



DATE _____ 2023

BRITISH PEST CONTROL ASSOCIATION

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

DRAFT

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DRAFT

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

OF

BRITISH PEST CONTROL ASSOCIATION (the "Association")

(Adopted by special resolution passed on 2023)

INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

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

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

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

Conflict: means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of 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 Act;

Eligible Director: means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to article 18, any director whose vote is not to be counted in respect of the particular matter);

Interested Director: has the meaning given in article 18.1;

Member: means a person whose name is entered in the Register of Members of the Association and **Membership** shall be construed accordingly;

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

participate: in relation to a director's meeting, has the meaning given in article 14;

person: includes an individual, firm, company, corporation, partnership, unincorporated body of persons, government, state or agency of a state or any association, trust, joint venture, or consortium (whether or not having separate legal personality) and the definition shall apply as the context requires in these Articles;

proxy notice: has the meaning given in article 39;

secretary: means the secretary of the Association and any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;

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

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

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

1.2 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.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.

1.6 Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as **illustrative** and shall not limit the sense of the words preceding those terms.

1.7 The articles constituting Schedule 2 to the Companies (Model Articles) Regulations 2008 shall not apply to the Association.

1.8 Unless the context otherwise requires, a reference to one gender shall include a reference to the other genders.

2. OBJECTS

2.1 In accordance with Section 31(1) of the Act, the objects of the Association are restricted to those set out in the following provisions of this article.

2.2 To further the interests of members, the Association drives excellence in pest management and is established for the following objects:

2.2.1 protecting public health

2.2.2 promoting professionalism

2.2.3 driving standards and ethics

2.2.4 protecting the environment

2.2.5 representing the industry, and

2.2.6 keeping members informed of relevant laws and practices.

3. POWERS

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

3.1.1 buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge,

surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Association;

- 3.1.2 borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Association's property and assets;
- 3.1.3 invest and deal with the funds of the Association not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- 3.1.4 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;
- 3.1.5 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 Association 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;
- 3.1.6 lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;
- 3.1.7 pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Association and to contract with any person, firm or company to pay the same;
- 3.1.8 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.9 provide and assist in the provision of money, materials or other help;
- 3.1.10 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;
- 3.1.11 incorporate subsidiary companies to carry on any trade; and
- 3.1.12 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in article 2.

4. **INCOME**

- 4.1 The income and property of the Association from wherever derived shall be applied solely in promoting the Association's objects.
- 4.2 No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Association of:
 - 4.2.1 reasonable and proper remuneration to any Member, officer or servant of the Association for any services rendered to the Association;
 - 4.2.2 any interest on money lent by any Member or any director at a reasonable and proper rate;
 - 4.2.3 reasonable and proper rent for premises demised or let by any Member or director; or

4.2.4 reasonable out-of-pocket expenses properly incurred by any director.

5. **WINDING UP**

On the winding up or dissolution of the Association, 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 Association. 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 of winding up or dissolution.

6. **GUARANTEE**

6.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the 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:

6.1.1 payment of the Association's debts and liabilities contracted before he ceases to be a Member,

6.1.2 payment of the costs, charges and expenses of the winding up, and

6.1.3 adjustment of the rights of the contributories among themselves.

DIRECTORS

7. **DIRECTORS' GENERAL AUTHORITY**

7.1 Subject to the Articles, the directors are responsible for the management of the Association's business in accordance with its objects, for which purpose they may exercise all the powers of the Association.

8. **MEMBERS' RESERVE POWER**

8.1 The Members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

8.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

9. **DIRECTORS MAY DELEGATE**

9.1 The directors may delegate any of the powers which are conferred on them under the Articles:

9.1.1 to such person or committee;

9.1.2 by such means (including by power of attorney);

9.1.3 to such an extent;

9.1.4 in relation to such matters or territories; and

9.1.5 on such terms and conditions;

as they think fit.

9.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

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

10. COMMITTEES

- 10.1 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.
- 10.2 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.

11. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 11.1 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 12.
- 11.2 If:
- 11.2.1 the Association only has one director for the time being, and
 - 11.2.2 no provision of the Articles requires it to have more than one director,
- the general rule does not apply, and the director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of the Articles relating to directors' decision-making.

12. UNANIMOUS DECISIONS

- 12.1 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.
- 12.2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.
- 12.3 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.

13. CALLING A DIRECTORS' MEETING

- 13.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the secretary (if any) to give such notice.
- 13.2 Notice of any directors' meeting must indicate:
- 13.2.1 its proposed date and time;
 - 13.2.2 where it is to take place; and
 - 13.2.3 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.
- 13.3 Notice of a directors' meeting shall be given to each director but need not be in writing.
- 13.4 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.
- 13.5 A director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the directors' meeting.

14. PARTICIPATION IN DIRECTORS' MEETINGS

14.1 Directors participate in a directors' meeting, or part of a directors' meeting, when:

14.1.1 the meeting has been called and takes place in accordance with the Articles, and

14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

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

14.3 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.

15. QUORUM FOR DIRECTORS' MEETINGS

15.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

15.2 Subject to article 15.3, the quorum for the transaction of business at a meeting of directors is the greater of five or one third of the number of directors in office at the meeting date.

15.3 For the purposes of any meeting (or part of a meeting) held pursuant to article 18 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.

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

15.4.1 to appoint further directors; or

15.4.2 to call a general meeting so as to enable the Members to appoint further directors.

16. CHAIRING OF DIRECTORS' MEETINGS

16.1 The directors may appoint a director to chair their meetings.

16.2 The person so appointed for the time being is known as the chairperson.

16.3 The directors may terminate the chairperson's appointment at any time.

16.4 If the chairperson is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

17. CASTING VOTE

17.1 If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairperson or other director chairing the meeting has a second or casting vote.

17.2 Article 17.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairperson or other director is not an Eligible Director for the purposes of that meeting (or part of a meeting).

18. DIRECTORS' CONFLICTS OF INTEREST

18.1 The directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty to avoid conflicts of interest under section 175 of the Act.

- 18.2 Any authorisation under this article 18 shall be effective only if:
- 18.2.1 the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;
 - 18.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
 - 18.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 18.3 Any authorisation of a Conflict under this article 18 may (whether at the time of giving the authorisation or subsequently):
- 18.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - 18.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
 - 18.3.3 provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
 - 18.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
 - 18.3.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Association) information that is confidential to a third party, he shall not be obliged to disclose that information to the Association, or to use it in relation to the Association's affairs where to do so would amount to a breach of that confidence; and
 - 18.3.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
- 18.4 Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict.
- 18.5 The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 18.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Association for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Association in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 18.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Association:
- 18.7.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise (directly or indirectly) interested;

- 18.7.2 shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
- 18.7.3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
- 18.7.4 may act by himself or his firm in a professional capacity for the Association (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
- 18.7.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Association is otherwise (directly or indirectly) interested; and
- 18.7.6 shall not, save as he may otherwise agree, be accountable to the Association for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

19. RECORDS OF DECISIONS TO BE KEPT

- 19.1 The directors must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.
- 19.2 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

20. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than nine.

21. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

- 21.1 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.

22. METHODS OF APPOINTING DIRECTORS

- 22.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:
- 22.1.1 by ordinary resolution, or
- 22.1.2 by a decision of the directors.

23. TERMINATION OF DIRECTOR'S APPOINTMENT

- 23.1 A person ceases to be a director as soon as:
- 23.1.1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
- 23.1.2 that person does anything which brings the Association into disrepute;

- 23.1.3 a bankruptcy order is made against that person;
- 23.1.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 23.1.5 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 23.1.6 that person is absent from a number of consecutive meetings (agreed by the directors from time to time) of the directors without the permission of the directors and the directors resolve that their office be vacated;
- 23.1.7 that person is removed from office by a resolution of the directors that it is in the best interests of the Association that their office be vacated passed at a meeting at which at least half of the directors are present. Such a resolution must not be passed unless:
 - 23.1.7.1 the director has been given at least 14 clear days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reason why it'll be proposed; and
 - 23.1.7.2 the director has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other directors must consider any representations made by the director (or the director's representative) and inform the director of their decision following such consideration. There shall be no right of appeal.
- 23.1.8 where the director is a Member Representative (as defined in the Rules pursuant to Article 44) they no longer meet the definition of Member Representative and/or the relevant Member has its membership suspended or terminated in accordance with Article 30 and the directors resolve that their office be vacated;
- 23.1.9 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.

24. **DIRECTORS' REMUNERATION**

- 24.1 Directors may undertake any services for the Association that the directors decide.
- 24.2 Directors are entitled to such remuneration as the directors determine:
 - 24.2.1 for their services to the Association as directors, and
 - 24.2.2 for any other service which they undertake for the Association.
- 24.3 Subject to the articles, a director's remuneration may:
 - 24.3.1 take any form, and
 - 24.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 24.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 24.5 Unless the directors decide otherwise, directors are not accountable to the Association for any remuneration which they receive as directors or other officers or employees of the Association's subsidiaries or of any other body corporate in which the Association is interested.

25. **DIRECTORS' EXPENSES**

25.1 The Association may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

25.1.1 meetings of directors or committees of directors,

25.1.2 general meetings, or

25.1.3 separate meetings of the Members of the Association, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

26. **SECRETARY**

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

27. **CHANGE OF ASSOCIATION NAME**

27.1 The name of the Association may be changed by:

27.1.1 a special resolution of the Members,

or otherwise in accordance with the Act.

MEMBERS: BECOMING AND CEASING TO BE A MEMBER

28. **MEMBERSHIP**

28.1 No individual or organisation shall become a Member of the Association unless:

28.1.1 they have completed an application for membership in a form approved by the directors, and

28.1.2 the directors have approved the application.

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

28.3 In completing and submitting a membership application form an applicant is agreeing to complying with the membership criteria set out from time to time.

29. **TERMINATION OF MEMBERSHIP**

29.1 Any Member may resign from the Association at any time upon giving notice in writing to the Association. The Member shall remain held liable for payment of the full subscription in respect of the subscription year in which the notice expires.

29.2 Membership is continuous until notice of resignation has been received.

29.3 Membership is not transferable.

29.4 Membership terminates when that person dies or ceases to exist.

30. **EXPULSION OF MEMBER**

30.1 The directors may terminate the membership of any Member without his consent by giving the Member written notice if, in the reasonable opinion of the directors, the Member:

30.1.1 has committed any act of insolvency;

- 30.1.2 is in the process of being wound up (until the Member ceases to exist);
- 30.1.3 has made an arrangement with creditors, or has appointed a receiver or administrator;
- 30.1.4 is adjudicated bankrupt or becomes of unsound mind;
- 30.1.5 is guilty of conduct which has or is likely to have a serious adverse effect on the Association or bring the Association or any or all of the Members and directors into disrepute; or
- 30.1.6 has acted or has threatened to act in a manner which is contrary to the interests of the Association as a whole; or
- 30.1.7 has failed to observe the terms of these Articles and the Rules (as defined in pursuant to article 44).

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

- 30.2 The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the membership of a Member.
- 30.3 A Member whose membership is terminated under this article shall not be entitled to a refund of any subscription or membership fee and shall remain liable to pay to the Association any subscription or other sum owed by him.

DECISION MAKING BY MEMBERS

31. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 31.1 General meetings are called on a minimum of 21 clear days' notice. A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights. The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted. The notice shall be given to each Member, each director and any auditor. Proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association.
- 31.2 A Member is able to exercise the right to speak at a general meeting when that Member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that the Member has on the business of the meeting.
- 31.3 A Member is able to exercise the right to vote at a general meeting when:
 - 31.3.1 that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 31.3.2 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 members attending the meeting.
- 31.4 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.
- 31.5 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.

31.6 Two or more Members 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.

32. QUORUM FOR GENERAL MEETINGS

32.1 No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the Members attending it do not constitute a quorum.

32.2 For the purpose of a general meeting the quorum is the lesser of 20 members or 5% of the total number of Members entitled to vote as at the general meeting date.

32.3 Both Members present in person, or by proxy, will be counted for the purpose of determining the quorum.

33. CHAIRING GENERAL MEETINGS

33.1 If the directors have appointed a chairperson, the chairperson shall chair general meetings if present and willing to do so.

33.2 If the directors have not appointed a chairperson, or if the chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

33.2.1 the directors present, or

33.2.2 if no directors are present, the meeting, must appoint a director or Member to chair the meeting, and the appointment of the chairperson of the meeting must be the first business of the meeting.

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

34. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

34.1 Directors may attend and speak at general meetings, whether or not they are members.

34.2 The chairperson of the meeting may permit other persons who are not members of the Association to attend and speak at a general meeting.

35. ADJOURNMENT

35.1 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 chairperson of the meeting must adjourn it.

35.2 The chairperson of the meeting may adjourn a general meeting at which a quorum is present if:

35.2.1 the meeting consents to an adjournment, or

35.2.2 it appears to the chairperson 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.

35.3 The chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.

35.4 When adjourning a general meeting, the chairperson of the meeting must:

35.4.1 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

- 35.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 35.5 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):
- 35.5.1 to the same persons to whom notice of the Association's general meetings is required to be given, and
- 35.5.2 containing the same information which such notice is required to contain.
- 35.6 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.

36. VOTES OF MEMBERS

- 36.1 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 by anyone entitled to vote at that general meeting.
- 36.2 Subject to the Act, at any general meeting:
- 36.2.1 every Member entitled to vote who is present in person (or by proxy) shall on a show of hands have one vote; and
- 36.2.2 every Member entitled to vote present in person (or by proxy) shall on a poll have one vote.
- 36.3 For the avoidance of doubt, no Member is entitled to vote at any general meeting if any money from him on any account to the Association is overdue.

37. ERRORS AND DISPUTES

- 37.1 No objection may be raised to the qualification of any Member 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.
- 37.2 Any such objection must be referred to the chairperson of the meeting whose decision is final.

38. POLL VOTES

- 38.1 A poll on a resolution may be demanded:
- 38.1.1 in advance of the general meeting where it is to be put to the vote, or
- 38.1.2 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.
- 38.2 A poll may be demanded by:
- 38.2.1 the chairperson of the meeting;
- 38.2.2 the directors;
- 38.2.3 two or more Members having the right to vote on the resolution; or
- 38.2.4 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.
- 38.3 A demand for a poll may be withdrawn if:

38.3.1 the poll has not yet been taken, and

38.3.2 the chairperson of the meeting consents to the withdrawal.

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

38.4 Polls must be taken immediately and in such manner as the chairperson of the meeting directs.

39. PROXIES

39.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

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

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

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

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

and a proxy notice which is not delivered in such manner shall be invalid.

39.2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

39.3 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.

39.4 Unless a proxy notice indicates otherwise, it must be treated as:

39.4.1 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

39.4.2 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.

39.5 A Member 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 Association by or on behalf of that Member.

39.6 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 Member by whom or on whose behalf the proxy notice was given.

39.7 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.

39.8 If a proxy notice is not executed by the Member 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.

40. AMENDMENTS TO RESOLUTIONS

- 40.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 40.1.1 notice of the proposed amendment is given to the Association in writing by a Member 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 chairperson of the meeting may determine), and
 - 40.1.2 the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- 40.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 40.2.1 the chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 40.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 40.3 If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

ADMINISTRATIVE ARRANGEMENTS

41. MEANS OF COMMUNICATION TO BE USED

- 41.1 Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- 41.2 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.
- 41.3 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.
- 41.4 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 41.4.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
 - 41.4.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - 41.4.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
 - 41.4.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

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

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

42. **NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

- 42.1 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.

43. **PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS**

- 43.1 The directors may decide to make provision for the benefit of persons employed or formerly employed by the Association or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Association or that subsidiary.

44. **RULES**

The directors may establish Rules governing matters relating to Association administration that are required from time to time for the effective operation of the Association (for example, the provisions relating to classes of Members, voting rights for each class of Member, membership fees and subscriptions and the admission criteria for Members). If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail.

45. **INDEMNITY AND INSURANCE**

- 45.1 Subject to article 45.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- 45.1.1 each relevant officer shall be indemnified out of the Association's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:

45.1.1.1 in the actual or purported execution and/or discharge of his duties, or in relation to them; and

45.1.1.2 in relation to the Association's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Association's (or any associated company's) affairs; and

- 45.1.2 the Association may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 45.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

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

45.3 The directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant officer in respect of any relevant loss.

45.4 In this article:

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

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

45.4.3 a **relevant officer** means any director or other officer or former director or other officer of the Association or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act) , but excluding in each case any person engaged by the Association (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).