hands or on a ballot, every member and if so desired and properly nominated, every joint member present in person shall have one vote. Nomination requires a joint member to notify the secretary, before the meeting begins, of the intention to vote.

(4) Members who have not paid all relevant subscriptions shall not be entitled to vote on any matter until all the subscriptions are so paid.

Errors and disputes

30. (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

31.—(1) A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

- (a) the chairman of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

32.—(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, who must be a member or nominated joint member of the Association, appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Association in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. However, where the chairman is the nominated proxy, it must so specify.
- (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.
- (5) In general, it is undesirable for a member other than the chairman to be appointed proxy for more than a few other members, and three proxy votes shall be the maximum permitted.

Delivery of proxy notices

33.—(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 entitled to attend and speak at that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

Amendments to resolutions

34.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

- (a) notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
- (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

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

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

35. (1) The association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address, or sending it by agreed electronic form. In the case of joint membership, all notices shall be given to the ordinary member who has given notification of joint membership, and notice so given shall be sufficient notice to both the joint holders. A member whose registered address is not within the United Kingdom and gives to the association an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the association.

(2) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to have been given 48 hours after the envelope containing it was posted.

(3) Any notice or other document which may be sent by the Association to a member by post under these Articles or the Act may instead be made available to a member by electronic communication subject to complying with the Act, in such manner as may be authorised by the Association from time to time. Notices by members to the Association under these Articles or the Act may be made available to the Association by such authorised electronic communication.

(4) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

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

No right to inspect accounts and other records

36. Except as provided by law or authorised by the directors or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a member.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

37.—(1) Subject to paragraph (2), a relevant director of the Association may be indemnified out of the Association's assets against any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

Insurance

38. The directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director or former directors in respect of any relevant loss.