

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE BRITISH ASSOCIATION OF LANDSCAPE INDUSTRIES

(By reason of the Companies Act 2006 incorporating Memorandum of Association (as amended at the AGM held on 2nd June 1992)

(As amended by special resolution at the EGM held on 26th May 2021)

INTERPRETATION

I. In these Articles:-

"the Act" means the Companies Act, 2006, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

"the Association" means the above-named company.

"Business" includes any individual, firm, partnership, company, division of a company or other body or organisation, PLC and LLP.

"Change of Control" means a situation where a person or entity who controls a company or LLP ceases to do so.

"Logo" means the logo used by the Association from time to time [including but not limited to the logo the Company describes as its Registered Logo.

"the seal" means the common seal of the Association.

"the United Kingdom" means Great Britain and Northern Ireland.

"the British Islands" means the United Kingdom, Isle of Man and the Channel Islands.

"member" an individual or entity granted membership of the Association in accordance with these Articles.

"voting member" means a member of the classes of membership given in Article 3.3 where that article confers full voting rights.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Any words importing the singular number only shall include the plural, and vice versa. Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

OBJECTS AND POWERS

- 2.1 The Association is established for the objects expressed in the Memorandum of Association.
- 2.2 In pursuance of the Objects set out in Article 2.1, the Company has the power to:-
 - a) 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; and
 - b) 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 Company 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.

MEMBERS

- 3.1 All members are required to comply with the BALI Code of Conduct and the Terms and Conditions of Membership (as available on the Company's website www.bali.org.uk) as prevailing from time to time.
- 3.2.1 The board of directors may, admit any person, company or other body having independent legal identity to one of the categories of membership of the Association as set out in Article 3.3 below. Every applicant for membership shall deliver to the Association a written application for membership in such form as the board of directors may from time to time require duly signed by him.
- 3.2.2 Notwithstanding the provisions of Article 3.2.1, the board of directors reserves the right to refuse membership in its sole discretion and without needing to provide reasons to the applicant.
- 3.3 The membership of the Association shall be divided into the following categories:
 - (i) **ACCREDITED CONTRACTOR**
A Business trading for two or more consecutive years; is a business, section-part, or division of a business that carries out landscape construction and / or maintenance which can be inspected; pass the Association's vetting procedure as prevailing at the time of application. An Accredited Contractor member shall have voting rights and may use the Association's logo.

- (ii) **ACCREDITED DESIGNER**
An individual trading as a landscape designer for two or more consecutive years carrying out landscape design and who passes the Association's vetting procedure as prevailing at the time of application. An Accredited Designer member shall have voting rights and may use the Association's logo.
- (iii) **ACCREDITED SUPPLIER**
A Business trading for two or more consecutive years; is a business, section-part, or division of a Company that supplies high quality materials, equipment or services to the landscape industry and pass the Association's vetting procedure as prevailing at the time of application. An Accredited Supplier member shall have full voting rights and may use the Association's logo.
- (iv) **ACCREDITED INTERNATIONAL**
A Business trading for two or more consecutive years; is a Business, section-part, or division of a Business that carries out landscape construction / maintenance / supply / design located and registered outside of the British Islands; and has passed the Association's vetting procedure as prevailing at the time of application. An Accredited International member shall NOT have voting rights but may use the Association's logo.
- (v) **ACCREDITED DIRECT SERVICE ORGANISATION (DSO)**
A landscaping or grounds maintenance department of public or local authorities, or a parks, leisure or sports organisation operating as separate businesses but working solely for the parent organisation/public or local authority; have carried out landscaping contracts during the past two years which can be inspected and pass the Association's vetting procedure as prevailing at the time of application. An Accredited DSO member shall have voting rights and may use the Associations logo.
- (vi) **ACCREDITED GROUP MEMBER**
A subsidiary company or branch of a member which meets one or more of the requirements of membership as set out in Article 3.2 and agrees to abide by the Association's code of conduct. An Accredited Group Member shall NOT have voting rights but may use the Association's logo.
- (vii) **ASSOCIATE MEMBER**
An individual or a Business which is interested or involved in the landscaping industry. An Associate member shall NOT have voting rights and shall NOT be entitled to display the Association's logo.
- (viii) **TRAINING PROVIDER**
A Business, section-part, or division of a Business that sells training in landscape construction/maintenance/design/Health & Safety; pass the Association's vetting procedure as prevailing at the time of application. A Training Provider member shall NOT have voting rights and may NOT use the Association's logo.

- (ix) **STUDENT MEMBER**
Must be an individual actively enrolled on a course with a Training Provider. A Student Member shall NOT have voting rights and shall NOT be entitled to display the Association's logo.
 - (x) **HONORARY / LIFE MEMBER**
An individual who has been elected to the position of Honorary / Life Member by the Board, or by a meeting of the Association properly convened by the board of directors and who agrees to abide by the Association's code of conduct. An Honorary / Life Member shall NOT have voting rights and shall NOT be entitled to display the Association's logo.
- 3.4
- (i) A Business (which is not an Individual nor a Partnership) cannot transfer its membership to another legal entity even if the name of the successor entity is the same or similar, the directors and shareholders are identical to or largely the same as the directors, shareholders and/or members of an Association's existing member.
 - (ii) The membership of a member (who is not a DSO or Partnership) shall not be terminated solely because a Change of Control has occurred.
 - (iii) Members that are unincorporated partnerships may continue with the existing membership if there is a change in the partnership provided always that the name remains the same and that the partners are substantially the same; any other variation in this category will cause cessation of membership
 - (iv) For the avoidance of doubt SOLE TRADERS cannot transfer membership to any person or entity that acquires their trade or business.
 - (v) **FORMALISATION OF BUSINESSES** where a sole trader and or a partnership formalises its standing to LIMITED or LLP then provided that the name of the trading entity stays substantially the same or is adjusted to take in account existing trading names and/or additional directors (provided that the original sole trader/partners are still within the Business) plus the addition of LIMITED or LLP in the trading title then the member can continue its membership due notice having been taken of the company registration number. Where the sole trader or all of the partners in the unincorporation partnership are not partners or members of the new LLP then the LLP will have to reapply for membership.

FEES AND SUBSCRIPTIONS

- 4. The fees and subscriptions payable by each class of membership shall be determined by the Board as clause 73 (a) (i).

CESSATION OF MEMBERSHIP

- 5.1 Unless the directors at a duly convened Board Meeting or the Association in General Meeting shall make other provision pursuant to the powers contained in Article 72, the directors may in their absolute discretion permit any member of the Association to retire.

USE OF THE ASSOCIATION'S LOGO

6. The board of directors may from time to time adopt an approved symbol to use as the Association's logo.
7.
 - (a) Members in categories 3.3 (i, ii, iii, iv, v, vi) are granted a non-exclusive and revocable licence and are encouraged to display the Association's Logo on stationery, literature, vehicles and clothing and electronically on websites, emails and electronic presentations whilst they remain members. Upon cessation of their membership (howsoever that occurs) the licence to use the Logo is withdrawn automatically and immediately without the need for the Association to give notice to the former members. The member irrevocably agrees when accepting the licence to remove the logo immediately and with no cost to the Association upon termination of their membership and/or the licence granted pursuant to this Article 7(a).
 - (b) Members in category 3.3(ii), in addition to 7(a) above, may use the post-nominal MBALI (Member of the British Association of Landscape Industries).
 - (c) Members in categories 3.3 (vii), (viii), (ix) and (x) shall not be entitled to display the Association's registered logo.

GENERAL MEETINGS

8. The Association shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the board of directors shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
9. The board of directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, may be convened on the requisition of voting members in accordance with Sections 303 to 305 of the Act.

NOTICE OF GENERAL MEETINGS

10. Notwithstanding the provisions of the Act, an Annual General Meeting and a meeting called for the passing of a special resolution shall be called on not less than twenty-one days' notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of

a special resolution shall be called on not less than fourteen days' notice in writing. The notice shall be exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association:

A meeting of the Association called by shorter notice than that specified in this Article, shall be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; or

(b) in the case of any meeting other than an AGM, if the majority in number of the members having a right to attend and vote at the meeting, together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, 2.5% of the membership, which is eligible to vote and which is present in person or have signed proxy forms fully expressing their wishes and or given another eligible voter power of attorney to vote on their behalf or have sent in postal voting forms duly signed and witnessed by an independent witness shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the board of directors may determine.
13. The chair, if any, of the board of directors shall preside as chairperson at every General Meeting of the Association, or if there is no such chairperson, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the board of directors present shall elect one of their number to chair the meeting.
14. If at any meeting no member of the board of directors is willing to act as chairperson or if no member of the board of directors is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.

15. The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. Every member who is entitled to vote pursuant to Article 3.3 shall have one vote which can be exercised in person, by the appointment of a proxy or by post.
17. At any General Meeting a resolution put to the meeting shall be decided on by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (a) by the chairperson; or
 - (b) by at least three members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than 10% of the total voting rights of all the members having the right to vote at the meeting. Only persons who are fully paid up members of a category of membership entitled to vote are entitled to vote.

Unless a poll be so demanded a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings 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 such resolution.

The demand for a poll may be withdrawn.

18. If a poll is duly demanded it shall be taken in such a manner as the chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. No poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken immediately.

VOTES OF MEMBERS

21. International, Accredited Group, Associate, Training Provider, Student and Honorary Members shall not be entitled to receive notice of, attend or vote at any General Meeting of the Association. Save as aforesaid, every member duly registered, who shall have paid every subscription and other sum (if any) which

shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, or by post at any General Meeting.

22. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis may on a poll vote by proxy or by post.
23. (a) Any member of the Association entitled to attend and vote at a General Meeting shall be entitled to appoint another person (as set out in 12 and 17(c)) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the Meeting.

(b) On a poll votes may be given either personally, by proxy or by post.

(c) In any case where the same person is appointed proxy for more than one member he shall have as many votes as the number of members for whom he is proxy in addition to his own vote (if any).
24. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association.
25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
26. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:-

" _____ Limited.

I/We _____ of _____ in the County of _____ being a member/members of the above named Association, hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on the _____ day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20__."
Witnessed _____.

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

" _____ Limited.

I/We _____ of _____ in the County of _____ being a member/members of the above named Association, hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on the _____ day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____."

Witnessed _____.

This form is to be used *in favour of the resolution.

_____ Against _____.

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired."

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BUSINESSES ACTING BY REPRESENTATIVES AT MEETINGS

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

BOARD OF DIRECTORS

31. The maximum number of the members of the board of directors shall be fourteen, until so otherwise determined by the Association in General Meeting, and the minimum number of members of the board of directors shall be three.

32. No person who is not a member of the Association, employee or approved representative of a company shall in any circumstances be eligible to hold office as a director.

REMUNERATION OF DIRECTORS

33. The directors shall be entitled to such remuneration as the Association may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

DIRECTORS' EXPENSES

34. 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 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.

DIRECTORS' APPOINTMENTS AND INTERESTS

35. Subject to the provisions of the Act, the board of directors may appoint one or more of its number to the office of Chief Executive or to any other executive office under the Association and may enter into an agreement or arrangement with any director for his employment by the Association or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the board of directors determines and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Association. A Chief Executive and a director holding any other executive office shall not be subject to retirement by rotation.
36. Subject to the provisions of the Act, and provided that he has disclosed to the board of directors the nature and extent of any material interest of his, a director notwithstanding his office:-
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any Business

promoted by the Association or in which the Association is otherwise interested; and

- (c) shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such Business and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

37. For the purposes of Article 36:-

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

BORROWING POWERS

38. The board of directors may exercise all the powers of the Association to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking and property, or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

39. The business of the Association shall be managed by the board of directors, who may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the members in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the members in General Meeting; but no regulation made by the members in General Meeting shall invalidate any prior act of the board of directors which would have been valid if that regulation had not been made.

40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all monies paid by the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by not less than two persons authorised by resolution of the board of directors from time to time.

41. The board of directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the board of directors;

- (b) of the names of the members of the board of directors present at each meeting of the board of directors and of any committee of the board of directors;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the board of directors and of committees of the board of directors.

DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

42. The office of a director, shall be vacated if:-

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 (Amended 2007) or Mental Health (Care and Treatment) (Scotland) Act 2003
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice in writing to the Association Chairman; or
- (e) he ceases to be a member of the Association; or
- (f) he shall for more than six consecutive months have been absent without permission of the board of directors from meetings of board of directors held during that period and the board of directors resolves that his office be vacated.

ROTATION OF MEMBERS OF THE BOARD OF DIRECTORS

- 43. At the Annual General Meeting held in every year one-third of the members of the Board of Directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. In addition, Directors serving 10 years or more shall retire from office.
- 44. The members of the board of directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the board of directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 45. A retiring member of the Board of Directors shall be eligible for re-election.
- 46. The Association at the meeting at which a member of the board of directors retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of the board of directors shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a

resolution for the re-election of such member of the board of directors shall have been put to the meeting and lost.

47. No person other than a member of the board of directors retiring at the meeting shall unless recommended by the board of directors be eligible for election to the office of member of the board of directors at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
48. Any person desirous of standing for election to the board of directors will, in addition to satisfying the requirements set out in Article 47 submit a Curriculum Vitae to a maximum of one side of A4 paper before the date appointed for the meeting. The document will be duplicated by the Association and circulated with the notification of the General Meeting.
49. The Association may from time to time by ordinary resolution increase or reduce the number of members of the board of directors, and may also determine in what rotation the increased or reduced number is to go out of office.
50. The board of directors shall have power at any time, and from time to time, to appoint any person to be a member of the board of directors, either to fill a casual vacancy or where a particular expertise is required and or as an addition to the existing members of the board of directors, but so that the total number of members of the board of directors shall not at any time exceed any maximum number fixed in accordance with these Articles. Any member of the board of directors so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the board of directors who are to retire by rotation at such meeting.
51. The Association may by ordinary resolution, of which special notice has been given in accordance with Section 312 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such member of the board of directors.
52. The Association may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding Article. Without prejudice to the powers of the board of directors under Article 50 the Association in General Meeting may appoint any person to be a director either to fill a casual vacancy or as an additional member of the board. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a member of the board.

PROCEEDINGS OF THE BOARD OF DIRECTORS

53. The board of directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chair shall have a second or casting vote. A member of the board of directors may at any time summon a meeting of the board of directors. It shall not be necessary to give notice of a meeting of the board of directors to any member of the board of directors for the time being absent from the United Kingdom.
54. The quorum necessary for the transaction of the business of the board of directors may be fixed by the board of directors, and unless so fixed shall be three of the members of the board of directors for the time being.
55.
 - (a) A director may vote, at any meeting of the board of directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
 - (b) Each director shall comply with his obligations to disclose his interest in proposed transactions and arrangements under Section 117 of the Act and interest in existing transactions and arrangements under Sections 182 to 187 of the Act.
56. The continuing members of the board of directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of members of the board of directors, the continuing members or member of the board of directors may act for the purpose of increasing the number of members of the board of directors to that number, or of summoning a General Meeting of the Association, but for no other purpose.
57. The chair of the Association, duly elected at a General Meeting shall be chair of the board of directors and may hold office for a maximum of two years. If no such chair is elected, or if the chair is not present at a Board Meeting within five minutes after the time appointed for holding the same, the vice-chair of the Association shall take the chair. In the absence of both the chair and the vice-chair the members of the board of directors present may choose one of their number to take the chair of the meeting for that meeting only. The position of Vice Chair may only be filled by a board member that has served for a minimum of two years, unless otherwise agreed by the board.
58. The board of directors may delegate the power of various disciplines, to a designated member of the board for a maximum of three consecutive rotations.

59. The board of directors may delegate any of their powers to committees consisting of a majority of some members of their body of the Board as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the board of directors and shall fully and promptly report all acts and proceedings to the board of directors as soon as is reasonably practicable.
60. A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.
61. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson shall have a second or casting vote.
62. All acts done by any meeting of the board of directors or of a committee of the board of directors, or by any person acting as a member of the board of directors, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the board of directors or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the board of directors.
63. A resolution in writing, signed by all the members of the board of directors for the time being entitled to receive notice of a meeting of the board of directors, shall be as valid and effectual as if it had been passed at a meeting of the board of directors duly convened and held.

THE SEAL

64. If the Association has a seal the board of directors shall provide for its safe custody and it shall only be used by the authority of the board of directors or of a committee of the board of directors authorised by the board of directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by two members of the board of directors and shall be countersigned by a third member of the board of directors or by some other person appointed by the board of directors for the purpose.

ACCOUNTS

65. The board of directors shall cause full and accurate accounting records to be kept in accordance with the provisions of the Act.
66. The accounting records shall be kept at the registered office of the Association or, subject to the provisions of the Act, at such other place or places as the board of directors thinks fit, and shall always be open to the inspection of the officers of the Association.

67. The board of directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members who are not also directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the board of directors or by the Association in General Meeting.
68. The board of directors shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Association in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.
69. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the auditor's report (if any), and board of director's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Association and every person entitled to receive notice of General Meetings of the Association.

AUDIT

70. If required by the Act auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

71. A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
72. Notice of every General Meeting shall be given in any manner herein before authorised to:-
 - (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
 - (b) every person being a trustee in bankruptcy of a member where the member but for his bankruptcy would be entitled to receive notice of the meeting;
 - (c) the auditors for the time being of the Association (if any); and

- (d) each member of the board of directors.

No other person shall be entitled to receive notices of General Meetings.

RULES OR BYE LAWS

- 73. (a) The board of directors may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:-
 - (i) The admission and classification of members of the Association, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated or suspended and the entrance fees, subscriptions and other fees or payments to be made by members.
 - (ii) The conduct of members of the Association in relation to one another, and to the Association's employees, officer(s), directors, consultants or sub-contractors.
 - (iii) The setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes.
 - (iv) The procedure at General Meetings and meetings of the board of directors and Committees of the board of directors in so far as such procedure is not regulated by these presents; and
 - (v) Generally, all such matters as are commonly the subject matter of Association rules.
- (b) The Association in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the board of directors shall adopt such means as they deem sufficient to bring to the notice of members of the Association all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Association. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Association.

INDEMNITY

- 74. (a) Every director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in

connection with any application under Section 1157 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 232 of the Act.

- (b) The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in Section 232(2) of the Act.

WINDING UP

- 75. On the winding-up or dissolution of the Company, 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 Company. Such body to be determined by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the directors at or before the time or winding up or dissolution.

[GUARANTEE]

- 76. Clause 4 of the Memorandum of Association is to be read in conjunction with the following words:-

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

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