Form No. 41.

THE COMPANIES ACT, 1929.

A 5s. Companies' Registration Fee Stamp must be *impressed* here

DECLARATION of Compliance with the requirements of the Companies Act, 1929, on application for registration of a Company.

REGISTERED
17 NOV 1936

Pursuant to Section 15 (2).

Insert the Name of the Company.

THE HOUSING IMPROVEMENT ASSOCIATION

~~XXXXXXXXXX~~.

ted by

LEIGHTON & SAVORY,

12 New Court Lincoln's Inn,

W.C.2.

The Solicitors' Law Stationery Society, Limited,
Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1, Hanover Street, W.1, 19 & 21 North John Street, Liverpool, 2, 77 Colmore Row, Birmingham, 3, and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

136B.30-4-36. Companies Form 60.

I, RALPH LYALL MASON

of 12 New Court Lincoln's Inn in the County of London

(a) Here insert: "A Solicitor of the "Supreme Court" (or in *Scotland* "an Enrolled Law "Agent") "engaged "in the formation." or "A person named "in the Articles of "Association as a "Director or "Secretary."

Do solemnly and sincerely declare that I am (a) a Solicitor of the Supreme Court engaged in the formation

of The Housing Improvement Association

Ltd., and that all the requirements of the Companies Act, 1929, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, and I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act, 1835."

This margin is reserved for binding and should not be written across

Declared at 12 New Court, Lincolns Inn in the County of London.

the 16th day of November 1936.

R L Mason

Before me,

David W Dixon

LICENCE BY THE BOARD OF TRADE,

pursuant to Section 18 of the Companies Act, 1929.

WHEREAS it has been proved to the Board of Trade that The Housing Improvement Association which is about to be registered under the Companies Act, 1929, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of that Act, and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seven members thereof on the 12th day of November, 1936, do by this their licence direct The Housing Improvement Association to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this fourteenth day of November, 1936.

Comptroller of the Companies Department,
authorised in that behalf by the
President of the Board of Trade.

K 7022

320784

THE COMPANIES ACT, 1929.

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

REGISTERED 17 NOV 1936

Memorandum of Association

— OF —

THE HOUSING IMPROVEMENT ASSOCIATION.

1. The name of the Company (hereinafter called "the Association") is "THE HOUSING IMPROVEMENT ASSOCIATION."

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are:—

(a) To encourage and promote a high standard of design, workmanship and materials in house-building in the United Kingdom and to take all steps and measures requisite to that end in particular by:—

(i) Establishing and maintaining a Register of Qualified House-Builders operating in the United Kingdom.

(ii) Procuring the preparation and adoption of model standard specifications for dwellinghouses and the revision of the same from time to time as and when this may appear desirable.

(iii) Establishing and maintaining administrative machinery by means of which surveys may be

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made and certificates may be issued in respect of houses built to the specifications referred to in Clause (ii) above.

(iv) Co-operating with any Government department, public or private authority, society, association, trading, finance or other company or individual in the attainment of the objects of the Association or any of them.

(b) To examine, originate, promote, support and oppose legislative measures, local bye-laws and legal enactments which may affect or tend to affect the industry of house-building and to support or oppose alterations therein and to effect improvements in administration and for the purposes aforesaid to petition Parliament and take such other steps and proceedings as may be deemed expedient.

(c) To combat and oppose any action or circumstances which in the opinion of the Association may lower or tend to lower the standard of house-building in the United Kingdom.

(d) To print, publish, issue and circulate such papers, periodicals, books, circulars and other literature as may seem conducive to any of these objects and to undertake a programme of propaganda and publicity with the object of making the public aware of the value of the certification scheme.

(e) Subject to the provisions of Section 14 of the Companies Act, 1929, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects; and to construct, maintain and alter any buildings, erections, machinery and other works necessary or convenient for the work of the Association.

(f) To receive money on deposit or loan upon such terms and to secure the payment of any such moneys in such manner as the Association may approve provided that interest on any deposit or loan shall not be payable at any rate in excess of five per cent. per annum.

(g) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Association or the dependents of such persons.

(h) To invest and deal with the moneys of the Association not immediately required upon such investments, securities or property and in such manner as may from time to time be determined but so that any moneys subject to or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

(i) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or

indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any Member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding five per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association, but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any public utility, public transport or insurance company of which a member of the Council of Management or Governing Body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of Section 18 of the Companies Act, 1929.

7. The liability of the Members is limited.

8. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

George Henry Parker
Building Contractor 124. Sumner Road
Peckham, London. S.E. 15.

George Stephen Harding
Master Mason, 22. Wellington Road Maryland.

William Edward Bolter
Building contractor,
19. St. Mary's Butts. Reading.

Herbert Edmund Peck
Building and Civil Engineering Contractor.
Leopold Street, Millfield. Sunderland

Walter Brewer
Building Contractor. Clayton Road Nottingham.

William Farquhar Gibson
Building Contractor, 76. Park Street. Cardiff

William Henry Dench
Building and Public Works Contractor.
Spen Lane. York.

DATED the 12th day of November, 1936.

WITNESS to the above signatures:— Gilbert F. Armitage
(Barrister-at-Law. 13 Russell Square)

THE COMPANIES ACT, 1929.

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

REGISTERED
17 NOV 1936

Articles of Association

— OF —

THE HOUSING IMPROVEMENT ASSOCIATION.

PRELIMINARY.

Interpretation.

1. These Articles shall be construed with reference to the provisions of the Companies Act, 1929, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

2. In these Articles unless there be something in the subject or context inconsistent therewith:—

"In writing" means written, typed or printed or partly written or typed and partly printed.

Words importing the singular number only include the plural and *vice versâ*.

"Month" means calendar month.

Words importing persons shall include corporations.

"The Association" means the above named Association.

"Governing Members" means the Members for the time being of the Governing Body of the Association.

"The Act" means The Companies Act, 1929.

Number of members.

3. The number of the Members with which the Association proposes to be registered is seven, but the Governing Members may from time to time register an increase of Members.

Purposes of the Association.

4. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP.

Membership.

5. The original Members of the Association are the subscribers to the Memorandum of Association. No person shall hereafter become and be a Member of the Association unless he shall be elected a Member thereof by the Governing Members.

Register of members.

6. The provisions of Section 95 of the Act shall be observed by the Association, and every Member of the Association (other than the original Members) shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.

Retirement from membership.

7. A Member may at any time retire from membership of the Association on giving to the Association notice in writing that he retires from membership thereof; and if the Governing Body shall at any time pass a resolution by a three-fourths majority of the Governing Members present at a meeting at which a Member whose conduct is in question has been given a proper opportunity of attending and being heard requesting such Member to retire on the ground that he has been guilty of conduct prejudicial to the reputation or well being of the Association, such Member shall be deemed to have retired from membership of the Association at the expiration of seven days from the service of such resolution on such Member.

GENERAL MEETINGS.

First General Meeting.

8. The first General Meeting of the Association shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Governing Members may determine.

Annual General Meetings.

9. A General Meeting of the Association shall be held every calendar year at such time and place as may be determined by the Governing Members, but so that not more than 15 months be allowed to elapse between any two such General Meetings.

Ordinary and Extraordinary Meetings.

10. The above-mentioned General Meetings shall be called "Ordinary Meetings." All other General Meetings shall be called "Extraordinary Meetings."

Notice of meetings.

11. Subject to the provisions of the Act relating to the convening of meetings to pass a Special Resolution, fourteen days' notice at the least of every General Meeting specifying the day, the place and the hour of the meeting and in the case of special business the general nature of such business shall be given to the Members, but the accidental omission to give notice or the non-receipt of notice of a meeting by any Member shall not invalidate the proceedings at any meeting.

Extraordinary Meetings.

12. Extraordinary General Meetings of the Association shall be held at such time and place as the Governing Members shall from time to time appoint, and shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 114 of the Act.

Quorum.

13. Two Members personally present shall form 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, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting such Members as shall be present shall be deemed to be a quorum.

Chairman of Governing Body to preside at all meetings.

14. The Chairman (if any) of the Governing Body shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within 15 minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the Members present shall choose some Governing Member, or if no Governing Member be present or if all the Governing Members present decline to take the chair, they shall choose some Member present to be Chairman of the meeting

Adjournments.

15. The Chairman 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 fifteen 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.

How resolution decided.

16. Subject to the provisions of Section 117 of the Act relating to Special and Extraordinary Resolutions, at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, and a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book of the 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 that resolution.

Vote s.

17. At a General Meeting every Member personally present shall have one vote, except that in the case of an equality of votes the Chairman of the meeting shall be entitled to an additional or casting vote beyond the vote he may be entitled to as a Member.

Casting vote of Chairman.

Proxies not allowed.

18. No Member shall be allowed to attend or vote at any General Meeting by proxy; but any corporate body or company which shall for the time being be a Member of the Association shall be entitled to attend and vote by its representative pursuant to Section 116 of the Act.

OFFICE.

Registered Office.

19. The registered office of the Association where the principal management and general superintendence of the business is conducted shall be in London and there may be such branches elsewhere as the Association may from time to time appoint.

GOVERNING BODY.

Number of members of Governing Body.

First Governing Members.

20. Unless and until otherwise determined by the Association in General Meeting, the number of the Members of the Governing Body of the Association shall be four. The first Governing Members shall be the first four named subscribers to the Memorandum of Association.

Retirement of and election of Governing Members.

21. One Governing Member shall retire from office at such time as shall be resolved on by the Governing Members not being more than one year from the date of the incorporation of the Association, and thereafter one Governing Member shall retire in each and every succeeding year. The Governing Member to retire shall in every case be determined by a resolution of the Governing Members; and on his retirement the remaining Governing Members shall elect a person to be a Governing Member in his place. A retiring Governing Member shall be eligible for re-election.

Casual vacancies.

22. The Governing Members may appoint or elect any person to be a Governing Member in order to fill a casual vacancy; and if the number of Governing Members shall at any time be reduced below four the remaining Governing Members shall forthwith appoint or elect a Governing Member to fill the vacancy or vacancies and to hold office for such period as such Governing Members shall resolve.

No remuneration.

23. The Governing Members shall receive no remuneration but shall be entitled to be repaid all out-of-pocket expenses reasonably incurred by them in or about the performance of their duties as Governing Members.

24. The business of the Association shall be managed by the Governing Members, who may pay all expenses incurred in the promotion and formation of the Association and may exercise all the powers of the Association subject nevertheless to any regulation of these Articles and to the provisions of the Act.

Business to be managed by the Governing Members.

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL.

25. The Governing Body shall provide for the establishment and maintenance of a body to be known as the National House-Builders Registration Council.

26. (i) The National House-Builders Registration Council shall be an advisory and executive body comprising not less than twenty and not more than fifty Councillors.

National House-builders Registration Council.

(ii) The following bodies by their executives shall be entitled each to nominate to the Council the number of Councillors set opposite their names to serve on the Council for a period of three years or such less time as the Council may decide in order to provide for the regular rotation of its Councillors:—

The Royal Institute of British Architects	3
The Chartered Surveyors Institution	3
The National Federation of Building Trades Employers (who will nominate 15 not exclusively from their own members)	15
The Building Societies' Association	2
The National Federation of Building Trades Operatives	3
The Council for the Preservation of Rural England	1

Provided that any other body or bodies may be invited by the Governing Body to nominate by their executives such number of Councillors as the Governing Body may decide or any person or persons not being a builder may be invited by the Association to serve on the Council.

(iii) The functions of the Council shall be (a) to advise the Association on the best methods of attaining the objects set out in Clause 3 (a) (i) and (iii) of the Memorandum of Association (b) to exercise such executive powers in the carrying out of such objects as may from time to time appear expedient to the Council and the

Governing Body and (c) to superintend and control the officers, servants and agents of the Association while performing functions delegated to them in whole or in part by the Council.

(iv) The Council shall be furnished by the Association with office and other accommodation and equipment and such clerical and technical assistance as may be reasonably required for the carrying out of its functions.

(v) The Council may make regulations for the conduct of its business and proceedings.

(vi) The Council may delegate to sub-committees of the Council chosen from amongst its members and to the clerical and technical staff attributed to it by the Association such powers as the Council may resolve.

(vii) Until otherwise resolved a quorum for a meeting of the Council shall consist of ten Councillors.

(viii) The Council may elect from its body a Chairman, Vice-Chairmen and such office bearers as the Council may consider desirable and attribute to such officers such of the powers and authorities for the time being exercisable by the Council as may be necessary and convenient for the transaction of the business of the Council.

(ix) The transactions of the Council under the authorities by this clause delegated to it shall have the full authority of the Association, which will be responsible for the authorised acts of the Council, but nothing herein contained shall authorise the Council to exercise in its own name any powers or to undertake any liabilities which by law can be exercised or undertaken only by a corporate body.

(x) The Association shall hold the Councillors collectively and individually indemnified from all liabilities and expenses incurred by them respectively in or about the discharge of their respective duties except such as happen from their own neglect or default and no Councillor shall be liable for any other Councillor or officer or for joining in any receipt for the sake of conformity.

(xi) The Council shall give the Association all information the Association may require concerning their transactions and proceedings.

BORROWING POWERS.

Borrowing powers.

27. The Association may borrow or raise from time to time such sums of money as they think necessary for the purposes of the

Association; provided that no interest in excess of the rate of five per cent. per annum shall be paid on any sums so borrowed.

DISQUALIFICATION OF GOVERNING MEMBERS.

Disqualification.

28. The office of a Governing Member shall be vacated:—

(1) If by notice in writing to the Association he resigns the office of Director.

(2) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors.

(3) If he is prohibited from holding, or ceases to hold, office by virtue of any of the provisions of the Act.

(4) If he is found lunatic or becomes of unsound mind.

(5) If it is declared so to be by a resolution passed in General Meeting.

PROCEEDINGS OF GOVERNING MEMBERS.

Meetings of Governing Members.

29. The Governing Members may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of vote the Chairman shall have a second or casting vote.

Quorum.

Casting vote of Chairman.

Governing Members may call meeting of Governing Body.

30. A Governing Member may, and on the request of a Governing Member the Secretary shall, at any time, summon a meeting of the Governing Body.

Chairman of Governing Body.

31. The Governing Members may from time to time elect a Chairman, who shall preside at meetings of the Governing Body, and determine the period for which he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Governing Members present shall choose some one of their number to be Chairman of such meeting.

THE SEAL.

Seal.

32. Until otherwise resolved the Seal of the Association shall be affixed only in the presence of two Governing Members and the Secretary.

OFFICERS.

Officers.

33. The Governing Members may appoint officers of the Association with such powers duties and remuneration and upon such terms as they may think fit, and may remove or suspend the same or any of them and appoint another or others in the place.

HONORARY OFFICES.

Honorary Offices.

34. The Association may create honorary offices and appoint such persons thereto as they may think fit in the interests of the Association.

ACCOUNTS.

Banking account.

35. All moneys (not required for current expenses) shall as and when received be paid into a bank to the credit of the Association's account and the Governing Members may authorise such person or persons as they may think fit to operate such account.

Accounts.

36. The Governing Members shall cause proper books of account to be kept with respect to—

All sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure take place.

All sales and purchases of property by the Association; and

The assets and liabilities of the Association.

Books to be left at registered office.

37. The books of account shall be kept at the registered office of the Association or at such other place or places as the Governing Members think fit and shall always be open to the inspection of the Governing Members.

Inspection of Accounts.

38. The Association in General Meeting may impose reasonable restrictions as to the time and manner in which the accounts and books of the Association shall be open to the inspection of Members, and subject thereto the Members may inspect the accounts and books of the Association at all reasonable times during business hours.

Preparation of Accounts.

39. The Governing Members shall from time to time in accordance with Section 123 of the Act cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in that section.

Persons entitled to copies of accounts.

40. 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 Auditors' report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Association.

AUDIT.

Audit.

41. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act.

NOTICES.

Notices.

42. A notice may be given by the Association to any Member either personally or by sending it by post to him 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 notices to him.

Service of notices.

43. 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 day following that on which 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.

INDEMNITY TO OFFICERS.

Indemnity.

44. Subject to the provisions of Section 152 of the Act, the Governing Members and officers of the Association shall be indemnified by the Association from all liabilities and expenses incurred by them respectively in or about the discharge of their respective duties, and no officer shall be liable for any other officer or for joining in any receipt for the sake of conformity.

WINDING-UP.

Winding-up.

45. The provisions of Clause 9 of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

CONSTRUCTION.

Construction.

46. The marginal notes hereto shall not affect the construction of these presents.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

George Henry Parker
Building contractor, 124 Sumner Road,
Peckham, London. SE. 15.

George Stephen Harding
Master Mason, 22. Wellington Road
Hanwich.

William Edward Collier
Building contractor 19. St. Mary's Butts
Reading.

Herbert Edmund Pell
Building and Civil Engineering Contractor
Leopold Street, Millfield Sunderland

William Bowmer
Building contractor. Rayden Road
Nottingham.

William Targarthan Gibbons
Building contractor 26. Park Street,
Cardiff.

William Henry Dyer
Building and Public works Contractor,
Spen Lane. York.

DATED this 12th day of November, 1936.

WITNESS to the above signatures:— Gilbert H. Armitage
(Barrister-at-Law. 13 Russell Square

DUPLICATE FOR THE FILE.

No. 320784

Certificate of Incorporation

I Hereby Certify,

That THE HOUSING IMPROVEMENT ASSOCIATION (the word "Limited" being omitted by Licence of the Board of Trade)

is this day Incorporated under the Companies Act, 1929, and that the Company is **Limited.**

Given under my hand at London this seventeenth day of November One Thousand Nine Hundred and thirty-six.

W A McKenzie

Registrar of Companies.

Certificate received by Leighton & Surrey 12 New Court Lincoln's Inn WC2. Date 17th Nov. 1936

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THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

SPECIAL RESOLUTION

- of -

THE HOUSING IMPROVEMENT ASSOCIATION
(Pursuant to Section 5 (1) and Section 141(2) of the Companies Act 1948.)

PASSED 15th January 1958.

REGI
1 APR 1958

At an EXTRAORDINARY GENERAL MEETING of the members of the above named Company held at 58 Portland Place, London, W.1. the following Resolution was duly passed as a SPECIAL RESOLUTION.

RESOLUTION

"That the objects of the Association be extended so as to include power to sell or dispose of the whole or any part of the property of the Association and that the Memorandum of Association of the Association be modified accordingly by adding after sub-clause (h) of clause 3 thereof the following new sub-clause namely:

(h) (A) To manage develop let sell mortgage grant rights over dispose or turn to account or otherwise deal with all or any of the real or personal property of the Association."

L. Douglas Galbraith
Chairman

1958

CARRIED REGISTRATION 21 APR 1958

320784 / 36.

I certify that this is the document referred to in the Special Resolution passed the 15th day of January 1953.

Chairman.

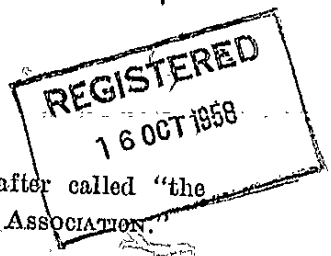
THE COMPANIES ACT, 1929.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

OF

THE HOUSING IMPROVEMENT ASSOCIATION.



1. The name of the Company (hereinafter called "the Association") is "THE HOUSING IMPROVEMENT ASSOCIATION."

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are:—

(a) To encourage and promote a high standard of design, workmanship and materials in house-building in the United Kingdom and to take all steps and measures requisite to that end in particular by:—

(i) Establishing and maintaining a Register of Qualified House-Builders operating in the United Kingdom.

(ii) Procuring the preparation and adoption of model standard specifications for dwelling-houses and the revision of the same from time to time as and when this may appear desirable.

(iii) Establishing and maintaining administrative machinery by means of which surveys may be made and certificates may be issued in respect of houses built to the specifications referred to in Clause (ii) above.

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Blundell Parker & Co
32 Bedford Row
W.C.1

16 OCT 1958

(iv) Co-operating with any Government department, public or private authority, society, association, trading, finance or other company or individual in the attainment of the objects of the Association or any of them.

(b) To examine, originate, promote, support and oppose legislative measures, local bye-laws and legal enactments which may affect or tend to affect the industry of house-building and to support or oppose alterations therein and to effect improvements in administration and for the purposes aforesaid to petition Parliament and take such other steps and proceedings as may be deemed expedient.

(c) To combat and oppose any action or circumstances which in the opinion of the Association may lower or tend to lower the standard of house-building in the United Kingdom.

(d) To print, publish, issue and circulate such papers, periodicals, books, circulars and other literature as may seem conducive to any of these objects and to undertake a programme of propaganda and publicity with the object of making the public aware of the value of the certification scheme.

(e) Subject to the provisions of Section 14 of the Companies Act, 1929, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects; and to construct, maintain and alter any buildings, erections, machinery and other works necessary or convenient for the work of the Association.

(f) To receive money on deposit or loan upon such terms and to secure the payment of any such moneys in such manner as the Association may approve provided that interest on any deposit or loan shall not be payable at any rate in excess of five per cent. per annum.

(g) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Association or the dependants of such persons.

(h) To invest and deal with the moneys of the Association not immediately required upon such investments, securities or property and in such manner as may from time to time be determined but so that any money subject to or representing property

subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

(ha) To manage, develop, let, sell, mortgage, grant rights over, dispose or turn to account or otherwise deal with all or any of the real or personal property of the Association.

(i) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education, the Association shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer

or servant of the Association or to any Member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding five per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association, but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any public utility, public transport or insurance company of which a member of the Council of Management or Governing Body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of Section 18 of the Companies Act, 1929.

7. The liability of the Members is limited.

8. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof,

such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

GEORGE HENRY PARKER,
Building Contractor,
124 Sumner Road, Peckham, London, S.E.15.

GEORGE STEPHEN HARDING,
Master Mason,
22 Wellington Road, Nantwich.

WILLIAM EDWARD COLLIER,
Building Contractor,
19 St. Mary's Butts, Reading.

HERBERT EDMUND PITT,
Building & Civil Engineering Contractor,
Leopold Street, Millfield, Sunderland.

WALTER BOSWORTH,
Building Contractor,
Haydn Road, Nottingham.

WILLIAM FARQUHAR GIBSON,
Building Contractor,
26 Park Street, Cardiff.

WILLIAM HENRY BIRCH,
Building and Public Works Contractor,
Spen Lane, York.

DATED the 12th day of November, 1936.

WITNESS to the above signatures:—

GILBERT F. ARMITAGE,
(Barrister-at-law, 13 Russell Square).

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

THE HOUSING IMPROVEMENT ASSOCIATION
(Pursuant to Section 5 (1) and Section 141 (2) of the Companies Act 1948)

PASSED 18th November, 1958.

At an EXTRAORDINARY GENERAL MEETING of the members of the above named Company held at 58 Portland Place, London, W.1., the following Resolution was duly passed as a SPECIAL RESOLUTION.

REGISTERED 15 DEC 1958

R E S O L U T I O N

"That sub-clause (h a) of the Memorandum of Association be deleted and the following new sub-clause substituted therefor:-

(h a) To manage develop let sell mortgage grant rights over dispose or turn to account or otherwise deal with all or any of the real or personal property of the Association as may be thought expedient with a view to the promotion of its objects."

Chairman.

15 DEC 1958

8 DEC 1958

L. Douglas Calverley
Chairman.

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

OF

THE HOUSING IMPROVEMENT ASSOCIATION.

1. The name of the Company (hereinafter called "the Association") is "THE HOUSING IMPROVEMENT ASSOCIATION."

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are:—

(a) To encourage and promote a high standard of design, workmanship and materials in house-building in the United Kingdom and to take all steps and measures requisite to that end in particular by:—

(i) Establishing and maintaining a Register of Qualified House-Builders operating in the United Kingdom.

(ii) Procuring the preparation and adoption of model standard specifications for dwelling-houses and the revision of the same from time to time as and when this may appear desirable.

(iii) Establishing and maintaining administrative machinery by means of which surveys may be made and certificates may be issued in respect of houses built to the specifications referred to in Clause (ii) above.

REGISTERED 7 JAN 1959

7-JAN 1959

(iv) Co-operating with any Government department, public or private authority, society, association, trading, finance or other company or individual in the attainment of the objects of the Association or any of them.

(b) To examine, originate, promote, support and oppose legislative measures, local bye-laws and legal enactments which may affect or tend to affect the industry of house-building and to support or oppose alterations therein and to effect improvements in administration and for the purposes aforesaid to petition Parliament and take such other steps and proceedings as may be deemed expedient.

(c) To combat and oppose any action or circumstances which in the opinion of the Association may lower or tend to lower the standard of house-building in the United Kingdom.

(d) To print, publish, issue and circulate such papers, periodicals, books, circulars and other literature as may seem conducive to any of these objects and to undertake a programme of propaganda and publicity with the object of making the public aware of the value of the certification scheme.

(e) Subject to the provisions of Section 14 of the Companies Act, 1929, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects; and to construct, maintain and alter any buildings, erections, machinery and other works necessary or convenient for the work of the Association.

(f) To receive money on deposit or loan upon such terms and to secure the payment of any such moneys in such manner as the Association may approve provided that interest on any deposit or loan shall not be payable at any rate in excess of five per cent. per annum.

(g) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Association or the dependants of such persons.

(h) To invest and deal with the moneys of the Association not immediately required upon such investments, securities or property and in such manner as may from time to time be determined but so that any money subject to or representing property

subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

(ha) To manage, develop, let, sell, mortgage, grant rights over, dispose or turn to account or otherwise deal with all or any of the real or personal property of the Association as may be thought expedient with a view to the promotion of its objects.

(i) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education, the Association shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any Member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding five

per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association, but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any public utility, public transport or insurance company of which a member of the Council of Management or Governing Body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of Section 18 of the Companies Act, 1929.

7. The liability of the Members is limited.

8. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having

jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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Building Contractor,
Haydn Road, Nottingham.

WILLIAM FARQUHAR GIBSON,
Building Contractor,
26 Park Street, Cardiff.

WILLIAM HENRY BIRCH,
Building and Public Works Contractor,
Spen Lane, York.

DATED the 12th day of November, 1936.

WITNESS to the above signatures:—

GILBERT F. ARMITAGE,
(Barrister-at-law, 13 Russell Square).

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL

Resolution

— OF —

THE HOUSING IMPROVEMENT ASSOCIATION

10 NOV 1964

PASSED 1st day of October, 1964

At an EXTRAORDINARY GENERAL MEETING of the members of the above named Company duly convened and held at 58 Portland Place in the County of London on the 1st day of October 1964, the following Resolution was duly passed as a Special Resolution:

RESOLUTION

"That the objects of the Association be extended so as to include power to provide reasonable compensation for a house purchaser who may suffer loss as a result of a builder becoming bankrupt or being put into liquidation before a house is completed and that the Memorandum of Association of the Association be modified accordingly by adding after sub-clause (h)(a) of Clause 3 thereof the following new sub-clause, namely:

22 OCT 1964

(h)(b) To provide reasonable compensation by way of an insurance scheme or otherwise for those house purchasers who suffer loss or damage as a result of the builder (being a Registered House-Builder) becoming bankrupt or being put into liquidation whether compulsory or voluntary or otherwise defaulting in his obligations before the house shall have been completed."

L. Douglas Lakeman

Chairman.

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

Memorandum of Association

— OF —

THE HOUSING IMPROVEMENT ASSOCIATION.

1. The name of the Company (hereinafter called "the Association") is "THE HOUSING IMPROVEMENT ASSOCIATION."

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(ii) Procuring the preparation and adoption of model standard specification for dwelling houses and the revision of the same from time to time as and when this may appear desirable.

COMPANIES REGISTRATION OFFICE
16 MAR 1965
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REGISTERED
16 MAR 1965
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25 FEB 1965

COMPANIES REGISTRATION OFFICE
11 MAR 1965
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(iii) Establishing and maintaining administrative machinery by means of which surveys may be made and certificates may be issued in respect of houses built to the specifications referred to in Clause (ii) above.

(iv) Co-operating with any Government department, public or private authority, society, association, trading, finance or other company or individual in the attainment of the objects of the Association or any of them.

(b) To examine, originate, promote, support and oppose legislative measures, local bye-laws and legal enactments which may affect or tend to affect the industry of house-building and to support or oppose alterations therein and to effect improvements in administration and for the purposes aforesaid to petition Parliament and take such other steps and proceedings as may be deemed expedient.

(c) To combat and oppose any action or circumstances which in the opinion of the Association may lower or tend to lower the standard of house-building in the United Kingdom.

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(ha) To manage, develop, let, sell, mortgage, grant rights over, dispose or turn to account or otherwise deal with all or any of the real or personal property of the Association as may be thought expedient with a view to the promotion of its objects.

(hb) To provide reasonable compensation by way of an insurance scheme or otherwise for those house purchasers who suffer loss or damage as a result of the builder (being a Registered House-Builder) becoming bankrupt or being put into liquidation whether compulsory or voluntary or otherwise defaulting in his obligations before the house shall have been completed.

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Haydn Road, Nottingham.

WILLIAM FARQUHAR GIBSON,
Building Contractor,
26 Park Street, Cardiff.

WILLIAM HENRY BIRCH,
Building and Public Works Contractor,
Spen Lane, York.

DATED the 12th day of November, 1936.

WITNESS to the above signatures:—

GILBERT F. ARMITAGE,
(Barrister-at-law, 13 Russell Square).

AUTHENICATED

The Housing Improvement Association,
58, Portland Place,
London, W.1.

Secretary

8th March 1965

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL

Resolution

— OF —

THE HOUSING IMPROVEMENT ASSOCIATION

PASSED the 1st APRIL 1965

At an EXTRAORDINARY GENERAL MEETING of the members of the above named Company duly convened and held at 58 Portland Place in the County of London on the 1st day of April 1965 the following Resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION

That the objects of the Association be extended so as to include power to provide reasonable compensation for a house purchaser who may suffer loss as a result of a builder becoming bankrupt or being put into liquidation after a house is completed or as a result of structural defects due to defined causes and that the Memorandum of Association of the Association be modified accordingly by (1) amending subclause (h)(b) of Clause 3 by inserting after the word "before" the words "or after" and (2) adding at the end of subclause (i) the words "and without "prejudice to the generality of this sub- "clause to promote and enter into a scheme "under which the Association and/or the "National House-Builders Registration Council "may accept responsibility for defects "appearing in a dwelling-house constructed "a Registered House-Builder to such exte "and upon such terms as the scheme may "provide the liability of the Associati

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REGISTERED 13 MAY

COMPANIES REGISTRATION OFFICE 13 MAY 1965

MATTHEWS DREW (LAW STATIONERS) LTD.
by us. DATED this

"and/or the National House-Builders
"Registration Council being covered by
"such insurance or insurances as may be
"considered necessary or desirable."

A. Douglas Calvert

CHAIRMAN.

320784/50

THE COMPANIES ACT, 1929.

148 ——— to Encourage high standards in house building

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

Memorandum of Association

— OF —

THE HOUSING IMPROVEMENT ASSOCIATION.

1. The name of the Company (hereinafter called "the Association") is "THE HOUSING IMPROVEMENT ASSOCIATION."

2. The registered office of the Association will be situate in England.

REGISTERED 16-9 1935

3. The objects for which the Association is established are:—

(a) To encourage and promote a high standard of design, workmanship and materials in house-building in the United Kingdom and to take all steps and measures requisite to that end in particular by:—

(i) Establishing and maintaining a Register of Qualified House-Builders operating in the United Kingdom.

(ii) Procuring the preparation and adoption of model standard specification for dwelling-houses and the revision of the same from time to time as and when this may appear desirable.

REGISTRATION OFFICE 16 JUN 1935 COMPANIES REGISTRATION OFFICE

(iii) Establishing and maintaining administrative machinery by means of which surveys may be made and certificates may be issued in respect of houses built to the specifications referred to in Clause (ii) above.

(iv) Co-operating with any Government department, public or private authority, society, association, trading, finance or other company or individual in the attainment of the objects of the Association or any of them.

(b) To examine, originate, promote, support and oppose legislative measures, local bye-laws and legal enactments which may affect or tend to affect the industry of house-building and to support or oppose alterations therein and to effect improvements in administration and for the purposes aforesaid to petition Parliament and take such other steps and proceedings as may be deemed expedient.

(c) To combat and oppose any action or circumstances which in the opinion of the Association may lower or tend to lower the standard of house-building in the United Kingdom.

(d) To print, publish, issue and circulate such papers, periodicals, books, circulars and other literature as may seem conducive to any of these objects and to undertake a programme of propaganda and publicity with the object of making the public aware of the value of the certification scheme.

(e) Subject to the provisions of Section 14 of the Companies Act, 1929, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects; and to construct, maintain and alter any buildings, erections, machinery and other works necessary or convenient for the work of the Association.

(f) To receive money on deposit or loan upon such terms and to secure the payment of any such moneys in such manner as the Association may

approve provided that interest on any deposit or loan shall not be payable at any rate in excess of five per cent. per annum.

(g) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Association or the dependants of such persons.

(h) To invest and deal with the moneys of the Association not immediately required upon such investments, securities or property and in such manner as may from time to time be determined but so that any money subject to or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

(ha) To manage, develop, let, sell, mortgage, grant rights over, dispose or turn to account or otherwise deal with all or any of the real or personal property of the Association as may be thought expedient with a view to the promotion of its objects.

(hb) To provide reasonable compensation by way of an insurance scheme or otherwise for those house purchasers who suffer loss or damage as a result of the builder (being a Registered House-Builder) becoming bankrupt or being put into liquidation whether compulsory or voluntary or otherwise defaulting in his obligations before or after the house shall have been completed.

(i) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them and without prejudice to the generality of this sub-clause to promote and enter into a scheme under which the Association and/or the National House-Builders Registration Council may accept responsibility for defects appearing in a dwellinghouse constructed by a Registered House-Builder to such extent and upon such terms as the scheme may provide the liability of the Association and/or the National House-Builders Registration Council being covered by such insurance or insurances as may be considered necessary or desirable.

Provided that the Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education, the Association shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any Member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding five per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association, but so that no member of the Council of

Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any public utility, public transport or insurance company of which a member of the Council of Management or Governing Body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of Section 18 of the Companies Act, 1929.

7. The liability of the Members is limited.

8. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and

property amongst its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

Authenticated on behalf of
The Housing Improvement Association

..... Secretary

15 Sept. 1965.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

GEORGE HENRY PARKER,
Building Contractor,
124 Sumner Road, Peckham, London, S.E.15.

GEORGE STEPHEN HARDING,
Master Mason,
22 Wellington Road, Nantwich.

WILLIAM EDWARD COLLIER,
Building Contractor,
19 St. Mary's Butts, Reading.

HERBERT EDMUND PITT,
Building & Civil Engineering Contractor,
Leopold Street, Millfield, Sunderland.

WALTER BOSWORTH,
Building Contractor,
Haydn Road, Nottingham.

WILLIAM FARQUHAR GIBSON,
Building Contractor,
26 Park Street, Cardiff.

WILLIAM HENRY BIRCH,
Building and Public Works Contractor,
Spen Lane, York.

DATED the 12th day of November, 1936.

WITNESS to the above signatures:—

GILBERT F. ARMITAGE,
(Barrister-at-law, 13 Russell Square).

Number of Company: 320724

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

THE HOUSING IMPROVEMENT ASSOCIATION

PASSED 21st JUNE 1967

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 58 Portland Place in the City of Westminster on the 21st day of June 1967, the subjoined SPECIAL RESOLUTIONS were duly passed, viz :-

SPECIAL RESOLUTIONS

1. THAT the name of the Association be changed to "THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL"

2. THAT forthwith and contingently upon the change of name of the Association proposed to be effected by Resolution 1 above [illegible] the approval of the Board of Trade and becoming effective in accordance with sections 18 and 19(2) of the Companies Act, 1948 :-

REGISTERED 1 AUG 1967

(i) the provisions of the Memorandum of Association of the Association with respect to the objects of the Association be altered by deleting existing Clauses 3 and 4 of the said Memorandum of Association, and by substituting therefor the following new Clauses 3 and 4:-

"3(A) The principal object for which the Association is established is to improve the private enterprise industry of building within the United Kingdom, houses, flats and all other kinds of home accommodation (all of which are hereinafter together called "houses"), by promoting, encouraging and securing the adoption, observance and maintenance, within the said industry and throughout the United Kingdom, of improved standards in the design of houses and in the workmanship and materials employed in the building of houses.

(B) The Association shall have the following powers, all of which shall be ancillary to the principal object set forth in sub-clause (A) hereof and exercisable in the furtherance of such principal object but for no other purpose whatsoever, that is to say :-

(1) To establish and maintain, in such manner as the Association may from time to time think fit, a Register (hereinafter called "the Register") containing the names of house-builders operating within the United Kingdom and who in the opinion of the Association observe and maintain sufficiently high standards of house-building

(2) To make, and from time to time in the discretion of the Association to add to, amend and revoke, and to operate, enforce, observe and comply with, such conditions or rules as the Association may think fit for regulating the establishment and maintenance of the Register, and for prescribing the rights and obligations of house-builders whose names are entered on the Register (hereinafter called "Registered House-Builders"), and the rights and obligations of the Association against and to Registered House-Builders and purchasers and lessees of houses built by Registered House-Builders, and for any other purposes in any way connected with or referable to the Register, or with or to houses built by Registered House-Builders, as the Association may think desirable, and in particular (but without prejudice to the generality of the foregoing) conditions or rules :-

(i) prescribing or otherwise providing for the manner in which and the terms upon which applications should or may be made by house-builders for entry of their names on the Register, the manner in which such applications should or may be considered and determined upon by the Association, and the pre-requisites which should be or may be required to be satisfied before acceptance by the Association of such applications

(ii) providing for the division of Registered House-Builders into two or more different classes or sections, and in particular for a class or section limited to house-builders whose names have been and for the time being remain entered on the Register on a probationary basis only, and prescribing or otherwise providing for the respective rights and obligations and generally regulating the respective positions of the Registered House-Builders for the time being comprised in any such classes or sections as aforesaid;

(iii) prescribing or otherwise providing for the grounds upon which and the circumstances and manner in which the names of Registered House-Builders should or may be removed from the Register, and the effect (if any) or any such removal upon the respective rights and obligations of the Association and the Registered House-Builder whose name is so removed;

(iv) prescribing or making provision for the prescription of codes of conduct to be observed by Registered House-Builders in the carrying on

of their respective businesses as house-builders or of any transactions or activities connected with or incidental to their said respective businesses;

(v) providing for the notification to the Association of the intention of any Registered House-Builder to build a house, and for the inspection and testing by or on behalf of the Association of houses built by Registered House-Builders;

(vi) prescribing or making provision for the prescription of the form and contents of any contract or contracts to be entered into by Registered House-Builders with purchasers and lessees of houses built by Registered House-Builders, and providing for the cases and circumstances in which a Registered House-Builder may be exempted from entering into any contract or contracts so prescribed;

(vii) providing for and regulating the issue by the Association to Registered House-Builders of certificates affirming that houses built by Registered House-Builders have been constructed substantially in accordance with the Association's requirements, and the terms upon which and circumstances in which such certificates may or should be issued, and the form and contents of such certificates, and the passing on of such certificates to the purchasers and lessees from Registered House-Builders of the houses to which such certificates respectively relate;

(viii) providing for and regulating the terms upon which the manner and circumstances in which, and the extent to which, the Association may or should indemnify or compensate purchasers and lessees of houses built by Registered House-Builders against or for loss damage or expense incurred by such purchasers and lessees from or in relation to the purchase by or lease to them of, or otherwise in respect of, such houses as aforesaid;

(ix) prescribing or making provision for the prescription of model standard requirements to be adopted, observed and maintained by Registered House-Builders in building any houses;

(x) providing for the payment by Registered House-Builders to the Association of such fees, subscriptions and other charges, of such respective amounts, and payable at such times and circumstances, and in respect of such matters, as the Association shall in its absolute discretion think fit.

(3) To promote, enter into and carry on schemes under which the Association may or will accept responsibility to purchasers and lessees of houses from Registered House-Builders for defects in the houses so purchased,

or for loss or damage suffered otherwise howsoever by such purchasers and lessees in consequence of any defaults by Registered House-Builders

(4) To promote, encourage and in any way finance research into and interest in and the study of higher standards in the design of houses and in the workmanship and materials used in houses, and any technical, scientific or other problems associated therewith, including the problems involved in determining how the desirability of adopting, observing and maintaining, and of insisting upon the adoption, observance and maintenance of such higher standards, may best come to be accepted throughout the industry of private enterprise house-building within the United Kingdom and to be realized by the general public in the United Kingdom, and for such purposes as aforesaid, but without prejudice to the generality of the foregoing, to provide and assist in the provision of scholarships, fellowships, study groups, lectures and seminars.

(5) To conduct and hold, and to sponsor, encourage and assist in the conducting and holding of, surveys, investigations and inquiries on a local or national scale of and into the standards of design of houses and of the workmanship and materials employed in the building of houses, as from time to time adopted, observed and maintained by the whole or any part or parts of the industry of private enterprise house-building within the United Kingdom, and of or into the scope, nature and validity of complaints by purchasers and lessees of houses regarding the standards so adopted, observed and maintained.

(6) To print, publish, issue, circulate, and sell or otherwise dispose of papers, periodicals, books, circulars and other literature, and generally to undertake programmes of publicity, with a view to promoting understanding of the work of the Association, or to providing information and guidance to house-builders and others as to the nature of, and as to the desirability of adopting, observing and maintaining, proper standards in house-building or otherwise with a view to promoting the principal object of the Association

(7) To hold, associate with, sponsor and promote periodical and other congresses, conferences and public meetings for the ventilation and discussion of, or otherwise relating to, the adoption, observance and maintenance of higher standards of house-building.

(8) To promote, support and encourage any policies calculated to result in a wider adoption, observance and maintenance of higher standards of house-building in the industry of private enterprise house-building within the United Kingdom or any part thereof, and for this purpose, or otherwise with a view to promoting the principal object of the Association, to advise or co-operate with any Government department, or public or private authority, society, association, company, body or individual

(9) To provide, and to assist, promote and encourage in the provision of, facilities for the education and training, in subjects involving the study of or research into the standards of design of houses and of the standards of workmanship and materials employed or employable in building houses, of persons engaged in or associated with, or likely to be engaged in or associated with, any part of the industry of private enterprise house-building within the United Kingdom.

(10) To insure the Association against or in respect of any liabilities or contingent or potential liabilities of or in any way undertaken by the Association, and in particular, but without prejudice to the generality of the foregoing, against or in respect of any liabilities incurred or undertaken by the Association pursuant to any of the powers of the Association under paragraphs (2) (viii) and (3) of this sub-clause (B)

(11) To establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, and to make payments for or towards the insurance of, any employees or ex-employees of the Association and the relations, connections and dependants of any such employees or ex-employees

(12) To establish, maintain, control and manage branches of the Association in any part of the United Kingdom, and from time to time to determine the constitutions, rights, privileges and obligations of such branches, and when thought fit, to dissolve such branches or to modify such constitutions, privileges and obligations

(13) To apply for, collect, organise the collection of, and receive, from private individuals, corporations and from any other source or sources, donations, grants, subscriptions and other financial assistance, and generally to raise funds for the purposes of the Association in such ways as the Association may think fit

(14) To purchase, take or lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association

(15) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association

(16) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association

(17) To borrow or raise money on such terms and on such security as may be thought fit

(18) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(19) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes

(20) To do all such other things as are incidental or conducive to the attainment of the principal object of the Association

PROVIDED ALWAYS THAT notwithstanding anything hereinbefore in this Clause 3 contained :-

(I) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts

(II) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union

(III) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or of the Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Executive Committee or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated."

"4. The income and property of the Association whencesoever derived, shall be applied solely towards the

promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association; but so that no member of the Executive Committee or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Executive Committee or Governing Body, except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Executive Committee or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment"

(ii) the provisions of the Memorandum of Association of the Association be further altered :-

(A) by deleting existing Clauses 5 and 6 thereof, and by substituting therefor the following new Clauses 5 and 6:-

"5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association of the Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade"

"6. Clauses 4 and 5 of this Memorandum of Association contain conditions to which a licence, granted by the Board of Trade to the Association in pursuance of section 18 of the Companies Act, 1929 is subject."

(B) by deleting existing Clause 9 thereof and by substituting therefor the following new Clause 9:

"9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association,

but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object."

(C) by deleting existing Clause 10 thereof

(iii) the regulations contained in the printed document submitted to this Meeting, and for the purpose of identification subscribed by the Chairman hereof, be approved and adopted as the Articles of Association of the Association, in substitution for and to the complete exclusion of all the existing Articles of Association thereof

W. Turner
Secretary

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

— OF —

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

(as amended by Special Resolution on the 21st day of June 1967)

1. The name of the Company (hereinafter called "the Association") is "THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL"

2. The registered office of the Association will be situate in England

3. (A) The Principal object for which the Association is established is to improve the private enterprise industry of building, within the United Kingdom, houses, flats and all other kinds of home accommodation (all of which are hereinafter together called "houses"), by promoting, encouraging and securing the adoption, observance and maintenance, within the said industry and throughout the United Kingdom, of improved standards in the design of houses and in the workmanship and materials employed in the building of houses

(B) The Association shall have the following powers, all of which shall be ancillary to the principal object set forth in sub-clause (A) hereof and exercisable in the furtherance of such principal object but for no other purpose whatsoever, that is to say :-

(1) To establish and maintain, in such manner as the Association may from time to time think fit, a Register (hereinafter called "the Register") containing the names of house-builders operating within the United Kingdom and who in the opinion of the Association observe and maintain sufficiently high standards of house-building

2 AUG 1967

(2) To make, and from time to time in the discretion of the Association to add to, amend and revoke, and to operate, enforce, observe and comply with, such conditions or rules as the Association may think fit for regulating the establishment and maintenance of the Register, and for prescribing the rights and obligations of house-builders whose names are entered on the Register (hereinafter called "Registered House-Builders"), and the rights and obligations of the Association against and to Registered House-Builders and purchasers and lessees of houses built by Registered House-Builders, and for any other purposes in any way connected with or referable to the Register, or with or to houses built by Registered House-Builders, and the Association may think desirable, and in particular (but without prejudice to the generality of the foregoing) conditions or rules :-

(i) prescribing or otherwise providing for the manner in which and the terms upon which applications should or may be made by house-builders for entry of their names on the Register, the manner in which such applications should or may be considered and determined upon by the Association, and the pre-requisites which should be or may be required to be satisfied before acceptance by the Association of such applications;

(ii) providing for the division of Registered House-Builders into two or more different classes or sections, and in particular for a class or section limited to house-builders whose names have been and for the time being remain entered on the Register on a probationary basis only, and prescribing or otherwise providing for the respective rights and obligations and generally regulating the respective positions of the Registered House-Builders for the time being comprised in any such classes or sections as aforesaid;

(iii) prescribing or otherwise providing for the grounds upon which and the circumstances and manner in which the names of Registered

House-Builders should or may be removed from the Register, and the effect (if any) of any such removal upon the respective rights and obligations of the Association and the Registered House-Builder whose name is so removed;

(iv) prescribing or making provision for the prescription of codes of conduct to be observed by Registered House-Builders in the carrying on of their respective businesses as house-builders or of any transactions or activities connected with or incidental to their said respective businesses;

(v) providing for the notification to the Association of the intention of any Registered House-Builder to build a house, and for the inspection and testing by or on behalf of the Association of houses built by Registered House-Builders;

(vi) prescribing or making provision for the prescription of the form and contents of any contract or contracts to be entered into by Registered House-Builders with purchasers and lessees of houses built by Registered House-Builders, and providing for the cases and circumstances in which a Registered House-Builder may be exempted from entering into any contract or contracts so prescribed;

(vii) Providing for and regulating the issue by the Association to Registered House-Builders of certificates affirming that houses built by Registered House-Builders have been constructed substantially in accordance with the Association's requirements, and the terms upon which and circumstances in which such certificates may or should be issued, and the form and contents of such certificates, and the passing on of such certificates to the purchasers and lessees from Registered House-Builders of the houses to which such certificates respectively relate;

(viii) providing for and regulating the terms upon which, the manner and circumstances in which, and the

extent to which, the Association may or should indemnify or compensate purchasers and lessees of houses built by Registered House-Builders against or for loss damage or expense incurred by such purchasers and lessees from or in relation to the purchase by or lease to them of, or otherwise in respect of, such houses as aforesaid;

(ix) prescribing or making provision for the prescription of model standard requirements to be adopted observed and maintained by Registered House-Builders in building any houses;

(x) providing for the payment by Registered House-Builders to the Association of such fees, subscriptions and other charges, of such respective amounts, and payable at such times and circumstances, and in respect of such matters, as the Association shall in its absolute discretion think fit

(3) To promote, enter into and carry on schemes under which the Association may or will accept responsibility to purchasers and lessees of houses from Registered House-Builders for defects in the houses so purchased, or for loss or damage suffered otherwise howsoever by such purchasers and lessees in consequence of any defaults by Registered House-Builders

(4) To promote, encourage and in any way finance research into and interest in and the study of higher standards in the design of houses and in the workmanship and materials used in houses, and any technical, scientific or other problems associated therewith, including the problems involved in determining how the desirability of adopting observing and maintaining, and of insisting upon the adoption observance and maintenance of such higher standards, may best come to be accepted throughout the industry of private enterprise house-building within the United Kingdom to be realized by the general public in the United Kingdom, and for such purposes as aforesaid, but without prejudice to the generality of the foregoing, to provide and assist in the provision of scholarships, fellowships, study groups,

lectures and seminars

(5) To conduct and hold, and to sponsor, encourage and assist in the conducting and holding of, surveys, investigations and inquiries on a local or national scale of and into the standards of design of houses and of the workmanship and materials employed in the building of houses, as from time to time adopted observed and maintained by the whole or any part or parts of the industry of private enterprise house-building within the United Kingdom, and of or into the scope nature and validity of complaints by purchasers and lessees of houses regarding the standards so adopted, observed and maintained

(6) To print, publish, issue, circulate, and sell or otherwise dispose of papers, periodicals, books, circulars and other literature, and generally to undertake programmes of publicity, with a view to promoting understanding of the work of the Association, or to providing information and guidance to house-builders and others as to the nature of, and as to the desirability of adopting observing and maintaining, proper standards in house-building, or otherwise with a view to promoting the principal object of the Association

(7) To hold, associate with, sponsor and promote periodical and other congresses, conferences and public meetings for the ventilation and discussion of, or otherwise relating to, the adoption, observance and maintenance of higher standards of house-building

(8) To promote, support and encourage any policies calculated to result in a wider adoption, observance and maintenance of higher standards of house-building in the industry of private enterprise house-building within the United Kingdom or any part thereof, and for this purpose, or otherwise with a view to promoting the principal object of the Association, to advise or co-operate with any Government department, or public or private authority, society, association, company, body or individual

(9) To provide, and to assist, promote

and encourage in the provision of, facilities for the education and training, in subjects involving the study of or research into the standards of design of houses and of the standards of workmanship and materials employed or employable in building houses, of persons engaged in or associated with, or likely to be engaged in or associated with any part of the industry of private enterprise house-building within the United Kingdom

(10) To insure the Association against or in respect of any liabilities or contingent or potential liabilities of or in any way undertaken by the Association, and in particular, but without prejudice to the generality of the foregoing, against or in respect of any liabilities incurred or undertaken by the Association pursuant to any of the powers of the Association under paragraphs (2) (viii) and (3) of this sub-clause (B)

(11) To establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, and to make payments for or towards the insurance of, any employees or ex-employees of the Association and the relations, connections and dependants of any such employees or ex-employees

(12) To establish, maintain, control and manage branches of the Association in any part of the United Kingdom, and from time to time to determine the constitutions, rights, privileges and obligations of such branches and when thought fit, to dissolve such branches or to modify such constitutions, privileges and obligations

(13) To apply for, collect, organise the collection of, and receive, from private individuals, corporations and from any other source or sources, donations, grants, subscriptions and other financial assistance, and generally to raise funds for the purposes of the Association in such ways as the Association may think fit

(14) To purchase, take or lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association

(15) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association

(16) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association

(17) To borrow or raise money on such terms and on such security as may be thought fit

(18) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

(19) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes

(20) To do all such other things as are incidental or conducive to the attainment of the principal object of the Association

PROVIDED ALWAYS THAT notwithstanding anything hereinbefore in this Clause 3 contained :-

(I) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts

(II) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union

(III) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or of the Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or Governing Body have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Executive Committee or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated

4. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association

Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association; but so that no member of the Executive Committee or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and

that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Executive Committee or Governing Body, except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provide that the provision last aforesaid shall not apply to any payment to any company of which a member of the Executive Committee or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association of the Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade

6. Clauses 4 and 5 of this Memorandum of Association contain conditions to which a licence, granted by the Board of Trade to the Association in pursuance of section 18 of the Companies Act, 1929 is subject

7. The liability of the Members is limited

8. Every Member of the Council undertakes to contribute to the assets of the Council in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Council contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1

9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as

is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object."

This is a true copy of the Memorandum of Association as altered by Special Resolution passed on the 21st day of June, 1967.

Chas. Purvis

31st July, 1967. SECRETARY

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

— OF —

THE HOUSING IMPROVEMENT ASSOCIATION

BBH ALTERED by SPECIAL RESOLUTION on 21st June 1967
to THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

(Adopted by SPECIAL RESOLUTION passed on the
BBH day of 21st June 1967

PRELIMINARY

1. (A) In these Articles, unless inconsistent with the subject or context :-

(i) "the Association" means The Housing Improvement Association

(ii) "the Act" means the Companies Act, 1948.

(iii) "these Articles" means these Articles of Association or other the Articles of Association of the Association for the time being in force

(iv) "the Executive Committee" means the Executive Committee for the time being of the Association

(v) "the Office" means the registered office for the time being of the Association

(vi) "the Seal" means the common seal of the Association

(vii) "the United Kingdom" means the United Kingdom of Great Britain and Northern Ireland

(viii) "month" means calendar month and "year" means calendar year

REGISTRATION OF COMPANIES 2 AUG 1967

(ix) "in writing" means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in visible form

(x) "the Effective Day" means the day upon which these Articles of Association take effect in accordance with the terms of the Special Resolutions of the Association passed at the Extraordinary General Meeting thereof held on the 21st June 1967

(xi) "the old members" means and includes all the members of the Association as at the Effective Day

(xii) "the Secretary" includes any assistant or deputy Secretary or other person for the time being authorised to perform any of the duties of the Secretary of the Association and, where two or more persons have been appointed to act as Joint Secretaries, includes any one or more of such persons

(xiii) "the Chairman" means the Chairman for the time being of the Association holding office in that behalf pursuant to Article 35

(xiv) "the Nominating Bodies" means the bodies and persons specified in Article 6(A), and "Nominating Body" means and includes any of the Nominating Bodies

(xv) "Registered House-Builder" means and includes any person, firm or body corporate whose name or the name of which for the time being remains entered (other than on a probationary basis) on the Register established and maintained by the Association pursuant to the powers in that behalf conferred upon the Association by paragraphs (1) and (2) of Clause 3(B) of its Memorandum of Association

(xvi) "the Finance Sub-Committee" means the Finance Sub-Committee of the Executive Committee, as constituted pursuant to and in accordance with Articles 55 and 56

(xvii)"the Housing Minister" means The Minister of Housing and Local Government for the time being

(xviii)"the Ministers" means and includes the Housing Minister and The Minister of Public Building and Works for the time being

(xix) words importing the singular include the plural and vice-versa

(xx) words importing the masculine gender include the feminine gender

(xxi) "person" excludes a body corporate, and words importing persons shall be construed accordingly

(B) Subject to paragraph (A) of this Article, any words or expressions defined in the Act shall, unless inconsistent with the subject or context, bear the same meaning in these Articles

2. The number of members with which the Association was registered on the incorporation thereof under the Companies Act, 1929 was seven, but the Executive Committee may from time to time, in accordance with the provisions of section 7(3) of the Act, register an increase in the number of members of the Association.

3. The Association shall, in relation to its register of members, observe the provisions of section 110 of the Act.

4. The Association is established for the purposes expressed in the Memorandum of Association of the Association.

OFFICE

5. The Office shall be in such place as the Executive Committee may from time to time appoint

MEMBERSHIP

6. (A) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate, in the manner provided by paragraph (C) of this Article, any person for membership of the Association, but so that at any one time there shall not be a number of persons holding membership of the Association

pursuant to the nomination of a Nominating Body greater than the number hereinafter set opposite the names of that particular Nominating Body:-

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination by the Nominating Body
The Royal Institute of British Architects	3
The Royal Institution of Chartered Surveyors	3
The National Federation of Building Trades Employers	14
The Building Societies' Association	4
The National Federation of Building Trades Operatives	3
The Consumer Council	2
The Greater London Council	1
The Association of Municipal Corporations	1
The Rural District Councils Association	1
The Urban District Councils Association	1
The Chartered Auctioneers and Estate Agents Institute	1
The Society of Medical Officers of Health	1
The Institution of Municipal Engineers	1
The Council for the Preservation of Rural England	1
The National Council of Women of Great Britain	1
The National Federation of Owner Occupiers and Owner Residents Associations	2

The Women's Advisory Council of the British Standards Institution	1
The Institute of Building	1
The Housing Minister	2

(B) Without prejudice to the generality of but subject to the limitations upon the powers conferred by paragraph (A) of this Article on a Nominating Body, that Nominating Body may at any time pursuant to such paragraph (A) nominate any person for membership of the Association in place of a person who, having held membership of the Association pursuant to the nomination of that Nominating Body, has been removed by such Nominating Body from membership in accordance with Article 12(A) or has for any other reason ceased to be a member of the Association

(C) Any and every nomination for membership made by a Nominating Body pursuant to paragraph (A) of this Article shall be effected by delivering at the Office a Form of Nomination and Consent, signed by, or by a duly authorised officer or representative of the Nominating Body and also signed by the person thereby nominated. Every such Form of Nomination and Consent shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit :-

"To: the Secretary of The National House-Builders Registration Council.

I/We /name of Nominating Body/ hereby nominate /full name and address of person nominated/ for membership of The National House-Builders Registration Council, pursuant to the powers in that behalf conferred upon me/us by Article 6(A) of its Articles of Association.

Signed.....

Dated this day of 19 .

I, the above-named /full name of person nominated/ hereby agree and consent to become a member of The National House-Builders Registration Council, pursuant to the nomination above set forth, and upon and subject to the terms and

provisions of the Memorandum and Articles of Association of The National House-Builders Registration Council

Signed.....

Dated this day of 19 ."

(D) Forthwith upon the delivery at the Office of a Form of Nomination and Consent which complies with the provisions of paragraphs (A) and (C) of this Article, the Secretary shall enter the name of the person thereby nominated for membership in the register of members of the Association

7. (A) Subject as hereinafter provided, the Executive Committee may from time to time and at any time in its absolute discretion by resolution authorise any Registered House-Builder (who or which is not for the time being a member of any of the Nominating Bodies) to nominate any person for membership of the Association, and may from time to time in the like discretion revoke any authority so conferred upon a Registered House-Builder, and any Registered House-Builder for the time being so authorised shall, subject as hereinafter provided, be entitled from time to time and at any time to nominate, in the manner provided by paragraph (C) of this Article, any person for membership of the Association. Provided always that notwithstanding anything in this paragraph (A) contained :-

(i) there shall not at any time be more than three Registered House-Builders for the time being authorised to nominate a person for membership of the Association:

(ii) there shall not at any one time be more than one person holding membership of the Association pursuant to the nomination of the same Registered House-Builder; and

(iii) no person nominated for membership of the Association by a Registered House-Builder shall be admitted to membership pursuant to such nomination unless and until his said nomination has (either before or after the delivery of the requisite Form of Nomination and Consent in accordance with paragraph (C) of this Article)

been expressly approved by the Executive Committee

(B) Without prejudice to the generality of the powers for the time being conferred upon a Registered House-Builder by such an authorising resolution as is referred to in paragraph (A) of this Article, but subject to the limitations upon such powers imposed by provisos (ii) and (iii) to the said paragraph (A), any Registered House-Builder for the time being so authorised may at any time pursuant to such authority nominate any person for membership of the Association in place of a person who, having held membership of the Association pursuant to the nomination of that Registered House-Builder, has been removed by such Registered House-Builder from membership in accordance with Article 12(B) or has for any other reason ceased to be a member of the Association.

(C) Any and every nomination for membership made by a Registered House-Builder pursuant to an authority in that behalf given to it pursuant to paragraph (A) of this Article shall be effected by delivering at the Office a Form of Nomination and Consent, signed by or by a duly authorised officer or representative of the Registered House-Builder, and also signed by the person thereby nominated, Every such Form of Nomination and Consent shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit :-

"To: the Secretary of The National House-Builders Registration Council.

I/We /name of Registered House-Builder/ hereby nominate /full name and address of person nominated/ for membership of The National House-Builders Registration Council, pursuant to the powers in that behalf conferred upon me/us by a resolution of the Executive Committee of The National House-Builders Registration Council and by Article 7(A) of its Articles of Association

Signed.....

Dated this day of 19 .

I, the above-named /full name of person nominated/ hereby agree and consent to become a member of The National House-Builders Registration Council, pursuant to the nomination above set forth, and upon and subject to the terms and provisions of the Memorandum and Articles of Association of The National House-Builders Registration Council.

Signed.....

Dated this day of 19 ."

(D) In the event of the delivery at the Office of a Form of Nomination and Consent which complies with the provisions of paragraphs (A) and (C) of this Article and of the nomination, thereby made being expressly approved by the Executive Committee in accordance with proviso (iii) to such paragraph (A), the Secretary shall forthwith upon such delivery or approval (whichever shall be later) enter the name of the person so nominated for membership in the register of members of the Association.

(E) Any authority for the time being conferred pursuant to paragraph (A) of this Article upon a Registered House-Builder shall ipso facto terminate on the happening of either of the two following events, that is to say :-

(i) in the event of his or its ceasing for any reason whatsoever to be a Registered House-Builder;

(ii) in the event of his or its becoming a member of any of the Nominating Bodies.

8. Subject as hereinafter provided, the Executive Committee may from time to time and at any time in its absolute discretion resolve to admit to membership of the Association any person whom it considers should be so admitted, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing to become a member of the Association pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the register of members of the Association. Provided always that there shall not at any one

time be more than two persons holding membership of the Association pursuant to this Article

9. As from and after the Effective Day no person shall be capable of becoming a member of the Association other than pursuant to and in accordance with the provisions of either Article 6 or Article 7 or Article 8

10. Notwithstanding anything in these Articles contained no body corporate shall be able or eligible to become a member of the Association, and no person shall be entitled or able to become a member of the Association jointly with any other person or persons

11. Membership of the Association shall not be in any way either transferable or transmissible.

CESSATION OF MEMBERSHIP

12. (A) Any Nominating Body shall be entitled at any time and from time to time to remove from membership of the Association any person for the time being holding membership thereof pursuant to a nomination made in that behalf by that Nominating Body. Every such removal as aforesaid shall be effected by delivering at the Office a Form of Removal, signed by, or by a duly authorised officer or representative of the Nominating Body. Every such Form of Removal shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit :-

"To: the Secretary of The National House-Builders Registration Council.

I/We /name of Nominating Body/

hereby remove /full name and address of member intended to be removed/ from membership of The National House-Builders Registration Council, pursuant to the powers in that behalf conferred upon me/us by Article 12(A) of its Articles of Association

Signed.....

Dated this day of 19 ."

(B) Any Registered House-Builder, who is for the time being authorised pursuant to Article 7(A) to nominate a person for membership of the Association, shall be entitled at any time and from time to time to remove from membership of the Association any person for the time being holding membership thereof pursuant to a nomination made in that behalf by that Registered House-Builder. Every such removal as aforesaid shall be effected by delivering at the Office a Form of Removal, signed by or by a duly authorised officer or representative of the Registered House-Builder. Every such Form of Removal shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit :-

"To: the Secretary of The National House-Builders Registration Council.

I/We /name of Registered House-Builder/hereby remove /full name and address of member intended to be removed/from membership of The National House-Builders Registration Council, pursuant to the powers in that behalf conferred upon me/us by Article 12(B) of its Articles of Association

Signed.....

Dated this day of 19 ."

(C) Forthwith upon the delivery at the Office a Form of Removal which complies with the provisions of paragraph (A) or (as the case may be) paragraph (B) of this Article, the Secretary shall remove the name of the member therein named from the register of members of the Association

13. (A) A person who is for the time being a member of the Association shall ipso facto cease to be such a member:

(i) if he dies, or is adjudicated bankrupt, or becomes of unsound mind;

(ii) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his membership;

(iii) if, being a person holding membership pursuant to a nomination in that behalf

made by a Registered House-Builder in accordance with Article 7, that Registered House Builder's authority under the said Article 7 to nominate a person for membership shall terminate, either by virtue of a resolution of the Executive Committee revoking such authority, or by virtue of the happening of either of the events referred to in paragraph (E) of the said Article 7;

(iv) if, being a person holding membership pursuant to Article 8, the Executive Committee in its absolute discretion after giving such person a proper opportunity of being heard shall resolve that such person should cease to be a member of the Association

(v) if, being a person holding membership pursuant to a nomination in that behalf made in accordance with Article 6 by any of the Nominating Bodies referred to in paragraphs (A), (B) and (C) of Article 31, that person ceases for any reason to be a member of the Executive Committee

(B) Any person who is for the time being a member of the Association pursuant to a nomination made in that behalf by the Housing Minister in accordance with Article 6 shall ipso facto cease to be such a member upon the expiration of three calendar years from his last having become a member in accordance with paragraph (D) of Article 6

(C) The Secretary shall forthwith remove from the register of members of the Association the name of any person who has ceased to be a member of the Association pursuant to any of the provisions of paragraphs (A) and (B) of this Article

GENERAL MEETINGS

14. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting

15. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

16. The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act

17. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors and the Ministers) as are under these Articles or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of General Meetings other than Annual General Meetings, a General Meeting may be convened by such notice as those members may think fit

18. The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS AND VOTES OF MEMBERS

19. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Executive Committee and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

20. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided eight members personally

present shall be a quorum

21. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of 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 at such other place as the Executive Committee may determine, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the members present shall be a quorum

22. The Chairman shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members of the Association present shall choose some member of the Executive Committee to preside as chairman of the Meeting, or if no such member be present, or if all the members of the Executive Committee present decline to take the chair, the members of the Association present shall choose one of their number to preside as chairman of the Meeting

23. The chairman of any General Meeting at which a quorum is present may, with the consent of such Meeting (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 business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

24. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the Meeting or by at least three members present, or by a member or members present and representing one-tenth of the total voting rights of all the members having the right to vote at the

Meeting, and unless a poll be so demanded a declaration by the chairman of the Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn

25. Subject to the provisions of Article 26 if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the General Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded

26. No poll shall be demanded on the election of a chairman of any General Meeting, or on any question of adjournment of any General Meeting.

27. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a second or casting vote

28. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded

29. No member shall be allowed or entitled to attend or vote at any General Meeting by proxy

30. Subject as provided by Articles 27 and 32 (C) (iii), every member, whether on a show of hands or on a poll, shall have one vote

THE EXECUTIVE COMMITTEE

31. As from and after the Effective Day the Executive Committee shall consist of :-

(A) Every person who is for the time being a member of the Association pursuant to the nomination, in accordance with Article 6(A), of The Building Societies' Association

BBA/0

(B) The person (if any) who is for the time being a member of the Association pursuant to the nomination, in accordance with Article 6(A), of The Chartered Auctioneers and Estate Agents Institute

BBA/0

(C) Every person who is for the time being a member of the Association pursuant to the nomination, in accordance with Article 6(A) of the Housing Minister

(D) One of the persons (if any) who are for the time being members of the Association pursuant to the nomination, in accordance with Article 6(A), of The Royal Institute of British Architects

(E) One of the persons (if any) who are for the time being members of the Association pursuant to the nomination, in accordance with Article 6(A), of The Royal Institution of Chartered Surveyors

(F) Not more than five of the persons (if any) who are for the time being members of the Association pursuant to the nomination, in accordance with Article 6(A), of The National Federation of Building Trades Employers

(G) One of the persons (if any) who are for the time being members of the Association pursuant to the nomination, in accordance with Article 6(A), of The National Federation of Building Trades Operatives

(H) One of the persons (if any) who are for the time being members of the Association pursuant to the nomination, in accordance with Article 6(A), of The National Federation of Owner Occupiers and Owner Residents Associations

(I) One of the persons (if any) who are for the time being members of the Association pursuant to the nomination, in accordance with Article 6(A), of The Consumer Council

(J) No more than one person who is for the time being a member of the Association pursuant to Article 8, and who is co-opted by the Executive Committee in accordance with Article 33

32. The mode of appointment to the Executive Committee of, and the tenure of office of, the members of the Executive Committee referred to in paragraphs (D) to (I) (both inclusive) of Article 31, shall, subject to Article 40, be

governed by the following provisions :-

(A) The first members of the Executive Committee so referred to shall, in accordance with but subject to paragraph (C) of this Article, be elected at an Extraordinary General Meeting of the Association to be convened by the Executive Committee for the purpose as soon as practicable after the first occasion on which there shall be not less than five persons who are members of the Executive Committee pursuant to paragraphs (A), (B) and (C) of Article 31

(B) At the Annual General Meeting of the Association held in 1970, and at every third Annual General Meeting held thereafter, all of the members of the Executive Committee for the time being holding office in accordance with the said paragraphs (D) to (I) shall retire from office (but shall be eligible for re-election), and the vacancies in the Executive Committee thereby arising, together with all other vacancies then existing in the categories of members of the Executive Committee respectively referred to in those paragraphs, shall, in accordance with but subject to paragraph (C) of this Article, be filled by election.

(C) At the Extraordinary General Meeting referred to in paragraph (A) of this Article and at each such Annual General Meeting as is referred to in paragraph (B) of this Article :-

(i) every person who is for the time being a member of the Association pursuant to the nomination of a Nominating Body referred to in any of the said paragraphs (D) to (I) shall be eligible for election as a member of the Executive Committee pursuant to the relative paragraph;

(ii) the categories of members of the Executive Committee respectively referred to in the said paragraphs (D) to (I) shall be elected in turn by the General Meeting, from amongst the persons respectively eligible therefor;

(iii) on any election of the category of members of the Executive Committee referred to in paragraph (F) of Article 31, each member of the Association shall (whether on a show of hands or on a poll) be entitled to cast up to five votes (but shall not be

able to cast more than one vote in favour of any one of the persons eligible for that category), and the five candidates receiving the most votes shall be declared to be elected, but so that in the event of two or more of such persons having an equality of votes (and with a view to ensuring that five persons are elected) the chairman of the General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is elected;

(iv) save as provided by sub-paragraph (iii) hereof all the provisions of these Articles relative to proceedings at General Meetings of the Association and to votes of members thereat shall apply in respect of any election of any of the categories of the members of the Executive Committee respectively referred to in the said paragraphs (D) to (I);

(v) if the number of persons eligible for any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (D) to (I) shall not exceed the number of the vacancy or vacancies to be filled in that category, then unless the General Meeting otherwise resolves, the person or persons so eligible shall not be deemed to be elected and instead such vacancy or vacancies shall be filled by the Executive Committee in accordance with paragraph (D) of this Article

(D) In the event of there being at any time any vacancy or vacancies in any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (D) to (I) by virtue of the operation of paragraph (C) (v) of this Article, or of any such vacancy or vacancies at any time existing or occurring due to any other reason whatsoever, the Executive Committee shall as soon as practicable after the same shall have first occurred, appoint to fill the same some person or persons eligible for category, but so that if and for so long as the number of persons so eligible does not exceed the number of such vacancy or vacancies the Executive Committee may in its absolute discretion determine not to fill the same pursuant to this paragraph (D)

(E) Every person elected or appointed as a member of the Executive Committee pursuant to paragraph (A), (B) or (D) of this Article shall, subject only to Article 40, thereafter continue to be such a member until he shall retire from his office as such in accordance with paragraph (B) of this Article

33.(A) The Executive Committee may at any time co-opt any person who is for the time being a member of the Association pursuant to Article 8 for such term of office not exceeding three calendar years, as, subject to Article 40, The Executive Committee shall in its absolute discretion determine at the time of co-option

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office

34.(A) The Chartered Auctioneers and Estate Agents Institute shall be entitled at any time and from time to time, by delivering at the Office a notice in writing to that effect signed by its duly authorised officer or representative (such notice to be in any form from time to time prescribed or permitted by the Executive Committee) to appoint any person (who need not be a member of the Association) to be an alternate member of the Executive Committee to any person who is for the time being a member of the Executive Committee pursuant to paragraph (B) of Article 31,and may at any time and from time to time, by delivering at the Office a notice in writing to that effect signed as aforesaid (and being in any such form as aforesaid), remove from office any person so appointed, but so that there shall not at any one time be more than one person holding office as an alternate member of the Executive Committee pursuant to this paragraph (A)

(B) Each of the Nominating Bodies respectively referred to in paragraphs (D) (E) (G) (H) and (I) of Article 31 shall be entitled at any time and from time to time, by delivering at the Office a notice in writing to that effect signed by its duly authorised officer or representative, (such notice to be in any form from time to time prescribed or permitted by the Executive Committee), to appoint any person, who is for the time being a person holding membership of the Association pursuant to the nomination in accordance with Article 6(A) of that particular Nominating Body, to be an alternate

member of the Executive Committee to any person who is for the time being a member of the Executive Committee pursuant to such of the said paragraphs of Article 31 as refers to that particular Nominating Body, and may at any time and from time to time, by delivering at the Office a notice in writing to that effect signed as aforesaid, (and being in any such form as aforesaid) remove from office any person so appointed, but so that there shall not at any one time be more than one person holding office as an alternate member of the Executive Committee under this paragraph (B) pursuant to the appointment of the same Nominating Body

(C) The appointment of any alternate member of the Executive Committee effected pursuant to paragraph (A) or (B) of this Article shall ipso facto determine on the happening (in relation to such alternate member) of any of the events referred to in Article 40 (but so that paragraph (A) of Article 40 shall not apply to an alternate member appointed pursuant to paragraph (A) of this Article), and his appointment shall also determine ipso facto if the person to whom he has been appointed an alternate ceases either as a result of retirement under Article 32(B) or for any other reason whatsoever to be a member of the Executive Committee

(D) An alternate member of the Executive Committee appointed pursuant to paragraph (A) or (B) of this Article shall be entitled to attend and to vote, and to be counted towards the quorum required by or pursuant to Article 47, as a member of the Executive Committee, at any meeting of the Executive Committee at which the person to whom he has been appointed an alternate is not personally present, and generally at any such meeting as aforesaid to perform all the functions of such person as a member of the Executive Committee

THE CHAIRMAN

35. The Chairman shall be such of the persons, for the time being holding membership of the Asscciation pursuant to the nomination in accordance with Article 6(A) of the Housing Minister, as the Housing Minister shall at any time and from time to time in its absolute discretion appoint, and subject as aforesaid the Housing Minister shall have the like discretion at any time and from time to time to remove any such person from the office of Chairman. Any such appointment or removal as aforesaid shall be effected by delivering at

the Office a notice in writing to that effect signed by, or by a duly authorised officer or representative of the Housing Minister, and shall take effect forthwith upon such delivery as aforesaid

36. The office of the Chairman shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Executive Committee

HONORARY PRESIDENT AND VICE-PRESIDENTS OF THE ASSOCIATION

37. The Association in General Meeting may at any time and from time to time elect any person, whether or not he is a member of the Association or of the Executive Committee, to be the Honorary President or an Honorary Vice-President of the Association, for such period of office as the Association in General Meeting may from time to time in its absolute discretion determine, but so that at any one time there shall not be more than one person holding office as Honorary President of the Association or more than six persons holding office as Honorary Vice-Presidents of the Association.

38. The Honorary President and any Honorary Vice-President whether or not (in either case) he is a member of the Association or of the Executive Committee, shall be entitled to attend and to speak at any General Meeting of the Association and at any meeting of the Executive Committee, but shall not by virtue of holding the office of Honorary President or Honorary Vice-President (as the case may be) be entitled to vote at any such General Meeting or meeting of the Executive Committee

39. The offices of the Honorary President and of an Honorary Vice-President shall not confer or impose upon the respective holders of such offices any powers, discretions or duties in relation to the affairs of the Association, and no holder of either such office shall, by virtue of holding the same, for any of the purposes of these Articles or of the Act be or be deemed to be a member of the Executive Committee

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

40. The office of a member of the Executive Committee shall ipso facto be vacated :-

(A) if for any reason he ceases to be a member of the Association;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his said office;

(C) if he becomes prohibited from being a director of a company by reason of any order made under section 188 of the Act;

(D) if he is removed from his said office by a resolution duly passed pursuant to section 184 of the Act

41. None of the provisions of section 185 of the Act, or of any statutory re-enactment, modification or extension thereof for the time being in force, shall apply to the Association or to any member or prospective member of the Executive Committee

POWERS OF THE EXECUTIVE COMMITTEE

42. The business of the Association shall be managed by the Executive Committee, which, in addition to exercising the powers and authorities expressly conferred upon the Executive Committee by these Articles, may exercise all such powers and discretions of the Association, and do all such acts and things, as may be exercised and done by the Association, and as are not by these Articles or by statute directed or required to be exercised or done by the Association in General Meeting, and as are not by these Articles directed or required to be exercised or done by the Secretary or (as the case may be) the Finance Sub-Committee, but subject nevertheless to the provisions of the Act and of these Articles

43. The Executive Committee may upon the recommendation of the Finance Sub-Committee authorise the repayment by the Association to members of the Executive Committee (including alternate members thereof appointed under Article 34) or of any Sub-Committee of the Executive Committee of all or any out-of-pocket expenses incurred by them in consequence of their attendance at any General Meeting of the Association or at any meeting of the Executive Committee or of any such Sub-Committee, or otherwise howsoever in the performance of their duties in connection with the affairs of the Association, and members of the Executive Committee or of any such Sub-Committee shall be

repaid any such out-of-pocket expenses the repayment of which is so authorised and recommended

44. Subject to the provisions of Article 47 the members for the time being of the Executive Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Executive Committee

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

45. Any member of the Executive Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Executive Committee

46. Not less than two clear days' notice in writing of every meeting of the Executive Committee shall be given to all members and alternate members of the Executive Committee, other than to members and alternate members thereof who are for the time being absent from the United Kingdom; and shall also be given to each of the Ministers. In respect of every notice required to be given to either of the Ministers pursuant to this Article, all the provisions of Articles 18,77 and 78 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 18, 76 and 78 shall be deemed to apply mutatis mutandis

47. The quorum necessary for the transaction of the business of the Executive Committee shall be any five members thereof, or such other number of members thereof as the Executive Committee may from time to time prescribe. Any meeting of the Executive Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Executive Committee

48. Questions arising at any meeting of the Executive Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote

49. At every meeting of the Executive Committee the Chairman shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if the Chairman is not present, the members of the Executive Committee present at such meeting shall elect one of their number

to be chairman of such meeting

50. Subject to the provisions of these Articles, the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit

51. All acts bona fide done by any meeting of the Executive Committee, or by any person acting as a member of the Executive Committee, shall notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Executive Committee

52. The Executive Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all General Meetings of the Association and all meetings of the Executive Committee, and any minutes of any such General Meeting or meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such General Meeting or (as the case may be) meeting, shall be sufficient evidence without any further proof of the facts therein stated

53. A resolution in writing signed by all the members (including alternate members) of the Executive Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and constituted

THE FINANCE SUB-COMMITTEE

54. In addition to any other Sub-Committees of the Executive Committee for the time being in existence, there shall be a standing Sub-Committee of the Executive Committee known as the Finance Sub-Committee

55. The Finance Sub-Committee shall consist of :-

(A) Every person who is for the time being a member of the Association pursuant to the nomination, in accordance with Article 6(A), of the Ministry, and who is also therefore a member of the Executive Committee by

virtue of Article 31(C)

(B) Not more than two of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 31(A)

(C) Not more than three of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 31(F)

56. The Executive Committee shall from time to time in its absolute discretion choose the members of the Finance Sub-Committee referred to in paragraphs (B) and (C) of Article 55, and may at any time in the like discretion terminate the tenure of office of any such member

57. The Finance Sub-Committee may from time to time choose any of its members for the time being to be its chairman, and subject always to Articles 56 and 58, may determine the term of his office as such chairman

58. The office of a member of the Finance Sub-Committee shall ipso facto be vacated:-

(A) if for any reason he ceases to be a member of the Executive Committee;

(B) if, holding his said office pursuant to paragraph (B) or (C) of Article 55, he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning such office

59. Without prejudice to the other powers and discretions expressly conferred upon the Finance Sub-Committee by or pursuant to these Articles, the following powers and discretions of the Executive Committee shall, notwithstanding anything in Article 42 contained, but subject as hereinafter provided, be deemed to have been irrevocably delegated by the Executive Committee to, and shall be exercised by, the Finance Sub-Committee :-

(A) all powers and discretions of the Association to borrow and raise money, and to acquire and dispose of property;

(B) all the powers and discretions vested in the Association by sub-clauses (2)(x) and (10) of Clause 3 of its Memorandum of Association;

(C) all powers and discretions of the Association relating to the engagement, dismissal and terms of employment of its staff and employees;

(D) all powers and discretions of the Association regarding the investment of its funds; and

(E) all other powers and discretions of the Association which directly affect the finances of the Association

PROVIDED ALWAYS that :-

(i) Nothing in this Article contained shall apply to any of the powers and discretions expressly conferred upon the Executive Committee by Articles 43, ~~54(B)~~ and 71 to 73 (both inclusive), or to any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Association, or to any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee

(ii) Subject to proviso (i) to this Article, in the event of any doubt or dispute arising at any time howsoever as to the nature or extent of the powers and discretions delegated to and exercisable by the Finance Sub-Committee under this Article, such doubt or dispute shall be determined upon and resolved by the Chairman, whose decision in that behalf shall be binding and conclusive for all purposes

60. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Association shall be signed, drawn accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Finance Sub-Committee shall from time to time determine

61. Subject to the provisions of Article 62, the members for the time being of the Finance Sub-Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Finance Sub-Committee

62. The quorum necessary for the transaction of the business of the Finance Sub-Committee

shall be any two members thereof

63. With regard to the meetings of the Finance Sub-Committee, and otherwise with regard to its own proceedings, all the provisions of Articles 45, 46 and 50 to 53 (both inclusive) shall apply mutatis mutandis as though all references in those Articles to the Executive Committee were references to the Finance Sub-Committee. Provided always that the Ministers shall not be entitled to receive notice of any meeting of the Finance Sub-Committee

OTHER SUB-COMMITTEES OF THE EXECUTIVE COMMITTEE

64. (A) Without prejudice to any of the powers by Article 59 or otherwise by these Articles vested in the Finance Sub-Committee, the Executive Committee shall have power in its absolute discretion from time to time to constitute such other Sub-Committees of the Executive Committee, consisting of such member or members of the Association (none of whom need necessarily be a member of the Executive Committee), as the Executive Committee may think fit; to dissolve any Sub-Committee so constituted; to delegate to any such Sub-Committee all or any of the powers and discretions vested in the Executive Committee by these Articles (other than powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee); to reconstitute any such Sub-Committee; and to revoke any such delegation as aforesaid

(B) Every such Sub-Committee constituted as aforesaid shall, in the exercise of any powers and discretions delegated to it by the Executive Committee, conform to any regulations which may from time to time be imposed upon it by the Executive Committee. Subject as otherwise provided by any such regulations for the time being in force :-

(i) any such Sub-Committee (being a sub-committee consisting of more than one member of the Association) may elect a chairman of its meetings, and if at any meeting of that Sub-Committee the chairman so elected is not present, the members of the Sub-Committee present may choose one of their number to be chairman of that meeting; and

(ii) with regard to the meetings of and otherwise with regard to the proceedings of any such Sub-Committee, all the

provisions of Articles 45, 48 and 50 to 53 (both inclusive) shall apply *mutatis mutandis* as though all references in those Articles to the Executive Committee were references to such Sub-Committee

(C)Notwithstanding anything in this Article hereinbefore contained, any person who is for the time being a member of any Sub-Committee constituted pursuant to this Article, and who ceases for any reason to be a member of the Association, shall forthwith upon such cessation cease to be a member of that Sub-Committee

THE SEAL

65. Unless otherwise so resolved, two members of the Finance Sub-Committee and the Secretary shall sign every instrument to which the Seal is affixed

THE MANAGING DIRECTOR

66. (A) Save as otherwise expressly provided by or pursuant to these Articles the Executive Committee or any Sub-Committee thereof may entrust to the Managing Director any of the powers and discretions for the time being vested in or delegated to the Executive Committee or (as the case may be) such Sub-Committee upon such terms and conditions and subject to such restrictions as it may think fit

(B) The Managing Director shall be such person as shall from time to time be appointed in that behalf by, and his appointment shall be for such period and upon such terms as shall be decided by the Finance Sub-Committee which may at any time revoke any such appointment, but without prejudice to any rights of compensation which the appointee may have in respect of such revocation under any agreement between himself and the Association

(C) The person holding the position of Director of the Association as at the Effective Day shall be deemed to have been appointed pursuant to paragraph (B) of this Article upon the terms regulating his appointment at the Effective Day

THE SECRETARY

67. (A) The provisions of sections 177 and 179 of the Act, relating to the Secretary, shall

apply and be observed

(B) The Secretary as at the Effective Day shall be deemed to have been properly appointed

THE MINISTERS

68. Each of the Ministers (in addition to being entitled to receive notice of General Meetings of the Association and of meetings of the Executive Committee in accordance with Articles 17, 46, 77 and 79), shall be given notice of all meetings of any Sub-Committees of the Executive Committee for the time being in existence pursuant to Article 64, and Articles 18, 77 and 78 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to either of the Ministers

69. Each of the Ministers shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacity of advisers and/or observers, at any General Meeting of the Association, and at any meeting of the Executive Committee, and at any meeting of any Sub-Committee of the Executive Committee for the time being in existence pursuant to Article 64; and to be furnished, by and at the expense of the Association, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid

ACCOUNTS

70. Without prejudice to the duties of the Executive Committee in this behalf under sub-sections (1) and (2) of section 147 of the Act, the Finance Sub-Committee shall be responsible on behalf of the Executive Committee for ensuring that proper books of account are kept with respect to :-

(A) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;

(B) all sales and purchases of goods by the Association; and

(C) the assets and liabilities of the Association

Proper books shall not be deemed to be kept

if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions

71. The books of account shall be kept at the Office, or, subject to sub-section (3) of Section 147 of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of members of the Executive Committee. The books of account shall also during normal business hours be open to the inspection of members of the Association who are not members of the Executive Committee, subject to such reasonable restrictions as the Finance Sub-Committee may in its discretion from time to time impose

72. At the Annual General Meeting in every year the Executive Committee shall lay before the Association an income and expenditure account showing the receipts and expenditure of the Association for the period since the last preceding account, made up to a date not more than nine months before such Meeting

73. A balance sheet shall be made out and laid before the Association at the Annual General Meeting in every year, made up to the same date as the income and expenditure account. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and of the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting, subject nevertheless to the provisions of section 158(1)(c) of the Act, be sent to all persons entitled to receive notice of General Meetings (including the Auditors and the Ministers) in the manner in which notices are hereinafter authorised to be served

AUDIT

74. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors

75. Auditors shall be appointed and their duties regulated in the manner provided by

Sections 159 to 164 of the Act

NOTICES

76. Any notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, 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 notices to him

77. Any notice required by any of the provisions of these Articles to be given to either of the Ministers may be served upon him either personally or by sending through the post in a prepaid letter, addressed to him at the address (if any) in the United Kingdom for the time being supplied by him to the Association for the giving of notices to him, or (in the event of there being no such address for the time being) at such address as the Association may in its discretion consider appropriate

78. Any notice, if served by post, shall be deemed to have been served twenty-four hours after the letter containing the same shall have been posted; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put into the post-office or into any post box subject to the control of the Postmaster-General

79. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(A) every member of the Association 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; and

(B) the Auditors for the time being of the Association; and

(C) the Ministers

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

INDEMNITY

80. Every member of the Executive Committee and every member of the Finance Sub-Committee, every member of every other Sub-Committee of the Executive Committee, every Auditor and Secretary for the time being of the Association, and every other officer and agents for the time being of the Association, shall be indemnified out of the assets of the Association against 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 448 of the Act (or any statutory modification re-enactment or replacement thereof for the time being in force) in which relief is granted to him by the Court.

WINDING UP AND DISSOLUTION

81. Clause 9 of the Memorandum of Association of the Association, relating to the winding up and dissolution of the Association, shall have effect and be observed as if the same were repeated in these Articles

Chairman

Secretary

No. 320784

COMPANIES REGISTRATION OFFICE -2 VIII 67

FEE PAID £ 00 25 COMPANIES REGISTRATION

5/-

Reference: C.R.

BOARD OF TRADE

COMPANIES ACT, 1948

THE HOUSING IMPROVEMENT ASSOCIATION

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

REGISTERED 9 AUG 1967

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

Signed on behalf of the Board of Trade

this 9TH AUGUST, 1967.

L.S. Winfield

Authorised in that behalf by the President of the Board of Trade

C.60

6313/360s D.183002 10M T.P. 10/66 Gp.658.

No. C. 172

DUPLICATE FOR THE FILE.

No. 320784

54

Certificate of Incorporation on Change of Name

Whereas

THE HOUSING IMPROVEMENT ASSOCIATION
(THE WORD "LIMITED" BEING OMITTED BY LICENCE OF THE BOARD OF TRADE)

was incorporated as a limited company under the

COMPANIES ACT, 1929,

on the 17TH NOVEMBER, 1936

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

Given under my hand at London, this 9TH AUGUST, 1967.

Assistant Registrar of Companies.

Certificate received by

.....

.....

Date .....

33 (156476) (83711). 5M. 4/67. S (P & D) L

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE

WE HEREBY CERTIFY that this Special Resolution has been type-litho printed by us. DATED this 1st August 1968
MATTHEWS DREW (LAW STATIONERS) LTD.

SPECIAL RESOLUTION

- of -

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

PASSED 25th JULY 1968

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 66 Portland Place London W.1. in Greater London on Thursday the 25th day of July 1968, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

P 6/8/68.

SPECIAL RESOLUTION

THAT (subject to the approval of the Board of Trade):-

(A) the provisions of the Memorandum of Association of the Company be and the same are hereby altered in manner following:-

(i) by deleting the whole of existing Clause 3 thereof, and by substituting the following new Clause:-

"3. (A) The object for which the Association is established is the improvement of the house-building industry throughout the United Kingdom (including

in such industry the building of all forms of home accommodation)

(B) The Association shall have the following powers, all of which shall be ancillary to the object set forth in sub-clause (A) hereof and exercisable in the furtherance of such object but for no other purpose whatsoever, that is to say:-

(1) To establish and maintain, in such manner as the Association may from time to time think fit, Registers containing the names of house-builders who in the opinion of the Association observe and maintain sufficiently high standards of house-building.

(2) To make, and from time to time in the discretion of the Association to add to, amend and revoke, and to operate, enforce, observe and comply with, such conditions or rules as the Association may think fit for regulating the establishment and maintenance of the above-mentioned Registers, and for prescribing the rights and obligations of house-builders whose names are entered on such Registers, and the rights and obligations of the Association against and to such house-builders and purchasers and lessees of houses built by such house-builders, and for any other purposes in any way connected with or referable to such Registers, or with or to houses built by such house-builders, as the Association may think desirable.

(3) To prescribe or otherwise provide for the manner in which and the terms upon which applications should or may be made by house-builders for entry of their names on the above-mentioned Registers, the manner in which such applications should or may be considered and determined upon by the Association, and the pre-requisites which should be or may be required to be satisfied before acceptance by the Association of such applications.

(4) To promote, enter into and carry on schemes under which the Association may or will accept responsibility, to purchasers and lessees of houses from house-builders whose names are entered on the above-mentioned Registers, for defects in the houses so purchased or leased, or for loss or damage suffered otherwise howsoever by such purchasers

and lessees in consequence of any defaults by such house-builders.

(5) To promote encourage and in any way finance research into and interest in matters affecting standards in the design of houses and in the workmanship and materials used in houses, and any technical, scientific or other problems associated therewith, and for such purposes as aforesaid, but without prejudice to the generality of the foregoing, to provide and assist in the provision of scholarships, fellowships, study groups, lectures and seminars.

(6) To conduct and hold, and to sponsor, encourage and assist in the conducting and holding of, surveys, investigations and inquiries on a local or national scale of and into matters affecting the standards of design of houses and of the workmanship and materials employed in the building of houses and any technical, scientific or other problems associated therewith.

(7) To print, publish, issue, circulate, and sell or otherwise dispose of papers, periodicals, books, circulars and other literature, and generally to undertake programmes of publicity, with a view to promoting understanding of the work of the Association, or to providing information and guidance to house-builders and others as to the nature of, and as to the desirability of adopting observing and maintaining, proper standards in house-building, or otherwise with a view to promoting the object of the Association.

(8) To hold associate with, sponsor and promote periodical and other congresses, conferences and public meetings for the ventilation and discussion of, or otherwise relating to, the adoption, observance and maintenance of higher standards of house-building.

(9) To promote support and encourage any policies which will or may affect or tend to affect standards of house-building, and for this purpose, or otherwise with a view to promoting the object of the Association, to advise or co-operate with any Government Department or public or private authority, society, association, body or individual.

(10) To provide, and to assist, promote and

encourage in the provision of, facilities for the education and training, in subjects involving the study of or research into the standards of design of houses and of the standards of workmanship and materials employed or employable in building houses, of persons engaged in or associated with, or likely to be engaged in or associated with the house-building industry.

(11) To insure the Association against or in respect of any liabilities or contingent or potential liabilities of or in any way undertaken by the Association, and in particular, but without prejudice to the generality of the foregoing, against or in respect of any liabilities incurred or undertaken by the Association pursuant to any of the powers of the Association under paragraphs (2) and (4) of this sub-clause (B).

(12) To establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, and to make payments for or towards the insurance of, any employees or ex-employees of the Association and the relations, connections and dependants of any such employees or ex-employees.

(13) To establish, maintain, control and manage branches of the Association in any part of the United Kingdom, and from time to time to determine the constitutions, rights, privileges and obligations of such branches, and when thought fit, to dissolve such branches or to modify such constitutions privileges and obligations.

(14) To apply for, collect, organise the collection of, and receive, from private individuals, corporations and from any other source or sources, donations, grants, subscriptions and other financial assistance, and generally to raise funds for the purposes of the Association in such ways as the Association may think fit.

(15) To purchase, take or lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

(16) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.

(17) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.

(18) To borrow or raise money on such terms and on such security as may be thought fit.

(19) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(20) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

(21) To do all such other things as are incidental or conducive to the attainment of the object of the Association.

PROVIDED ALWAYS THAT notwithstanding anything hereinbefore in this Clause 3 contained:-

(I) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(II) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

(III) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or of the Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee or Governing Body of the Association shall

be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or Governing Body have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Executive Committee or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

(ii) by deleting from existing Clause 4 thereof the word "objects", and by substituting, for the word so deleted, the word "object".

(iii) by deleting from existing Clause 9 thereof the word "objects", at the second place where such word occurs in that Clause, and by substituting for the word so deleted (and at such second place as aforesaid), the word "object".

(B) the regulations contained in the printed document submitted to this Meeting, and for the purposes of identification subscribed by the Chairman hereof, be and the same hereby are approved and adopted as the Articles of Association of the Company, in substitution for, and to the complete exclusion of, all the existing Articles of Association thereof.

P.C. J. Douglas Carbutt

SEE SPECIAL RESOLUTION PASSED 25 JULY 1968 (C. Lent to C.R.O. 31.07.68.

7. xi. 67.

No. 320784

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

M E M O R A N D U M

(As Amended by Special Resolution passed on the day of 1968)

AND

N E W

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on the day of 1968)

- OF -

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

Incorporated the 17th day of November, 1936.

BLUNDELL BAKER & CO.,
30, Bedford Row,
London, W.C.1.

405 6155

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

— OF —

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

(Adopted by Special Resolution passed on the day of 1968)

PRELIMINARY

1. (A) In these Articles, unless inconsistent with the subject or context:-

(i) "the Association" means The National House-Builders Registration Council.

(ii) "the Act" means the Companies Act, 1948.

(iii) "these Articles" means these Articles of Association as originally framed or other the Articles of Association of the Association for the time being in force.

(iv) "the Executive Committee" means the Executive Committee for the time being of the Association.

(v) "the Scottish Committee" means the Scottish Committee for the time being of the Association, as constituted pursuant to and in accordance with these Articles.

(vi) "the Finance Committee" means the Finance Committee for the time being of the Association, as constituted pursuant to and in accordance with these Articles.

(vii) "the Office" means the registered office for the time being of the Association.

(viii) "the Seal" means the common seal of the Association.

(ix) "the United Kingdom" means the United Kingdom of Great Britain and Northern Ireland.

(x) "month" means calendar month and "year" means calendar year.

(xi) "in writing" means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in visible form.

(xii) "the Effective Day" means the day upon which these Articles of Association (as originally framed) take effect pursuant to the Special Resolution of the Association passed at the Extraordinary General Meeting thereof held on the 1968.

(xiii) "the Secretary" includes any assistant or deputy Secretary or other person for the time being authorised to perform any of the duties of the Secretary of the Association and, where two or more persons have been appointed to act as Joint Secretaries, includes any one or more of such persons.

(xiv) "the Chairman" means the Chairman for the time being of the Association holding office in that behalf pursuant to Article 42.

(xv) "the Nominating Bodies" means the bodies and persons specified in paragraphs (A) and (B) of Article 8, and "Nominating Body" means and includes any of the Nominating Bodies.

(xvi) "the English Register" means the Register of house-builders operating as such in England and Wales (or any part thereof), maintained by the Association pursuant to Article 6 (A).

(xvii) "the Scottish Register" means the Register of house-builders operating as such in Scotland (or any part thereof), maintained by the Association pursuant to Article 6 (B).

(xviii) "English Registered House-Builder" means and includes any person, firm or

body corporate whose name or the name of which for the time being remains entered (other than on a probationary basis) on the English Register.

(xix) "the Housing Minister" means The Minister of Housing and Local Government for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Executive Committee, the appropriate functions of that Minister).

(xx) "the English Ministers" means and includes the Housing Minister and The Minister of Public Building and Works for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Executive Committee, the appropriate functions of that Minister).

(xxi) "the Scottish Minister" means The Secretary of State for Scotland for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Scottish Committee, the appropriate functions of that Secretary of State).

(xxii) words importing the singular include the plural and vice-versa.

(xxiii) words importing the masculine gender include the feminine gender.

(xxiv) "person" excludes a body corporate, and words importing persons shall be construed accordingly.

(B) Subject to paragraph (A) of this Article, any words or expressions defined in the Act shall, unless inconsistent with the subject or context, bear the same meaning in these Articles.

2. The number of members with which the Association was registered on the incorporation thereof under the Companies Act, 1929 was seven, but the Executive Committee may from time to time, in accordance with the provisions of section 7 (3) of the Act, register an increase in the number of members of the Association.

3. The Association shall, in relation to its register of members, observe the provisions of section 110 of the Act.

4. The Association is established for the purposes expressed in the Memorandum of Association of the Association.

OFFICE

5. The Office shall be in such place as the Executive Committee may from time to time appoint.

REGISTERS OF HOUSE-BUILDERS

6. In pursuance of (but without prejudice to the generality of) the powers conferred upon the Association by Clause 3 (B) (1) of its Memorandum of Association, the Association:-

(A) shall maintain a Register containing the names of house-builders operating as such in England and Wales (or any part thereof) who in the opinion of the Association observe and maintain sufficiently high standards of house-building; and

(B) shall maintain a Register containing the names of house-builders operating as such in Scotland (or any part thereof) who in the opinion of the Association observe and maintain sufficiently high standards of house-building.

MEMBERSHIP

7. Every member of the Association as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Association in force immediately prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles.

8. (A) As from and after the Effective Day the Nominating Bodies hereinafter specified shall continue to be entitled from time to time and at any time to nominate, in the manner provided by paragraph (D) of this Article, any person for membership of the Association, but so that at any one time there shall not be a number of persons holding membership of the Association pursuant to the nomination of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body:-

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination by the Nominating Body
The Royal Institute of British Architects	3
The Royal Institution of Chartered Surveyors	3
The National Federation of Building Trades Employers	14
The Building Societies' Association	4
The National Federation of Building Trades Operatives	3
The Consumer Council	2
The Greater London Council	1
The Association of Municipal Corporations	1
The Rural District Councils Association	1
The Urban District Councils Association	1
The Chartered Auctioneers and Estate Agents Institute	1
The Society of Medical Officers of Health	1
The Institution of Municipal Engineers	1
The Council for the Preservation of Rural England	1
The National Council of Women of Great Britain	1
The National Federation of Owner Occupiers and Owner Residents Associations	2
The Women's Advisory Council of the British Standards Institution	1
The Institute of Building	1
The Housing Minister	2

(B) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate, in the manner provided by paragraph (D) of this Article, any person for membership of the Association, but so that at any one time there shall not be a number of persons holding membership of the Association pursuant to the nomination of a Nominating Body (or of the joint nomination of two joint Nominating Bodies in any case where such a joint nomination is necessary as hereinafter appearing) greater than the number hereinafter set opposite the name of that particular Nominating Body (or the joint names of those two joint Nominating Bodies in any such case as aforesaid):-

Name of the Nominating Body (or joint names of the two joint Nominating Bodies)	Maximum number of persons capable of holding membership pursuant to a nomination by the Nominating Body (or to a joint nomination by the two joint Nominating Bodies)
The Royal Incorporation of Architects in Scotland and The Royal Institute of British Architects	Joint nomination 1
The Scottish Branch of The Royal Institution of Chartered Surveyors	1
The Scottish Association of Registered House-Builders	6
The Building Societies' Association and The Scottish Building Societies' Association	Joint nomination 3
The Scottish Branch of The Institute of Building	1
The Scottish Branch of The Institution of Municipal Engineers	1

(C) Without prejudice to the generality of but subject to the limitations upon the powers conferred by paragraph (A) or (B) of this

Article on a Nominating Body (or on two joint Nominating Bodies), that Nominating Body (or those two joint Nominating Bodies) may at any time pursuant to such paragraph (A) or (B) nominate any person for membership of the Association in place of a person who, having held membership of the Association pursuant to the nomination of that Nominating Body (or those two joint Nominating Bodies), has been removed by such Nominating Body (or two joint Nominating Bodies) from membership in accordance with Article 15 (A) or has for any other reason ceased to be a member of the Association.

(D) Any and every nomination for membership made by a Nominating Body (or two joint Nominating Bodies) pursuant to paragraph (A) or (B) of this Article shall be effected by delivering at the Office a Form of Nomination and Consent, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies) and also signed by the person thereby nominated. Every such Form of Nomination and Consent shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of The National House-Builders Registration Council.

I/We /name of the Nominating Body or names of the joint Nominating Bodies/ hereby nominate /full name and address of person nominated/ for membership of The National House-Builders Registration Council, pursuant to the powers in that behalf conferred upon me/us by Article 8 (A) or as the case may be 8 (B)/ of its Articles of Association.

Signed .....

Dated this day of 19 .

I, the above-named /full name of person nominated/ hereby agree and consent to become a member of The National House-Builders Registration Council, pursuant to the nomination above set forth, and upon and subject to the terms and provisions of the Memorandum and Articles of Association of The National House-Builders Registration Council.

Signed .....

Dated this day of 19 ."

(E) Forthwith upon the delivery at the Office of a Form of Nomination and Consent which complies with the provisions of paragraph (A) or (B), and also paragraph (D), of this Article, the Secretary shall enter the name of the person thereby nominated for membership in the register of members of the Association.

9. (A) Subject as hereinafter provided, the Executive Committee may from time to time and at any time in its absolute discretion by resolution authorise any English Registered House-Builder (who or which is not for the time being a member of any of the Nominating Bodies specified in Article 8 (A)) to nominate any person for membership of the Association, and may from time to time in the like discretion revoke any authority so conferred upon an English Registered House-Builder, and any English Registered House-Builder for the time being so authorised shall, subject as hereinafter provided, be entitled from time to time and at any time to nominate, in the manner provided by paragraph (C) of this Article, any person for membership of the Association. Provided always that notwithstanding anything in this paragraph (A) contained:-

(i) there shall not at any time be more than three English Registered House-Builders for the time being authorised to nominate a person for membership of the Association;

(ii) there shall not at any one time be more than one person holding membership of the Association pursuant to the nomination of the same English Registered House-Builder; and

(iii) no person nominated for membership of the Association by an English Registered House-Builder shall be admitted to membership pursuant to such nomination unless and until his said nomination has (either before or after the delivery of the requisite Form of Nomination and Consent in accordance with paragraph (C) of this Article) been expressly approved by the Executive Committee.

(B) Without prejudice to the generality of the powers for the time being conferred upon an English Registered House-Builder by such an authorising resolution as is referred to in paragraph (A) of this Article, but subject to the limitations upon such powers imposed by provisos (ii) and (iii) to the said paragraph (A),

any English Registered House-Builder for the time being so authorised may at any time pursuant to such authority nominate any person for membership of the Association in place of a person whom having held membership of the Association pursuant to the nomination of that English Registered House-Builder, has been removed by such English Registered House-Builder from membership in accordance with Article 15(B) or has for any other reason ceased to be a member of the Association.

(C) Any and every nomination for membership made by an English Registered House-Builder pursuant to an authority in that behalf given to it pursuant to paragraph (A) of this Article shall be effected by delivering at the Office a Form of Nomination and Consent, signed by or by a duly authorised officer or representative of the English Registered House-Builder, and also signed by the person thereby nominated. Every such Form of Nomination and Consent shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of The National House-Builders Registration Council.

I/We /name of the English Registered House-Builder/ hereby nominate /full name and address of person nominated/ for membership of The National House-Builders Registration Council, pursuant to the powers in that behalf conferred upon me/us by a resolution of the Executive Committee of The National House-Builders Registration Council and by Article 9 (A) of its Articles of Association.

Signed .....

Dated this day of 19 .

I, the above-named /full name of person nominated/ hereby agree and consent to become a member of The National House-Builders Registration Council, pursuant to the nomination above set forth, and upon and subject to the terms and provisions of the Memorandum and Articles of Association of The National House-Builders Registration Council.

Signed .....

Dated this day of 19 .

(D) In the event of the delivery at the Office of a Form of Nomination and Consent which complies with the provisions of paragraphs (A) and (C) of this Article and of the nomination, thereby made being expressly approved by the Executive Committee in accordance with proviso (iii) to such paragraph (A), the Secretary shall forthwith upon such delivery or approval (whichever shall be later) enter the name of the person so nominated for membership in the register of members of the Association.

(E) Any authority for the time being conferred pursuant to paragraph (A) of this Article upon an English Registered House-Builder shall ipso facto terminate on the happening of either of the two following events, that is to say:-

(i) in the event of his or its ceasing for any reason whatsoever to be an English Registered House-Builder;

(ii) in the event of his or its becoming a member of any of the Nominating Bodies specified in Article 8 (A).

10. Subject as hereinafter provided, the Executive Committee may from time to time and at any time in its absolute discretion resolve to admit to membership of the Association any person whom it considers should be so admitted, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Association pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the register of members of the Association. Provided always that there shall not at any one time be more than two persons holding membership of the Association pursuant to this Article.

11. (A) Subject as hereinafter provided, the Scottish Committee may from time to time and at any time in its absolute discretion resolve to admit to membership of the Association any person whom it considers should be so admitted, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Association pursuant to this paragraph (A) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Scottish Committee), be entered by the Secretary in the register of members of the Association. Provided always that:-

(i) no such resolution of the Scottish Committee shall be effective for the purposes of this paragraph (A) unless not less than two-thirds of the members of the Scottish Committee for the time being vote in favour of such resolution; and

(ii) there shall not at any one time be more than two persons holding membership of the Association pursuant to this paragraph (A).

(B) Where the Scottish Committee has resolved, in accordance with paragraphs (A), (C) and (E) of Article 64, to appoint as the Chairman of the Scottish Committee a person who is not already a member of the Scottish Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Association pursuant to this paragraph (B) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Scottish Committee), the name of such person shall be entered by the Secretary in the register of members of the Association. Provided always that no person may become a member of the Association pursuant to this paragraph (B) at any time when there is already another person holding the office of Chairman of the Scottish Committee, and there shall not at any one time be more than one person holding membership of the Association pursuant to this paragraph (B).

12. As from and after the Effective Day no person shall be capable of becoming a member of the Association other than pursuant to and in accordance with the provisions of Article 8, 9, 10 or 11.

13. Notwithstanding anything in these Articles contained no body corporate shall be able or eligible to become a member of the Association, and no person shall be entitled or able to become a member of the Association jointly with any other person or persons.

14. Membership of the Association shall not be in any way c.ther transferable or transmissible.

CESSATION OF MEMBERSHIP

15. (A) Any Nominating Body (or two joint Nominating Bodies) shall be entitled at any time and from time to time, subject as hereinafter provided, to remove from membership of the Association any person for the time being holding membership thereof pursuant to a nomination made

in that behalf by that Nominating Body (or those two joint Nominating Bodies). Every such removal as aforesaid shall be effected by delivering at the Office a Form of Removal, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies). Every such Form of Removal shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of The National House-Builders Registration Council.

I/We /name of the Nominating Body or names of the two joint Nominating Bodies/ hereby remove /full name and address of member intended to be removed/ from membership of The National House-Builders Registration Council, pursuant to the powers in that behalf conferred upon me/us by Article 15 (A) of its Articles of Association.

Signed .....

Dated this day of 19 ."

Provided always that if and for so long as any person, for the time being holding membership of the Association pursuant to a nomination in that behalf made under Article 8 (B) by any Nominating Body (or two joint Nominating Bodies), is the Chairman of the Scottish Committee, that person may not be removed from his said membership by such Nominating Body (or two joint Nominating Bodies) under this paragraph (A).

(B) Any English Registered House-Builder, who is for the time being authorised pursuant to Article 9 (A) to nominate a person for membership of the Association, shall be entitled at any time and from time to time to remove from membership of the Association any person for the time being holding membership thereof pursuant to a nomination made in that behalf by that English Registered House-Builder. Every such removal as aforesaid shall be effected by delivering at the Office a Form of Removal, signed by or by a duly authorised officer or representative of the English Registered House-Builder. Every such Form of Removal shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of The National House-Builders Registration Council

I/We /name of the English Registered House-Builder/ hereby remove /full name and address of member intended to be removed/ from membership of The National House-Builders Registration Council, pursuant to the powers in that behalf conferred upon me/us by Article 15 of its Articles of Association.

Signed .....

Dated this day of 19 ."

(C) Forthwith upon the delivery at the Office of a Form of Removal which complies with the provisions of paragraph (A) or (as the case may be) paragraph (B) of this Article, the Secretary shall remove the name of the member therein named from the register of members of the Association.

16. (A) A person who is for the time being a member of the Association shall ipso facto cease to be such a member:

(i) if he dies, or is adjudicated bankrupt, or becomes of unsound mind;

(ii) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his membership;

(iii) if, being a person holding membership pursuant to a nomination in that behalf made by an English Registered House-Builder in accordance with Article 9, that Registered House-Builder's authority under the said Article 9 to nominate a person for membership shall terminate, either by virtue of a resolution of the Executive Committee revoking such authority, or by virtue of the happening of either of the events referred to in paragraph (E) of the said Article 9;

(iv) if, being a person holding membership pursuant to Article 10, the Executive Committee in its absolute discretion shall resolve that such person should cease to be a member of the Association;

(v) if, being a person holding membership pursuant to a nomination in that behalf

made in accordance with Article 8 (A) by any of the Nominating Bodies referred to in paragraphs (A), (B) and (C) of Article 38, that person ceases for any reason to be a member of the Executive Committee;

(vi) if, being a person holding membership either pursuant to any nomination in that behalf made in accordance with Article 8 (B), or pursuant to paragraph (A) or (B) of Article 11, that person ceases for any reason to be a member of the Scottish Committee;

(vii) if, being a person holding membership pursuant to Article 11 (A) (who is not for the time being the Chairman of the Scottish Committee), the Scottish Committee in its absolute discretion shall resolve that such person should cease to be a member of the Association.

(B) Any person who is for the time being a member of the Association pursuant to a nomination made in that behalf by the Housing Minister in accordance with Article 8 (A) shall ipso facto cease to be such a member upon the expiration of three calendar years from his last having become a member in accordance with Article 8 (E).

(C) The Secretary shall forthwith remove from the register of members of the Association the name of any person who has ceased to be a member of the Association pursuant to any of the provisions of paragraphs (A) and (B) of this Article.

GENERAL MEETINGS

17. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

18. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

19. The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or

in default may be convened by such requisitionists, as provided by section 132 of the Act.

20. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors, the English Ministers, and the Scottish Minister) as are under these Articles or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of General Meetings other than Annual General Meetings, a General Meeting may be convened by such notice as those members may think fit.

21. The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceeding had, at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS AND VOTES OF MEMBERS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Executive Committee and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

23. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided eight members personally present and entitled to vote shall be a quorum.

24. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of 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 at such other place

as the Executive Committee may determine, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the members present (provided not less than one of them is entitled to vote thereat) shall be a quorum.

25. Every member of the Association, whether or not he is entitled to vote thereat, shall be entitled to attend and (save as otherwise expressly provided by these Articles) generally take part in the proceedings at every General Meeting.

26. The Chairman shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members of the Association present shall choose some member of the Executive Committee to preside as chairman of the Meeting, or if no such member be present, or if all the members of the Executive Committee present decline to take the chair, the members of the Association present shall choose one of their number (being a person entitled to vote thereat) to preside as chairman of the Meeting.

27. The chairman of any General Meeting at which a quorum is present may, with the consent of such Meeting (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 business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting, and to the same persons. Save as aforesaid, no person shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

28. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the Meeting, or by at least three members present and entitled to vote at the Meeting, or by a member or members present and representing one-tenth of the total voting rights of all the members having the right to vote at the Meeting, and unless a poll be so demanded a declaration by the chairman of the Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority,

and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

29. Subject to the provisions of Article 30 if a poll be demanded in manner aforesaid, it shall be taken at the General Meeting in such manner as the chairman of the General Meeting shall direct.

30. No poll shall be demanded on the election of a chairman of any General Meeting, or on any question of adjournment of any General Meeting.

31. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a second or casting vote.

32. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.

33. (A) Save as provided by paragraphs (B) and (C) of this Article, no person who for the time being holds membership of the Association pursuant to any nomination in that behalf made in accordance with Article 8 (B), or who for the time being holds membership of the Association pursuant to Article 11 (A), and who (in either such case) is not for the time being the Chairman of the Scottish Committee, shall be entitled to vote at any General Meeting.

(B) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meetings by paragraph (A) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferredm and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office Provided always that there shall not at any one time be more than three members who are entitled to vote at General Meetings pursuant to this paragraph (B).

(C) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (A) of this Article (and who is not for the time being himself entitled to vote at General Meetings pursuant to paragraph (B) of this Article), the entitlement from thenceforth to vote at any and every General Meeting at which some member (who shall be specified in such resolution) for the time being entitled to vote at General Meetings pursuant to paragraph (B) of this Article is not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit. is delivered at the Office. Provided always that:-

(i) there shall not at any time be more than one member entitled to vote pursuant to this paragraph (C) as an alternate for the same member entitled to vote at General Meetings pursuant to paragraph (B) of this Article;

(ii) no member may at any time be entitled to vote pursuant to this paragraph (C) as an alternate for more than one member entitled to vote at General Meetings pursuant to paragraph (B) of this Article; and

(iii) the entitlement of a member to vote pursuant to this paragraph (C) as an alternate shall ipso facto be revoked if such member should himself become entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee, or if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee.

34. Every person who for the time being holds membership of the Association pursuant to any nomination in that behalf made in accordance with Article 8 (A), or pursuant to Article 9 or 10, or who is for the time being the Chairman of the Scottish Committee, shall be entitled to vote at all General Meetings.

35. Subject as provided by Articles 31, and by sub-paragraphs (iii) and (iv) of Article 39(B), on any question or resolution arising at any General Meeting every member of the Association present at that General Meeting who is entitled to vote at such General Meeting shall, whether on a show of hands or on a poll, have one vote.

36. No member shall be allowed or entitled to attend or vote at any General Meeting by proxy.

THE EXECUTIVE COMMITTEE

37. Every member (or alternate member) of the Executive Committee as at the Effective Day, who became such a member (or alternate member) pursuant to any provision or provisions of the Articles of Association of the Association in force immediately prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member (or alternate member) pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member (or alternate member) from and after the Effective Day, subject to these Articles.

38. As from and after the Effective Day the Executive Committee shall continue to consist of:-

(A) Every person who is for the time being a member of the Association pursuant to the nomination, in accordance with Article 8 (A), of The Building Societies' Association.

(B) The person (if any) who is for the time being a member of the Association pursuant to the nomination in accordance with Article 8 (A), of The Chartered Auctioneers and Estate Agents Institute

(C) Every person who is for the time being a member of the Association pursuant to the nomination, in accordance with Article 8 (A) of the Housing Minister.

(D) One of the persons (if any) who are for the time being members of the

Association pursuant to the nomination, in accordance with Article 8 (A), of The Royal Institute of British Architects.

(E) One of the persons (if any) who are for the time being members of the Association pursuant to the nomination, in accordance with Article 8 (A), of The Royal Institution of Chartered Surveyors.

(F) Not more than five of the persons (if any) who are for the time being members of the Association pursuant to the nomination, in accordance with Article 8 (A), of The National Federation of Building Trades Employers.

(G) One of the persons (if any) who are for the time being members of the Association pursuant to the nomination, in accordance with Article 8 (A), of The National Federation of Building Trades Operatives.

(H) One of the persons (if any) who are for the time being members of the Association pursuant to the nomination, in accordance with Article 8 (A), of The National Federation of Owner Occupiers and Owner Residents Associations.

(I) One of the persons (if any) who are for the time being members of the Association pursuant to the nomination, in accordance with Article 8 (A), of The Consumer Council.

(J) Not more than one person who is for the time being a member of the Association pursuant to Article 10, and who is co-opted by the Executive Committee in accordance with Article 40.

39. The mode of appointment to the Executive Committee of, and the tenure of office of, the members of the Executive Committee referred to in paragraphs (D) to (I) (both inclusive) of Article 38, shall, subject to Article 48, be governed by the following provisions:-

(A) At the Annual General Meeting of the Association held in 1970, and at every third Annual General Meeting held thereafter, all of the members of the Executive Committee for the time being holding office in accordance with the said paragraphs (D) to (I) shall retire from

office (but shall be eligible for re-election), and the vacancies in the Executive Committee thereby arising, together with all other vacancies then existing in the categories of members of the Executive Committee respectively referred to in those paragraphs, shall, in accordance with but subject to paragraph (B) of this Article, be filled by election.

(B) At each such Annual General Meeting as is referred to in paragraph (A) of this Article:-

(i) every person who is for the time being a member of the Association pursuant to the nomination of a Nominating Body referred to in any of the said paragraphs (D) to (I) shall be eligible for election as a member of the Executive Committee pursuant to the relative paragraph;

(ii) the categories of members of the Executive Committee respectively referred to in the said paragraphs (D) to (I) shall be elected in turn by the Annual General Meeting, from amongst the persons respectively eligible therefor;

(iii) on any election of the category of members of the Executive Committee referred to in paragraph (F) of Article 38, each member of the Association present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast up to five votes (but shall not be able to cast more than one vote in favour of any one of the persons eligible for that category), and the five eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that five persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is elected;

(iv) on any election of any such category of member of the Executive Committee as is referred to in paragraphs (D),

(E), (G), (H) and (I) of Article 38, each member of the Association present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast one vote, and the eligible person receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) the chairman of the Annual General Meeting shall have a second or casting vote.

(v) save as provided by sub-paragraphs (iii) and (iv) hereof all the provisions of these Articles relative to proceedings at General Meetings of the Association and to votes of members thereat shall apply in respect of any election of any of the categories of the members of the Executive Committee respectively referred to in the said paragraphs (D) to (I);

(vi) if the number of persons eligible for any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (D) to (I) shall not exceed the number of the vacancy or vacancies to be filled in that category, then unless the Annual General Meeting otherwise resolves the person or persons so eligible shall not be deemed to be elected and instead such vacancy or vacancies shall be filled by the Executive Committee in accordance with paragraph (C) of this Article.

(C) In the event of there being at any time any vacancy or vacancies in any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (D) to (I) by virtue of the operation of paragraph (B) (vi) of this Article, or of any such vacancy or vacancies at any time existing or occurring due to any other reason whatsoever, the Executive Committee shall, as soon as practicable after the same shall have first occurred, appoint to fill the same some person or persons eligible for that category, but so that if and for so long as the number of persons so eligible does not exceed the number of such vacancy or vacancies the Executive Committee may in its absolute discretion determine not to fill the same pursuant to this paragraph (C).

(D) Every person elected or appointed as a member of the Executive Committee pursuant to paragraph (B) or (C) of this Article shall, subject only to Article 48, thereafter continue to be such a member until he shall retire from his office as such in accordance with paragraph (A) of this Article.

40. (A) The Executive Committee may from time to time co-opt any person who is for the time being a member of the Association pursuant to Article 10 for such term of office not exceeding three calendar years, as, subject to Article 48, the Executive Committee shall in its absolute discretion determine at the time of co-option.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

41. (A) The Chartered Auctioneers and Estate Agents Institute shall be entitled at any time and from time to time, by delivering at the Office a notice in writing to that effect signed by its duly authorised officer or representative (such notice to be in any form from time to time prescribed or permitted by the Executive Committee) to appoint any person (who need not be a member of the Association) to be an alternate member of the Executive Committee to any person who is for the time being a member of the Executive Committee pursuant to paragraph (2) of Article 38, and may at any time and from time to time, by delivering at the Office a notice in writing to that effect signed as aforesaid (and being in any such form as aforesaid), remove from office any person so appointed, but so that there shall not at any one time be more than one person holding office as an alternate member of the Executive Committee pursuant to this paragraph (A).

(B) Each of the Nominating Bodies respectively referred to in paragraphs (D), (E), (G), (H) and (I) of Article 38 shall be entitled at any time and from time to time, by delivering at the Office a notice in writing to that effect signed by its duly authorised officer or representative, (such notice to be in any form from time to time prescribed or permitted by the Executive Committee), to appoint any person, who is for the time being a person holding membership of the Association pursuant to the nomination in accordance with Article 8 (A) of that particular Nominating Body, to be an alternate member of the Executive Committee to any person who is for the time being a member of the

Executive Committee pursuant to such of the said paragraphs of Article 38 as refers to that particular Nominating Body, and may at any time and from time to time, by delivering at the Office a notice in writing to that effect signed as aforesaid, (and being in any such form as aforesaid) remove from office any person so appointed, but so that there shall not at any one time be more than one person holding office as an alternate member of the Executive Committee under this paragraph (B) pursuant to the appointment of the same Nominating Body.

(C) The appointment of any alternate member of the Executive Committee effected pursuant to paragraph (A) or (B) of this Article shall ipso facto determine on the happening (in relation to such alternate member) of any of the events referred to in paragraphs (A) to (D) (both inclusive) of Article 48 (but so that paragraph (A) of Article 48 shall not apply to an alternate member appointed pursuant to paragraph (A) of this Article), and his appointment shall also determine ipso facto if the person to whom he has been appointed an alternate ceases either as a result of retirement under Article 39 (A) or for any other reason whatsoever to be a member of the Executive Committee.

(D) An alternate member of the Executive Committee appointed pursuant to paragraph (A) or (B) of this Article shall be entitled to attend and to vote, and to be counted towards the quorum required by or pursuant to Article 55, as a member of the Executive Committee, at any meeting of the Executive Committee at which the person to whom he has been appointed an alternate is not personally present, and generally at any such meeting as aforesaid to perform all the functions of such person as a member of the Executive Committee.

THE CHAIRMAN

42. The Chairman shall be such of the persons, for the time being holding membership of the Association pursuant to the nomination in accordance with Article 8 (A) of the Housing Minister, as the Housing Minister shall at any time and from time to time in his absolute discretion appoint, and subject as aforesaid the Housing Minister shall have the like discretion at any time and from time to time to remove any such person from the office of Chairman. Any such appointment or removal as aforesaid shall be effected by delivering at the Office a notice in writing to that effect signed by, or by a duly authorised officer or representative of the Housing Minister, and shall take effect forthwith upon such delivery as aforesaid.

43. The office of the Chairman shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Executive Committee.

44. The Chairman as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed the Chairman under Article 42 at the date when he in fact became the Chairman; and he shall continue as the Chairman from and after the Effective Day, subject to Articles 42 and 43.

HONORARY PRESIDENT AND VICE-PRESIDENTS OF THE ASSOCIATION

45. The Association in General Meeting may at any time and from time to time elect any person, whether or not he is a member of the Association or of the Executive Committee, to be the Honorary President or an Honorary Vice-President of the Association, for such period of office as the Association in General Meeting may from time to time in its absolute discretion determine, but so that at any one time there shall not be more than one person holding office as Honorary President of the Association or more than six persons holding office as Honorary Vice-Presidents of the Association.

46. The Honorary President and any Honorary Vice-President whether or not (in either case) he is a member of the Association or of the Executive Committee, shall be entitled to attend and to speak at any General Meeting of the Association and at any meeting of the Executive Committee or of the Scottish Committee, but shall not by virtue of holding the office of Honorary President or Honorary Vice-President (as the case may be) be entitled to vote at any such General Meeting or meeting of the Executive Committee or of the Scottish Committee.

47. The offices of the Honorary President and of an Honorary Vice-President shall not confer or impose upon the respective holders of such offices any powers, discretions or duties in relation to the affairs of the Association, and no holder of either such office shall, by virtue of holding the same, for any of the purposes of these Articles or of the Act be or be deemed to be a member of the Executive Committee or of the Scottish Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

48. The office of a member of the Executive Committee shall ipso facto be vacated:-

(A) if for any reason he ceases to be a member of the Association;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his said office;

(C) if he becomes prohibited from being a director of a company by reason of any order made under section 188 of the Act;

(D) if he is removed from his said office by a resolution duly passed pursuant to section 184 of the Act;

(E) if, being a member of the Executive Committee pursuant to Article 38 (C), he ceases for any reason to be a member of the Finance Committee.

49. None of the provisions of section 185 of the Act, or of any statutory re-enactment, modification, or extension thereof for the time being in force, shall apply to the Association or to any member or prospective member of the Executive Committee.

POWERS OF THE EXECUTIVE COMMITTEE

50. The business of the Association shall be managed by the Executive Committee, which, in addition to exercising the powers and authorities expressly conferred upon the Executive Committee by these Articles, may exercise all such powers and discretions of the Association, and do all such acts and things, as may be exercised and done by the Association, and as are not by these Articles or by statute directed or required to be exercised or done by the Association in General Meeting, and as are not by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Scottish Committee, or the Finance Committee, but subject nevertheless to the provisions of the Act, of the Companies Act, 1967, and of these Articles.

51. Without prejudice to the generality of the powers conferred upon the Executive Committee by Article 50, but subject always to Article 87, the Executive Committee shall be responsible on behalf of the Association for the maintenance of the English Register, and for the exercise of all powers which are vested in the Association in relation to the English Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Association, or which, being in any way incidental to the maintenance

of the English Register or to any of the powers aforesaid, may be exercised by the Association. Provided always that nothing in this Article contained shall enable the Executive Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Scottish Committee or by the Finance Committee.

52. Subject to the provisions of Article 55, the members for the time being of the Executive Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Executive Committee.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

53. Any member of the Executive Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Executive Committee.

54. Not less than two clear days' notice in writing of every meeting of the Executive Committee shall be given to all members and alternate members of the Executive Committee, other than to members and alternate members thereof who are for the time being absent from the United Kingdom; and shall also be given to each of the English Ministers. In respect of every notice required to be given to either of the English Ministers pursuant to this Article, all the provisions of Articles 21, 116 and 117, shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 115 and 117 shall be deemed to apply mutatis mutandis.

55. The quorum necessary for the transaction of the business of the Executive Committee shall be any five members thereof, or such other number of members thereof as the Executive Committee may from time to time prescribe. Any meeting of the Executive Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Executive Committee.

56. Questions arising at any meeting of the Executive Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

57. At every meeting of the Executive Committee the Chairman shall be the chairman thereof, but if at any such meeting there be no

such Chairman, or if the Chairman is not present, the members of the Executive Committee present at such meeting shall elect one of their number to be chairman of such meeting.

58. Subject to the provisions of these Articles, the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

59. All acts bona fide done by any meeting of the Executive Committee, or by any person acting as a member (or alternate member) of the Executive Committee, shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member (or as the case may be alternate member) of the Executive Committee.

60. The Executive Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all General Meetings of the Association and all meetings of the Executive Committee or of any sub-committee thereof, and any minutes of any such General Meeting or meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such General Meeting or (as the case may be) meeting, shall be sufficient evidence without any further proof of the facts therein stated.

61. A resolution in writing signed by all the members (including alternate members) of the Executive Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and constituted.

THE SCOTTISH COMMITTEE

62. As from and after the Effective Day there shall be a standing Committee of the Association known as the Scottish Committee.

63. The Scottish Committee shall consist of:-

(A) Every person who is for the time being a member of the Association pursuant to any nomination effected by any Nominating Body (or by any two joint Nominating Bodies) in accordance with Article 8 (B).

(B) Every person who is for the time being a member of the Association pursuant to Article 11 (A).

(C) The person (if any) who is for the time being both a member of the Association pursuant to Article 11 (B) and the Chairman of the Scottish Committee by virtue of paragraph (C) of Article 64.

THE CHAIRMAN OF THE SCOTTISH COMMITTEE

64. (A) The Scottish Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is already a member of the Scottish Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is not already a member of the Scottish Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Association in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Scottish Committee of any person whose appointment to that office is resolved upon in accordance with paragraph (A) of this Article (which said period shall commence when such appointment takes effect) shall, subject to paragraph (E) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Scottish Committee may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained:

(i) it shall not be possible for more than one person to hold the office of Chairman of the Scottish Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Scottish Minister, such approval to be in any form for the time being prescribed or permitted by the Scottish Committee.

65. The office of the Chairman of the Scottish Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Scottish Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE SCOTTISH COMMITTEE

66. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Scottish Committee as if every reference therein to the Executive Committee were a reference to the Scottish Committee.

67. The office of a member of the Scottish Committee shall ipso facto be vacated, if, holding the office of Chairman of the Scottish Committee pursuant to an appointment effected in accordance with Articles 11 (B) and 64 (C), his period of office (or extended period of office) as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE SCOTTISH COMMITTEE

68. The Scottish Committee, in addition to exercising the other powers and authorities expressly conferred upon the Scottish Committee by these Articles, shall, notwithstanding anything in Article 50 contained, but subject always to Article 87, be responsible on behalf of the Association for the maintenance of the Scottish Register, and for the exercise of all powers which are vested in the Association in relation to the Scottish Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Association, or which, being in any way incidental to the maintenance of the Scottish Register, or to any of the powers aforesaid, may be exercised by the Association. Provided always that nothing

in this Article contained shall enable the Scottish Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Association or any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

69. Subject to the provisions of Article 72 the members for the time being of the Scottish Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Scottish Committee.

PROCEEDINGS OF THE SCOTTISH COMMITTEE

70. Any member of the Scottish Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Scottish Committee.

71. Not less than two clear days' notice in writing of every meeting of the Scottish Committee shall be given to all members of the Scottish Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Scottish Minister. In respect of every notice given to the Scottish Minister pursuant to this Article, all the provisions of Articles 21, 116 and 117 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 115 and 117 shall be deemed to apply mutatis mutandis.

72. The quorum necessary for the transaction of the business of the Scottish Committee shall be any members thereof, or such other number of members as the Scottish Committee may from time to time prescribe. Any meeting of the Scottish Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Scottish Committee.

73. Subject as provided by proviso (i) to Article 11 (A), questions arising at any meeting of the Scottish Committee shall be determined by a majority of votes; and, subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

74. At every meeting of the Scottish Committee the Chairman of the Scottish Committee shall be

the chairman thereof, but if at any such meeting there be no Chairman of the Scottish Committee, or if he is not present, the members of the Scottish Committee present at such meeting shall elect one of their number to be Chairman of such meeting.

75. Subject to the provisions of these Articles, the Scottish Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

76. All acts bona fide done by any meeting of the Scottish Committee, or by any person acting as a member of the Scottish Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Scottish Committee.

77. The Scottish Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Scottish Committee or of any sub-committee thereof, and any minutes of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

78. A resolution in writing signed by all the members of the Scottish Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Scottish Committee duly convened and constituted. Provided that this Article shall not apply in respect of any such resolution of the Scottish Committee as is referred to in Article 11 (A).

THE FINANCE COMMITTEE

79. As from and after the Effective Day there shall be a standing Committee of the Association known as the Finance Committee.

80. The persons who were members of the Finance Sub-Committee of the Executive Committee immediately prior to the Effective Day shall be the first members of the Finance Committee, shall assume office as such upon the Effective Day, and shall thereafter continue as members of the Finance Committee, subject to these Articles; every such person shall for all the purposes of these Articles be deemed to have become a member

of the Finance Committee pursuant to the provision or provisions in these Articles corresponding with the provision or provisions in the Articles of Association of the Association in force immediately prior to the Effective Day pursuant to which such person became a member of the said Finance Sub-Committee.

81. The Finance Committee shall consist of:-

(A) Every person who is for the time being a member of the Association pursuant to the nomination, in accordance with Article 8 (A), of the Housing Minister, and who is also therefore a member of the Executive Committee by virtue of Article 38 (C).

(B) Not more than two of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (A).

(C) Not more than three of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (B).

(D) Not more than one person who is for the time being a member of the Scottish Committee, and who is co-opted by the Finance Committee in accordance with Article 83.

82. The Executive Committee shall from time to time in its absolute discretion choose the members of the Finance Committee referred to in paragraphs (B) and (C) of Article 81, and may at any time in the like discretion terminate the tenure of office of any such member.

83. (A) The Finance Committee may from time to time co-opt any person who is for the time being a member of the Scottish Committee for such term of office, not exceeding three years as, subject to Article 85 (C), the Finance Committee shall in its absolute discretion determine at the time of co-option. Provided that no person shall be so co-opted unless he has previously been recommended for such co-option by a resolution of the Scottish Committee.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

THE CHAIRMAN OF THE FINANCE COMMITTEE

84. The Finance Committee may from time to time choose any of its members for the time being (not being any such member as is referred to in Articles 81 (D) and 83) to be its Chairman, and subject always to Articles 82 and 85, may determine the term of his office as such Chairman.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE FINANCE COMMITTEE

85. The office of a member of the Finance Committee shall ipso facto be vacated:-

(A) if, holding his said office pursuant to paragraph (A), (B) or (C) of Article 81, he for any reason shall cease to be a member of the Executive Committee;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning such office;

(C) if, holding his said office pursuant to paragraph (D) of Article 81:-

(i) his period of co-option (as determined in accordance with Article 83 (A)) shall expire; or

(ii) the Scottish Committee shall resolve that he should cease to be a member of the Finance Committee; or

(iii) he shall for any reason cease to be a member of the Scottish Committee.

86. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Finance Committee as if every reference therein to the Executive Committee were a reference to the Finance Committee.

POWERS OF THE FINANCE COMMITTEE

87. Without prejudice to the other powers and discretions expressly conferred upon the Finance Committee by those Articles, the following powers and discretions shall, notwithstanding anything in Articles 50, 51 and 68 contained, but subject as hereinafter provided, be exercised by the Finance Committee:-

(A) all powers and discretions of the Association to borrow and raise money, and to acquire and dispose of property;

(B) all the powers and discretions vested in the Association by paragraph (11) of Clause 3 (B) of its Memorandum of Association;

(C) all powers and discretions of the Association relating to the engagement, dismissal and terms of employment of its staff and employees;

(D) all powers and discretions of the Association regarding the investment of its funds; and

(E) all other powers and discretions of the Association which directly affect the finances of the Association.

PROVIDED ALWAYS that:-

(i) Nothing in this Article contained shall apply to any of the powers and discretions expressly conferred upon the Executive Committee by Articles 110 to 112 (both inclusive), or to any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Association, or to any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

(ii) Subject to proviso (i) to this Article, in the event of any doubt or dispute arising at any time howsoever as to the nature or extent of the powers and discretions exercisable by the Finance Committee under this Article, such doubt or dispute shall be determined upon and resolved by the Chairman, whose decision in that behalf shall be binding and conclusive for all purposes.

88. The Finance Committee may at any time and from time to time authorise the repayment by the Association, to any member of the Executive Committee (including any alternate member thereof appointed under Article 41), or of the Scottish Committee, or of the Finance Committee, or of any sub-committee of the Executive Committee, the Scottish Committee or the Finance Committee, of all or any out-of-pocket expenses

incurred by him in consequence of his attendance at any General Meeting of the Association or at any meeting of any such Committee or sub-committee as aforesaid, or otherwise howsoever in the performance of his duties in connection with the affairs of the Association, and he shall in such event be repaid out of the funds of the Association all of the out-of-pocket expenses the repayment of which is so authorised.

89. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Finance Committee shall from time to time determine.

90. Subject to the provisions of Article 93, the members for the time being of the Finance Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Finance Committee.

PROCEEDINGS OF THE FINANCE COMMITTEE

91. Any member of the Finance Committee (not being a member for the time being holding membership thereof pursuant to paragraph (D) of Article 81) may at any time, and on the request of any member of the Finance Committee (not being such a member as aforesaid) the Secretary forthwith shall, summon a meeting of the Finance Committee.

92. (A) No member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) of Article 81 shall be entitled to receive notice of or attend at any meeting of the Finance Committee unless, not less than four clear days prior to the date of the meeting in question, the Chairman of the Finance Committee shall have certified in writing to the Secretary that in the opinion of such Chairman (which opinion shall be final and conclusive) there will or may arise at that meeting a question which is directly relevant to the exercise by the Scottish Committee of some one or more of the powers vested in the Scottish Committee by Article 68.

(B) Subject to paragraph (A) of this Article, not less than two clear days' notice in writing of every meeting of the Finance Committee shall be given to all members of the Finance Committee, other than to members thereof who are for the time being absent from the United Kingdom. In respect of every notice

required to be given pursuant to this paragraph (i) all the provisions of Articles 21, 115 and 117 shall be deemed to apply mutatis mutandis.

93. The quorum necessary for the transaction of the business of the Finance Committee shall be any two members thereof, but excluding for this purpose any person for the time being holding membership of the Finance Committee pursuant to paragraph (D) of Article 81. Any meeting of the Finance Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Finance Committee.

94. Any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) of Article 81 shall not be entitled to vote on any question arising at any meeting of the Finance Committee, unless in the opinion of the chairman of that meeting (which opinion shall be final and conclusive) that question is directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68. Save as aforesaid (and subject as provided by Article 95) on any question arising at any meeting of the Finance Committee every member thereof (present at such meeting) shall have one vote.

95. All questions arising at any meeting of the Finance Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

96. At every meeting of the Finance Committee the Chairman for the time being of the Finance Committee (holding office as such in accordance with Article 84) shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if such Chairman is not present, the members of the Finance Committee present at such meeting shall elect one of their number (not being a member for the time being holding membership of the Finance Committee pursuant to paragraph (D) of Article 81 to be chairman of such meeting.

97. Subject to the provisions of these Articles, the Finance Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

98. All the provisions of Articles 76 and 77 shall apply mutatis mutandis to the Finance Committee as if every reference therein to the Scottish Committee were a reference to the Finance Committee.

99. A resolution in writing signed by all the members of the Finance Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effective as if it had been duly passed at a meeting of the Finance Committee duly convened and constituted. Provided that the signing of any resolution in writing by any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) of Article 81 shall not be necessary for such resolution to be valid under this Article if (but only if) the Chairman of the Finance Committee shall certify in writing that in his opinion (which shall be final and conclusive) such resolution is not directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68.

SUB-COMMITTEES AND DELEGATION OF POWERS

100. (A) The Executive Committee, the Scottish Committee and the Finance Committee respectively shall have power at any time and from time to time to constitute such sub-committees of each such Committee respectively, consisting of such member or members of the Association (none of whom need necessarily be a member of the respective or any other such Committee), as such Committee may think fit; to dissolve any sub-committee so constituted; to delegate to any such sub-committee all or any of the powers and discretions for the time being vested in that Committee by or pursuant to these Articles (other than powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee under Article 11 (A)); to reconstitute any such sub-committee; and to revoke any such delegation as aforesaid.

(B) Every such sub-committee constituted as aforesaid by the Executive Committee, the Scottish Committee or the Finance Committee shall, in the exercise of any powers and discretions delegated to it by the same Committee, conform to any regulations and conditions which may from time to time be imposed upon it by that Committee. Subject as otherwise provided by any such regulations and conditions for the time being in force:-

(i) any such sub-committee (being a sub-committee consisting of more than one member of the Association) may elect a chairman of its meetings, and if at any meeting of that sub-committee the chairman so elected is not present, the members of the sub-committee present may choose one of their number to be chairman of that meeting; and

(ii) with regard to the meetings of and otherwise with regard to the proceedings of any such sub-committee, all the provisions of Articles 53, 56, 58 and 76 shall apply mutatis mutandis as though every reference in those Articles to the Executive Committee or to the Scottish Committee were a reference to such sub-committee.

(C) Notwithstanding anything in this Article hereinbefore contained, any person who is for the time being a member of any sub-committee constituted pursuant to this Article, and who ceases for any reason to be a member of the Association, shall forthwith upon such cessation cease to be a member of that sub-committee.

101. Each of them the Executive Committee, the Scottish Committee and the Finance Committee shall have power at any time and from time to time to delegate to any other of such Committees, or to any sub-committee (constituted pursuant to Article 100) of any other such Committee, all or

any of the powers vested in such first-mentioned Committee by these Articles (other than any powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee under Article 11 (A)), and to revoke any such delegation as aforesaid. Every Committee or sub-committee to which any powers or discretions have been delegated under this Article shall, in the exercise of such powers and discretions, conform to any regulations and conditions which may from time to time be imposed upon it by the Committee effecting such delegation.

THE SEAL

102. Unless otherwise resolved by the Finance Committee, two members of the Finance Committee and the Secretary shall sign every instrument to which the Seal is affixed.

THE DIRECTOR-GENERAL

103. (A) The senior executive officer of the Association shall be known as the Director-General.

(B) Save as otherwise expressly provided by or pursuant to these Articles, the Executive Committee, the Scottish Committee and the Finance Committee, and any sub-committee of any such Committee, may entrust to the Director-General any of the powers and discretions for the time being vested in or delegated to such respective Committee or (as the case may be) such sub-committee upon such terms and conditions and subject to such restrictions as such Committee or (as the case may be) such sub-committee may think fit.

(C) The Director-General shall be such person as shall from time to time be appointed in that behalf by, and his appointment shall be for such period and upon such terms as shall be decided by, the Finance Committee, which may at any time revoke any such appointment, but without prejudice to any rights of compensation which the appointee may have in respect of such revocation under any agreement between himself and the Association.

(D) The person holding the position of Managing Director of the Association as at the Effective Day shall be deemed to have been appointed as the Director-General pursuant to paragraph (C) of this Article upon the terms regulating his appointment as such Managing Director at the Effective Day.

THE SECRETARY

104. (A) The provisions of sections 177 and 179 of the Act, relating to the Secretary, shall apply and be observed.

(B) The Secretary as at the Effective Day shall be deemed to have been properly appointed.

THE ENGLISH MINISTERS AND THE SCOTTISH MINISTER

105. Each of the English Ministers (in addition to being entitled to receive notice of General Meetings of the Association and of meetings of the Executive Committee in accordance with Articles 20, 54, 116 and 118), shall be given notice of all meetings of each sub-committee of the Executive Committee for the time being in existence pursuant to Article 100, and Articles 21, 116 and 117 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to either of the English Ministers.

106. The Scottish Minister (in addition to being entitled to receive notice of General Meetings of the Association and of meetings of the Scottish Committee in accordance with Articles 20, 71, 116 and 118), shall be given notice of all meetings of each sub-committee of the Scottish Committee for the time being in existence pursuant to Article 100, and Articles 21, 116 and 117 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Scottish Minister.

107. Each of the English Ministers shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Association, and at any meeting of the Executive Committee, and at any meeting of any sub-committee of the Executive Committee for the time being in existence pursuant to Article 100; and to be furnished, by and at the expense of the Association, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

108. The Scottish Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Association, and at any meeting of the Scottish

Committee, and at any meeting of any sub-committee of the Scottish Committee for the time being in existence pursuant to Article 100; and to be furnished, by and at the expense of the Association, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

ACCOUNTS

109. Without prejudice to any duties of the Executive Committee in that behalf under sub-sections (1) and (2) of section 147 of the Act, the Finance Committee shall be responsible for ensuring that proper books of account are kept with respect to:-

(A) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;

(B) all sales and purchases of goods by the Association; and

(C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

110. The books of account shall be kept at the Office, or, subject to sub-section (3) of Section 147 of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of members of the Executive Committee and members of the Scottish Committee. The books of account shall also during normal business hours be open to the inspection of members of the Association who are not members either of the Executive Committee or of the Scottish Committee, subject to such reasonable restrictions as the Finance Committee may in its discretion from time to time impose.

111. At the Annual General Meeting in every year the Executive Committee shall lay before the Association an income and expenditure account showing the receipts and expenditure of the Association for the period since the last preceding account, made up to a date not more than nine months before such Meeting.

112. A balance sheet shall be made out and laid before the Association at the Annual General

Meeting in every year, made up to the same date as the income and expenditure account. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and of the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with the requirements of the Act and of the Companies Act 1967 and with any other statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to all persons entitled to receive notice of General Meetings (including the Auditors, the English Ministers and the Scottish Minister) in the manner in which notices are hereinafter authorised to be served.

AUDIT

113. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

114. Auditors shall be appointed and their duties regulated in the manner provided by the relevant provisions of the Act and of the Companies Act 1967.

NOTICES

115. Any notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, 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 notices tohim.

116. Any notice required by any of the provisions of these Articles to be given to either of the English Ministers or to the Scottish Minister, may be served upon him either personally or by sending through the post in a prepaid letter, addressed to him at the address (if any) in the United Kingdom for the time being supplied by him to the Association for the giving of notices to him, or (in the event of there being no such address for the time being) at such address as the Association may in its discretion consider appropriate.

117. Any notice, if served by post, shall be deemed to have been served twenty-four hours after the letter containing the same shall have been posted; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put into the post-office or into any post box subject to the control of the Postmaster-General.

118. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(A) every member of the Association 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; and

(B) the Auditors for the time being of the Association; and

(C) the English Ministers; and

(D) the Scottish Minister.

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

INDEMNITY

119. Every member of the Executive Committee, every member of the Scottish Committee, every member of the Finance Committee, every member of every sub-committee of the Executive Committee, the Scottish Committee or the Finance Committee, every Auditor and Director-General and Secretary for the time being of the Association, and every other officer or agent for the time being of the Association, shall be indemnified out of the assets of the Association against 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 448 of the Act (or any statutory modification re-enactment or replacement thereof for the time being in force) in which relief is granted to him by the Court.

WINDING UP AND DISSOLUTION

120. Clause 9 of the Memorandum of Association of the Association, relating to the winding up and dissolution of the Association, shall have effect and be observed as if the same were repeated in these Articles.

LICENCE BY THE BOARD OF TRADE

pursuant to Section 18 of the Companies Act 1929.

WHEREAS it has been proved to the Board of Trade that THE HOUSING IMPROVEMENT ASSOCIATION which is about to be registered under the Companies Act 1929, as an Association limited by guarantee is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of that Act and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit to the Members of the said Association.

NOW THEREFORE the Board of Trade in pursuance of the powers in them vested and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seven Members thereof on the 12th day of November 1936 do by this their Licence direct THE HOUSING IMPROVEMENT ASSOCIATION to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade this 14th day of November 1936.

(sd.) E.H.S. MARKER,
Comptroller of the Companies Deptmt. authorised on that behalf by the President of the Board of Trade.

320784/56

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

— OF —

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

(As Amended by Special Resolution passed on the 25 day of July 1968)

1. The name of the Company (hereinafter called "the Association") is "THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL".

2. The registered office of the Association will be situate in England.

3. (A) The object for which the Association is established is the improvement of the house-building industry throughout the United Kingdom (including in such industry the building of all forms of home accommodation).

(B) The Association shall have the following powers, all of which shall be ancillary to the object set forth in sub-clause (A) hereof and exercisable in the furtherance of such object but for no other purpose whatsoever, that is to say:-

(1) To establish and maintain, in such manner as the Association may from time to time think fit, Registers containing the names of house-builders who in the opinion of the Association observe and maintain sufficiently high standards of house-building.

(2) To make, and from time to time in the discretion of the Association to add to, amend and revoke, and to operate, enforce, observe and comply with, such conditions or rules as the Association may think fit for regulating the establishment and maintenance of the above-mentioned Registers,

and for prescribing the rights and obligations of house-builders whose names are entered on such Registers, and the rights and obligations of the Association against and to such house-builders and purchasers and lessees of houses built by such house-builders, and for any other purposes in any way connected with or referable to such Registers, or with or to houses built by such house-builders, as the Association may think desirable.

(3) To prescribe or otherwise provide for the manner in which and the terms upon which applications should or may be made by house-builders for entry of their names on the above-mentioned Registers, the manner in which such applications should or may be considered and determined upon by the Association, and the pre-requisites which should be or may be required to be satisfied before acceptance by the Association of such applications.

(4) To promote, enter into and carry on schemes under which the Association may or will accept responsibility, to purchasers and lessees of houses from house-builders whose names are entered on the above-mentioned Registers, for defects in the houses so purchased or leased, or for loss or damage suffered otherwise howsoever by such purchasers and lessees in consequence of any defaults by such house-builders.

(5) To promote, encourage and in any way finance research into and interest in matters affecting standards in the design of houses and in the workmanship and materials used in houses, and any technical, scientific or other problems associated therewith, and for such purposes as aforesaid, but without prejudice to the generality of the foregoing, to provide and assist in the provision of scholarships, fellowships, study groups, lectures and seminars.

(6) To conduct and hold, and to sponsor, encourage and assist in the conducting and holding of surveys, investigations and inquiries on a local or national scale of and into matters affecting the standards of design of houses and of the workmanship and materials employed in the building of houses, and any technical, scientific or other problems associated therewith.

(7) To print, publish, issue, circulate, and sell or otherwise dispose of papers, periodicals, books, circulars and other

literature, and generally to undertak- programmes of publicity, with a view to promoting understanding of the work of the Association, or to providing information and guidance to house-builders and others as to the nature of, and as to the desirability of adopting observing and maintaining, proper standards in house-building, or otherwise with a view to promoting the object of the Association.

(8) To hold, associate with, sponsor and promote periodical and other congresses, conferences and public meetings for the ventilation and discussion of, or otherwise relating to, the adoption, observance and maintenance of higher standards of house-building.

(9) To promote support and encourage any policies which will or may affect or tend to affect standards of house-building, and for this purpose, or otherwise with a view to promoting the objects of the Association, to advise or co-operate with any Government Department or public or private authority, society, association, body or individual.

(10) To provide, and to assist, promote and encourage in the provision of, facilities for the education and training, in subjects involving the study of or research into the standards of design of houses and of the standards of workmanship and materials employed or employable in building houses, of persons engaged in or associated with, or likely to be engaged in or associated with the house-building industry.

(11) To insure the Association against or in respect of any liabilities or contingent or potential liabilities of or in any way undertaken by the Association, and in particular, but without prejudice to the generality of the foregoing, against or in respect of any liabilities incurred or undertaken by the Association pursuant to any of the powers of the Association under paragraphs (2) and (4) of this sub-clause (B).

(12) To establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and

emoluments to, and to make payments for or towards the insurance of, any employees or ex-employees of the Association and the relations, connections and dependants of any such employees or ex-employees.

(13) To establish, maintain, control and manage branches of the Association in any part of the United Kingdom, and from time to time to determine the constitutions, rights, privileges and obligations of such branches, and when thought fit, to dissolve such branches or to modify such constitutions, privileges and obligations.

(14) To apply for, collect, organise the collection of, and receive, from private individuals, corporations and from any other source or sources, donations, grants, subscriptions and other financial assistance, and generally to raise funds for the purposes of the Association in such ways as the Association may think fit.

(15) To purchase, take or lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

(16) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.

(17) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.

(18) To borrow or raise money on such terms and on such security as may be thought fit.

(19) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(20) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

(21) To do all such other things as are incidental

or conducive to the attainment of the object of the Association.

PROVIDED ALWAYS THAT notwithstanding anything hereinbefore in this Clause 3 contained:-

(I) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(II) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

(III) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or of the Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or Governing Body have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Executive Committee or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the object of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever

by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association, but so that no member of the Executive Committee or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Executive Committee or Governing Body, except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Executive Committee or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association of the Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. Clauses 4 and 5 of this Memorandum of Association contain conditions to which a licence, granted by the Board of Trade to the Association in pursuance of section 18 of the Companies Act, 1929 is subject.

7. The liability of the Members is limited.

8. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories

amongst themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having charitable objects similar to the object of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

No. of Company: 320784

147.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

- of -

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

PASSED 22nd JANUARY 1970

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Royal Garden Hotel, Kensington High Street in Greater London on Thursday, the 22nd day of January 1970, the subjoined SPECIAL RESOLUTION was duly passed viz:-

SPECIAL RESOLUTION

THAT the regulations contained in the printed document submitted to this meeting, and for the purposes of identification subscribed by the Chairman hereof, be and the same hereby are approved and adopted as the Articles of Association of the Company, in substitution for, and to the complete exclusion of, all the existing Articles of Association thereof.

Post.
13-3-70.

E Douglas Bailey.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

— OF —

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

(Adopted by Special Resolution passed on the 22nd day of January 1970)

PRELIMINARY

1. (A) In these Articles, unless inconsistent with the subject or context:-

(i) "the Association" means The National House-Builders Registration Council.

(ii) "the Act" means the Companies Act, 1948.

(iii) "these Articles" means these Articles of Association as originally framed or other the Articles of Association of the Association for the time being in force.

(iv) "the Executive Committee" means the Executive Committee for the time being of the Association.

(v) "the Scottish Committee" means the Scottish Committee for the time being of the Association, as constituted pursuant to and in accordance with these Articles.

(vi) "the Northern Ireland Committee" means the Northern Ireland Committee for the time being of the Association, as constituted pursuant to and in accordance with these Articles.

(vii) "the Finance Committee" means the Finance Committee for the time being of the Association, as constituted pursuant to and in accordance with these Articles.

(viii) "the Office" means the registered office for the time being of the Association.

(ix) "the Seal" means the common seal of the Association.

(x) "the United Kingdom" means the United Kingdom of Great Britain and Northern Ireland.

(xi) "month" means calendar month and "year" means calendar year.

(xii) "in writing" means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing wordsin visible form.

(xiii) "the Effective Day" means the day upon which these Articles of Association (as originally framed) take effect pursuant to the Special Resolution of the Association passed at the Extraordinary General Meeting thereof held on the 1969.

(xiv) "the Secretary" includes any assistant or deputy Secretary or other person for the time being authorised to perform any of the duties of the Secretary of the Association and, where two or more persons have been appointed to act as Joint Secretaries, includes any one or more of such persons.

(xv) "the Chairman" means the Chairman for the time being of the Association holding office in that behalf pursuant to Article 42.

(xvi) "the Nominating Bodies" means the bodies and persons specified in paragraphs (A) (B) and (C) of Article 8, and "Nominating Body" means and includes any of the Nominating Bodies.

(xvii) "the English Register" means the Register of house-builders operating as such in England and Wales (or any part thereof), maintained by the Association pursuant to Article 6 (A).

(xviii) "the Scottish Register" means the Register of house-builders operating as such in Scotland (or any part thereof), maintained by the Association pursuant to Article 6 (B).

(xix) "the Northern Ireland Register" means the Register of house-builders operating as such in Northern Ireland (or any part thereof), maintained by the Association pursuant to Article 6 (C).

(xx) "English Registered House-Builder" means and includes any person, firm or body corporate whose name or the name of which for the time being remains entered (other than on a probationary basis) on the English Register.

(xxi) "the Housing Minister" means the Minister of Housing and Local Government.

(xxii) "the English Ministers" means and includes the Housing Minister and the Minister of Public Building and Works or such other Minister (if any) as may for the time being be performing the appropriate functions of those Ministers.

(xxiii) "the Scottish Minister" means The Secretary of State for Scotland for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Scottish Committee, the appropriate functions of that Secretary of State).

(xxiv) "the Northern Ireland Minister" means the Minister of Development for the time being in the Government of Northern Ireland (or such other Minister (if any) in the said Government as may for the time being be performing, in the opinion of the Northern Ireland Committee, the appropriate functions of that Minister).

(xxv) "the Ministers" means and includes the English Ministers, the Scottish Minister and the Northern Ireland Minister.

(xxvi) words importing the singular include the plural and vice-versa.

(xxvii) words importing the masculine gender include the feminine gender.

(xxviii) "person" excludes a body corporate, and words importing persons shall be construed accordingly.

(B) Subject to paragraph (A) of this Article, any words or expressions defined in the Act shall, unless inconsistent with the subject or context, bear the same meaning in these Articles.

2. The number of members with which the Association was registered on the incorporation thereof under the Companies Act, 1929 was seven, but the Executive Committee may from time to time, in accordance with the provisions of section 7 (3) of the Act, register an increase in the number of members of the Association.

3. The Association shall, in relation to its register of members, observe the provisions of section 110 of the Act.

4. The Association is established for the purposes expressed in the Memorandum of Association of the Association.

OFFICE

5. The Office shall be in such place as the Executive Committee may from time to time appoint.

REGISTERS OF HOUSE-BUILDERS

6. In pursuance of (but without prejudice to the generality of) the powers conferred upon the Association by Clause 3 (B) (1) of its Memorandum of Association, the Association:-

(A) shall maintain a Register containing the names of house-builders operating as such in England and Wales (or any part thereof) who in the opinion of the Association observe and maintain sufficiently high standards of house-building;

(B) shall maintain a Register containing the names of house-builders operating as such in Scotland (or any part thereof) who in the opinion of the Association observe and maintain sufficiently high standards of house-building; and

(C) shall maintain a Register containing the names of house-builders operating as such in Northern Ireland (or any part thereof) who in the opinion of

the Association observe and maintain sufficiently high standards of house-building.

MEMBERSHIP

7. Every member of the Association as at the Effective Day, who became such a member pursuant to any provision or provisions of any Articles of Association of the Association in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles.

8. (A) As from and after the Effective Day the Nominating Bodies hereinafter specified shall continue to be entitled from time to time and at any time to nominate under this paragraph (A) and in the manner provided by paragraph (E) of this Article, any person for membership of the Association, but so that at any one time there shall not be a number of persons holding membership of the Association pursuant to the nomination under this paragraph (A) of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body:-

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body
The Royal Institute of British Architects	3
The Royal Institution of Chartered Surveyors	3
The National Federation of Building Trades Employers	14
The Building Societies' Association	4
The National Federation of Building Trades Operatives	3
The Consumer Council	2
The Greater London Council	1
The Association of Municipal Corporations	1

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body
The Rural District Councils Association	1
The Urban District Councils Association	1
The Chartered Auctioneers and Estate Agents Institute	1
The Society of Medical Officers of Health	1
The Institution of Municipal Engineers	1
The Council for the Preservation of Rural England	1
The National Council of Women of Great Britain	1
The National Federation of Owner Occupiers and Owner Residents Associations	2
The Women's Advisory Council of the British Standards Institution	1
The Institure of Building	1
The Housing Minister	2

(B) As from and after the Effective Day the Nominating Bodies hereinafter specified shall continue to be entitled from time to time and at any time to nominate under this paragraph (B) and in the manner provided by paragraph (E) of this Article, any person for membership of the Association, but so that at any one time there shall not be a number of persons holding membership of the Association pursuant to the nomination under this paragraph (B) of a Nominating Body (or of the joint nomination under this paragraph (B) of two joint Nominating Bodies in any case where such a joint nomination is necessary as hereinafter appearing) greater than the number hereinafter set opposite the name of that particular Nominating Body (or the

joint names of those two joint Nominating Bodies in any such case as aforesaid):-

Name of the Nominating Body (or joint names of the two joint Nominating Bodies)		Maximum number of persons capable of holding membership pursuant to a nomination under this paragraph (B) by the Nominating Body (or to a joint nomination under this paragraph (B) by the two joint Nominating Bodies)
The Royal Incorporation of Architects in Scotland and The Royal Institute of British Architects	Joint nomination	1
The Scottish Branch of The Royal Institution of Chartered Surveyors		1
The Scottish Association of Registered House-Builders		6
The Building Societies' Association and The Scottish Building Societies' Association	Joint nomination	3
The Scottish Branch of The Institute of Building		1
The Scottish Branch of The Institution of Municipal Engineers		1

(C) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate, under this paragraph (C) and in the manner provided by paragraph (E) of this Article, any person for membership of the Association, but so that at any one time there shall not be a number of persons holding membership of the Association pursuant to the nomination under this paragraph (C) of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body:-

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (C) by the Nominating Body
The Federation of Building Trade Employers of Northern Ireland	3
The Building Societies Association	1
The Royal Institution of Chartered Surveyors	1
The Royal Society of Ulster Architects	1

(D) Without prejudice to the generality of but subject to the limitations upon the powers conferred by paragraph (A) or (B) or (C) of this Article on a Nominating Body (or on two joint Nominating Bodies), that Nominating Body (or those two joint Nominating Bodies) may at any time pursuant to such paragraph (A) or (B) or (C) nominate any person for membership of the Association in place of a person who, having held membership of the Association pursuant to the nomination of that Nominating Body (or those two joint Nominating Bodies) under such paragraph (A) or (B) or (C), has been removed by such Nominating Body (or two joint Nominating Bodies) from membership in accordance with Article 15 (A) or has for any other reason ceased to be a member of the Association.

(E) Any and every nomination for membership made by a Nominating Body (or two joint Nominating Bodies) pursuant to paragraph (A) or (B) or (C) of this Article shall be effected by delivering at the Office a Form of Nomination and Consent, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies) and also signed by the person thereby nominated. Every such Form of Nomination and Consent shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of The National House-Builders Registration Council.

I/We /name of the Nominating Body or names of the joint Nominating Bodies/

hereby nominate /full name and address of person nominated/ for membership of The National House-Builders Registration Council, pursuant to the powers in that behalf conferred upon me/us by paragraph (A) or as the case may be, (B) or as the case may be (C) of Article 8 of its Articles of Association.

Signed .....

Dated this day of 19 .

I, the above-named /full name of person nominated/ hereby agree and consent to become a member of The National House-Builders Registration Council, pursuant to the nomination above set forth, and upon and subject to the terms and provisions of the Memorandum and Articles of Association of The National House-Builders Registration Council.

Signed .....

Dated this day of 19 ."

(F) Forthwith upon the delivery at the Office of a Form of Nomination and Consent which complies with the provisions of paragraph (A) or (B) or (C), and also paragraph (E), of this Article, the Secretary shall enter the name of the person thereby nominated for membership in the appropriate register of members of the Association.

9. (A) Subject as hereinafter provided, the Executive Committee may from time to time and at any time in its absolute discretion by resolution authorise any English Registered House-Builder (who or which is not for the time being a member of any of the Nominating Bodies specified in Article 8 (A)) to nominate any person for membership of the Association, and may from time to time in the like discretion revoke any authority so conferred upon an English Registered House-Builder, and any English Registered House-Builder for the time being so authorised shall, subject as hereinafter provided, be entitled from time to time and at any time to nominate in the manner provided by paragraph (C) of this Article, any person for membership of the Association. Provided always that notwithstanding anything in this paragraph (A) contained:-

(i) there shall not at any time be more than three English Registered House-Builders for the time being authorised to nominate a person for membership of the Association:

(ii) there shall not at any one time be more than one person holding membership of the Association pursuant to the nomination of the same English Registered House-Builder; and

(iii) no person nominated for membership of the Association by an English Registered House-Builder shall be admitted to membership pursuant to such nomination unless and until his said nomination has (either before or after the delivery of the requisite Form of Nomination and Consent in accordance with paragraph (C) of this Article) been expressly approved by the Executive Committee.

(B) Without prejudice to the generality of the powers for the time being conferred upon an English Registered House-Builder by such an authorising resolution as is referred to in paragraph (A) of this Article, but subject to the limitations upon such powers imposed by provisos (ii) and (iii) to the said paragraph (A), any English Registered House-Builder for the time being so authorised may at any time pursuant to such authority nominate any person for membership of the Association in place of a person whom having held membership of the Association pursuant to the nomination of that English Registered House-Builder, has been removed by such English Registered House-Builder from membership in accordance with Article 15(B) or has for any other reason ceased to be a member of the Association.

(C) Any and every nomination for membership made by an English Registered House-Builder pursuant to an authority in that behalf given to it pursuant to paragraph (A) of this Article shall be effected by delivering at the Office a Form of Nomination and Consent, signed by or by a duly authorised officer or representative of the English Registered House-Builder, and also signed by the person thereby nominated. Every such Form of Nomination and Consent shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of The National House-Builders Registration Council.

I/We /name of the English Registered House-Builder/ hereby nominate /full name and address of person nominated/ for membership of The National House-Builders

Registration Council, pursuant to the powers in that behalf conferred upon me/us by a resolution of the Executive Committee of The National House-Builders Registration Council and by Article 9 (A) of its Articles of Association.

Signed .....

Dated this day of 19 .

I, the above-named /full name of person nominated/ hereby agree and consent to become a member of The National House-Builders Registration Council, pursuant to the nomination above set forth, and upon and subject to the terms and provisions of the Memorandum and Articles of Association of The National House-Builders Registration Council.

Signed .....

Dated this day of 19 ."

(D) In the event of the delivery at the Office of a Form of Nomination and Consent which complies with the provisions of paragraph (A) and (C) of this Article and of the nomination, thereby made being expressly approved by the Executive Committee in accordance with proviso (iii) to such paragraph (A), the Secretary shall forthwith upon such delivery or approval (whichever shall be later) enter the name of the person so nominated for membership in the register of members of the Association.

(E) Any authority for the time being conferred pursuant to paragraph (A) of this Article upon an English Registered House-Builder shall ipso facto terminate on the happening of either of the two following events, that is to say:-

(i) in the event of his or its ceasing for any reason whatsoever to be an English Registered House-Builder;

(ii) in the event of his or its becoming a member of any of the Nominating Bodies specified in Article 8 (A).

10. Subject as hereinafter provided, the Executive Committee may from time to time and at any time in its absolute discretion resolve to admit to membership of the Association any person whom it considers should be so admitted, and the

name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Association pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the register of members of the Association. Provided always that there shall not at any one time be more than two persons holding membership of the Association pursuant to this Article.

11. (A) Subject as hereinafter provided both the Scottish Committee and the Northern Ireland Committee may from time to time and at any time in their absolute discretion resolve to admit to membership of the Association any person whom they respectively consider should be so admitted and the name of any such person so resolved upon shall forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Association pursuant to this paragraph (A) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the respective Committee) be entered by the Secretary in the register of members of the Association Provided Always that:

(i) no such resolution shall be effective for the purposes of this paragraph (A) unless not less than two-thirds of the members of the appropriate Committee for the time being vote in favour of such resolution; and

(ii) there shall not at any one time be more than the following number of persons holding membership of the Association pursuant to this paragraph (A) namely two persons as a result of resolutions passed by the Scottish Committee and two persons as a result of resolutions passed by the Northern Ireland Committee.

(B) Where the Scottish Committee has resolved, in accordance with paragraphs (A), (C) and (E) of Article 64, to appoint as the Chairman of the Scottish Committee a person who is not already a member of the Scottish Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Association pursuant to this panagraph (B) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Scottish Committee), the name of such person shall be entered by the Secretary in the register of members of the Association. Provided always that no person may become a member of the Association pursuant to this paragraph (B) at any time when there is already another person holding the

office of Chairman of the Scottish Committee, and there shall not at any one time be more than one person holding membership of the Association pursuant to this paragraph (B).

(C) Where the Northern Ireland Committee has resolved, in accordance with paragraphs (A), (B) and (D) of Article 81, to appoint a person as the Chairman of the Northern Ireland Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Association pursuant to this paragraph (C), (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Northern Ireland Committee), the name of such person shall be entered by the Secretary in the register of members of the Association. Provided always that no person may become a member of the Association pursuant to this paragraph (C) at any time when there is already another person holding the office of Chairman of the Northern Ireland Committee, and there shall not at any one time be more than one person holding membership of the Association pursuant to this paragraph (C).

12. As from and after the Effective Day no person shall be capable of becoming a member of the Association other than pursuant to and in accordance with the provisions of Article 8, 9, 10 and 11.

13. Notwithstanding anything in these Articles contained no body corporate shall be able or eligible to become a member of the Association, and no person shall be entitled or able to become a member of the Association jointly with any other person or persons.

14. (A) Membership of the Association shall not be in any way either transferable or transmissible.

(B) There may be a non-voting class of members who shall not be Members for the purposes of the Act and accordingly particulars of them shall not appear in the register of Members kept by the Association pursuant to section 110 of the Act. Such members shall be separately registered and will not be liable under Clause 8 of the Memorandum of Association but otherwise will have all the rights and powers of other Members.

CESSATION OF MEMBERSHIP

15. (A) Any Nominating Body (or two joint Nominating Bodies) shall be entitled at any time and from time to time, subject as hereinafter

provided, to remove from membership of the Association any person for the time being holding membership thereof pursuant to a nomination made in that behalf by that Nominating Body (or those two joint Nominating Bodies). Every such removal as aforesaid shall be effected by delivering at the Office a Form of Removal, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies). Every such Form of Removal shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of The National House-Builders Registration Council.

I/We /name of the Nominating Body or names of the two joint Nominating Bodies/ hereby remove /full name and address of member intended to be removed/ from membership of The National House-Builders Registration Council, pursuant to the powers in that behalf conferred upon me/us by Article 15 (A) of its Articles of Association.

Signed .....

Dated this day of 19 ."

Provided always that if and for so long as any person, for the time being holding membership of the Association pursuant to a nomination in that behalf made under Article 8 (B) by any Nominating Body (or two joint Nominating Bodies), is the Chairman of the Scottish Committee, that person may not be removed from his said membership by such Nominating Body (or two joint Nominating Bodies) under this paragraph (A).

(B) Any English Registered House-Builder, who is for the time being authorised pursuant to Article 9 (A) to nominate a person for membership of the Association, shall be entitled at any time and from time to time to remove from membership of the Association any person for the time being holding membership thereof pursuant to a nomination made in that behalf by that English Registered House-Builder. Every such removal as aforesaid shall be effected by delivering at the Office a Form of Removal, signed by or by a duly authorised officer or representative of the English Registered House-Builder. Every such Form of Removal shall be in the following form, or in such other form as the

Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of The National House-Builders Registration Council.

I/We /name of the English Registered House-Builder/ hereby remove /full name and address of member intended to be removed/ from membership of The National House-Builders Registration Council, pursuant to the powers in that behalf conferred upon me/us by Article 15 (B) of its Articles of Association.

Signed .....

Dated this day of 19 ."

(C) Forthwith upon the delivery at the Office of a Form of Removal which complies with the provisions of paragraph (A) or (as the case may be) paragraph (B) of this Article, the Secretary shall remove the name of the member therein named from the register of members of the Association.

16. (A) A person who is for the time being a member of the Association shall ipso facto cease to be such a member:

(i) if he dies, or is adjudicated bankrupt, or becomes of unsound mind;

(ii) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his membership;

(iii) if, being a person holding membership pursuant to a nomination in that behalf made by an English Registered House-Builder in accordance with Article 9, that Registered House-Builder's authority under the said Article 9 to nominate a person for membership shall terminate, either by virtue of a resolution of the Executive Committee revoking such authority, or by virtue of the happening of either of the events referred to in paragraph (E) of the said Article 9;

(iv) if, being a person holding membership pursuant to Article 10, the Executive Committee in its absolute discretion shall resolve that such person should cease to be a member of the Association;

(v) if, being a person holding membership pursuant to a nomination in that behalf made under Article 8 (A) by any of the Nominating Bodies referred to in paragraphs (A), (B) and (C) of Article 38, that person ceases for any reason to be a member of the Executive Committee;

(vi) if, being a person holding membership either pursuant to any nomination in that behalf made under Article 8 (B), or pursuant to paragraphs (A) or (B) of Article 11, that person ceases for any reason to be a member of the Scottish Committee;

(vii) if, being a person holding membership pursuant to Article 11 (A) (who is not for the time being the Chairman of the Scottish Committee), the Scottish Committee in its absolute discretion shall resolve that such person should cease to be a member of the Association.

(viii) if, being a person holding membership either pursuant to any nomination in that behalf made under Article 8 (C), or pursuant to Article 11 (C), that person ceases for any reason to be a member of the Northern Ireland Committee.

(B) Any person who is for the time being a member of the Association pursuant to a nomination made in that behalf by the Housing Minister under Article 8 (A) shall ipso facto cease to be such a member upon the expiration of three calendar years from his last having become a member in accordance with Article 8 (F).

(C) The Secretary shall forthwith remove from the register of members of the Association the name of any person who has ceased to be a member of the Association pursuant to any of the provisions of paragraphs (A) and (B) of this Article.

GENERAL MEETINGS

17. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

18. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

19. The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

20. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors, and the Ministers) as are under these Articles or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of General Meetings other than Annual General Meetings, a General Meeting may be convened by such notice as those members may think fit.

21. The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceeding had, at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS AND VOTES OF MEMBERS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Executive Committee and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

23. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided eight members personally present and entitled to vote shall be a quorum.

24. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of 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 at such other place as the Executive Committee may determine, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the members present (provided not less than ~~four~~ of them ~~are~~ entitled to vote thereat) shall be a quorum.

25. Every member of the Association, whether or not he is entitled to vote thereat, shall be entitled to attend and (save as otherwise expressly provided by these Articles) generally take part in the proceedings at every General Meeting.

26. The Chairman shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members of the Association present shall choose some member of the Executive Committee to preside as chairman of the Meeting, or if no such member be present, or if all the members of the Executive Committee present decline to take the chair, the members of the Association present shall choose one of their number (being a person entitled to vote thereat) to preside as chairman of the Meeting.

27. The chairman of any General Meeting at which a quorum is present may, with the consent of such Meeting (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 business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting, and to the same persons. Save as aforesaid, no person shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

28. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the Meeting, or by at least three members present and entitled to vote at the Meeting, or by a member or members

present and representing one-tenth of the total voting rights of all the members having the right to vote at the Meeting, and unless a poll be so demanded a declaration by the chairman of the Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

29. Subject to the provisions of Article 30 if a poll be demanded in manner aforesaid, it shall be taken at the General Meeting in such manner as the chairman of the General Meeting shall direct.

30. No poll shall be demanded on the election of a chairman of any General Meeting, or on any question of adjournment of any General Meeting.

31. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a second or casting vote.

32. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.

33. (A) Save as provided by paragraphs (B) and (C) of this Article, no person who for the time being holds membership of the Association pursuant to any nomination in that behalf made under Article 8 (B), or who for the time being holds membership of the Association pursuant to Article 11 (A), and who (in either such case) is not for the time being the Chairman of the Scottish Committee, shall be entitled to vote at any General Meeting.

(B) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meetings by paragraph (A) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time

prescribe or permit, is delivered at the Office Provided always that there shall not at any one time be more than three members who are entitled to vote at General Meetings pursuant to this paragraph (B).

(C) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (A) of this Article (and who is not for the time being himself entitled to vote at General Meetings pursuant to paragraph (B) of this Article), the entitlement from thenceforth to vote at any and every General Meeting at which some member (who shall be specified in such resolution) for the time being entitled to vote at General Meetings pursuant to paragraph (B) of this Article is not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that:-

(i) there shall not at any time be more than one member entitled to vote pursuant to this paragraph (C) as an alternate for any one member entitled to vote at General Meetings pursuant to paragraph (B) of this Article;

(ii) no member may at any time be entitled to vote pursuant to this paragraph (C) as an alternate for more than one member entitled to vote at General Meetings pursuant to paragraph (B) of this Article; and

(iii) the entitlement of a member to vote pursuant to this paragraph (C) as an alternate shall ipso facto be revoked if such member should himself become entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee, or if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee.

(D) Save as provided by paragraphs (E) and (F) of this Article, no person who for the time being holds membership of the Association pursuant to any nomination in that behalf made under Article 8 (C) shall be entitled to vote at any General Meeting.

(E) The Northern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office Provided always that there shall not at any one time be more than one member who is entitled to vote at General Meetings pursuant to this paragraph (E).

(F) The Northern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at any and every General Meeting at which the member if any (which member if any shall be specified in such resolution) for the time being entitled to vote at General Meetings pursuant to paragraph (E) of this Article is not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that:-

(i) there shall not at any time be more than one member entitled to vote as an alternate pursuant to this paragraph (F); and

(ii) the entitlement of a member to vote pursuant to this paragraph (F) as an alternate shall ipso facto be revoked if the member for whom he was entitled

to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (E) of this Article.

34. Every person who for the time being holds membership of the Association pursuant to any nomination in that behalf made under Article 8(A), or pursuant to Article 9 or 10, or who is for the time being the Chairman of the Scottish Committee, shall be entitled to vote at all General Meetings.

35. Subject as provided by Article 31, and by sub-paragraphs (iii) and (iv) of Article 39 (B), on any question or resolution arising at any General Meeting every member of the Association present at that General Meeting who is entitled to vote at such General Meeting shall, whether on a show of hands or on a poll, have one vote.

36. No member shall be allowed or entitled to attend or vote at any General Meeting by proxy.

THE EXECUTIVE COMMITTEE

37. Every member (or alternate member) of any Executive Committee as at the Effective Day, who became such a member (or alternate member) pursuant to any provision or provisions of the Articles of Association of the Association in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member (or alternate member) pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member (or alternate member) from and after the Effective Day, subject to these Articles.

38. As from and after the Effective Day the Executive Committee shall continue to consist of:-

(A) Every person who is for the time being a member of the Association pursuant to the nomination under Article 8 (A), of The Building Societies' Association.

(B) The person (if any) who is for the time being a member of the Association pursuant to the nomination under Article 8 (A), of The Chartered Auctioneers and Estate Agents Institute.

(C) Every person who is for the time being a member of the Association pursuant to the nomination under Article 8 (A), of the Housing Minister.

(D) One of the persons (if any) who are for the time being members of the Association pursuant to the nomination under Article 8 (A), of The Royal Institute of British Architects.

(E) One of the persons (if any) who are for the time being members of the Association pursuant to the nomination under Article 8 (A), of The Royal Institution of Chartered Surveyors.

(F) Not more than five of the persons (if any) who are for the time being members of the Association pursuant to the nomination under Article 8 (A), of The National Federation of Building Trades Employers.

(G) One of the persons (if any) who are for the time being members of the Association pursuant to the nomination under Article 8 (A), of The National Federation of Building Trades Operatives.

(H) One of the persons (if any) who are for the time being members of the Association pursuant to the nomination under Article 8 (A), of The National Federation of Owner Occupiers and Owner Residents Associations.

(I) One of the persons (if any) who are for the time being members of the Association pursuant to the nomination under Article 8 (A), of The Consumer Council.

(J) Not more than one person who is for the time being a member of the Association pursuant to Article 10, and who is co-opted by the Executive Committee in accordance with Article 40.

39. The mode of appointment to the Executive Committee of, and the tenure of office of, the members of the Executive Committee referred to in paragraphs (D) to (I) (both inclusive) of Article 38, shall, subject to Article 48, be governed by the following provisions:-

(A) At the Annual General Meeting of the Association held in 1970, and at every third Annual General Meeting held thereafter, all of the members of the Executive Committee for the time being holding office in accordance with the said paragraphs (D) to (I) shall retire from office (but shall be eligible for re-election),

and the vacancies in the Executive Committee thereby arising, together with all other vacancies then existing in the categories of members of the Executive Committee respectively referred to in those paragraphs, shall, in accordance with but subject to paragraph (B) of this Article, be filled by election.

(B) At each such Annual General Meeting as is referred to in paragraph (A) of this Article:-

(i) Every person who is for the time being a member of the Association pursuant to the nomination of a Nominating Body referred to in any of the said paragraphs (D) to (I) shall be eligible for election as a member of the Executive Committee pursuant to the relative paragraph;

(ii) the categories of members of the Executive Committee respectively referred to in the said paragraphs (D) to (I) shall be elected in turn by the Annual General Meeting, from amongst the persons respectively eligible therefor;

(iii) on any election of the category of members of the Executive Committee referred to in paragraph (F) of Article 38, each member of the Association present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast up to five votes (but shall not be able to cast more than one vote in favour of any one of the persons eligible for that category), and the five eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that five persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is elected;

(iv) on any election of any such category of member of the Executive Committee as is referred to in paragraphs (D), (E), (G), (H) and (I) of Article 38, each member of the Association present

at that Annual General Meeting, who is entitled to vote at such Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast one vote, and the eligible person receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) the chairman of the Annual General Meeting shall have a second or casting vote.

(v) save as provided by sub-paragraphs (iii) and (iv) hereof all the provisions of these Articles relative to proceedings at General Meetings of the Association and to votes of members thereat shall apply in respect of any election of any of the categories of the members of the Executive Committee respectively referred to in the said paragraphs (D) to (I);

(vi) if the number of persons eligible for any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (D) to (I) shall not exceed the number of the vacancy or vacancies to be filled in that category, then unless the Annual General Meeting otherwise resolves the person or persons so eligible shall not be deemed to be elected and instead such vacancy or vacancies shall be filled by the Executive Committee in accordance with paragraph (C) of this Article.

(C) In the event of there being at any time any vacancy or vacancies in any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (D) to (I) by virtue of the operation of paragraph (B) (vi) of this Article, or of any such vacancy or vacancies at any time existing or occurring due to any other reason whatsoever the Executive Committee shall, as soon as practicable after the same shall have first occurred, appoint to fill the same some person or persons eligible for that category, but so that if and for so long as the number of persons so eligible does not exceed the number of such vacancy or vacancies the Executive Committee may in its absolute discretion determine not to fill the same pursuant to this paragraph (C).

(D) Every person elected or appointed as a member of the Executive Committee pursuant to paragraph (B) or (C) of this Article shall, subject only to Article 48, thereafter continue to be such a member until he shall retire from his office as such in accordance with paragraph (A) of this Article.

40. (A) The Executive Committee may from time to time co-opt any person who is for the time being a member of the Association pursuant to Article 10 for such term of office not exceeding three calendar years, as, subject to Article 48, the Executive Committee shall in its absolute discretion determine at the time of co-option.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

41. (A) The Chartered Auctioneers and Estate Agents Institute shall be entitled at any time and from time to time, by delivering at the Office a notice in writing to that effect signed by its duly authorised officer or representative (such notice to be in any form from time to time prescribed or permitted by the Executive Committee) to appoint any person (who need not be a member of the Association) to be an alternate member of the Executive Committee to any person who is for the time being a member of the Executive Committee pursuant to paragraph (B) of Article 38, and may at any time and from time to time, by delivering at the Office a notice in writing to that effect signed as aforesaid (and being in any such form as aforesaid), remove from office any person so appointed, but so that there shall not at any one time be more than one person holding office as an alternate member of the Executive Committee pursuant to this paragraph (A).

(B) Each of the Nominating Bodies respectively referred to in paragraphs (D), (E), (G), (H) and (I) of Article 38 shall be entitled at any time and from time to time, by delivering at the Office a notice in writing to that effect signed by its duly authorised officer or representative, (such notice to be in any form from time to time prescribed or permitted by the Executive Committee), to appoint any person, who is for the time being a person holding membership of the Association pursuant to the nomination under Article 8 (A) of that particular Nominating Body, to be an alternate member of the Executive Committee to any person who is for the time being a member of the Executive

Committee pursuant to such of the said paragraphs of Article 38 as refers to that particular Nominating Body, and may at any time and from time to time, by delivering at the Office a notice in writing to that effect signed as aforesaid, (and being in any such form as aforesaid) remove from office any person so appointed, but so that there shall not at any one time be more than one person holding office as an alternate member of the Executive Committee under this paragraph (D) pursuant to the appointment of the same Nominating Body.

(C) The appointment of any alternate member of the Executive Committee effected pursuant to paragraph (A) or (B) of this Article shall ipso facto determine on the happening (in relation to such alternate member) of any of the events referred to in paragraphs (A) to (D) (both inclusive) of Article 48 (but so that paragraph (A) of Article 48 shall not apply to an alternate member appointed pursuant to paragraph (A) of this Article), and his appointment shall also determine ipso facto if the person to whom he has been appointed an alternate ceases either as a result of retirement under Article 39 (A) or for any other reason whatsoever to be a member of the Executive Committee.

(D) An alternate member of the Executive Committee appointed pursuant to paragraph (A) or (B) of this Article shall be entitled to attend and to vote, and to be counted towards the quorum required by or pursuant to Article 55, as a member of the Executive Committee, at any meeting of the Executive Committee at which the person to whom he has been appointed an alternate is not personally present, and generally at any such meeting as aforesaid to perform all the functions of such person as a member of the Executive Committee.

THE CHAIRMAN

42. The Chairman shall be such of the persons, for the time being holding membership of the Association pursuant to the nomination under Article 8 (A) of the Housing Minister, as the Housing Minister shall at any time and from time to time in his absolute discretion appoint, and subject as aforesaid the Housing Minister shall have the like discretion at any time and from time to time to remove any such person from the office of Chairman. Any such appointment or removal as aforesaid shall be effected by delivering at the Office a notice in writing to that effect signed by, or by a duly authorised officer or representative of the Housing Minister, and shall take effect forthwith upon such delivery as aforesaid.

43. The office of the Chairman shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Executive Committee.

44. The Chairman as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed the Chairman under Article 42 at the date when he in fact became the Chairman; and he shall continue in office as the Chairman from and after the Effective Day, subject to Articles 42 and 43.

HONORARY PRESIDENT AND VICE-PRESIDENTS OF THE ASSOCIATION

45. The Association in General Meeting may at any time and from time to time elect any person, whether or not he is a member of the Association or of the Executive Committee, to be the Honorary President or an Honorary Vice-President of the Association, for such period of office as the Association in General Meeting may from time to time in its absolute discretion determine, but so that at any one time there shall not be more than one person holding office as Honorary President of the Association or more than six persons holding office as Honorary Vice-Presidents of the Association.

46. The Honorary President and any Honorary Vice-President whether or not (in either case) he is a member of the Association or of the Executive Committee, shall be entitled to attend and to speak at any General Meeting of the Association and at any meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, but shall not by virtue of holding the office of Honorary President or Honorary Vice-President (as the case may be) be entitled to vote at any such General Meeting or meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

47. The offices of the Honorary President and of an Honorary Vice-President shall not confer or impose upon the respective holders of such offices any powers, discretions or duties in relation to the affairs of the Association, and no holder of either such office shall, by virtue of holding the same, for any of the purposes of these Articles or of the Act be or be deemed to be a member of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

48. The office of a member of the Executive Committee shall ipso facto be vacated:-

(A) if for any reason he ceases to be a member of the Association;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his said office;

(C) if he becomes prohibited from being a director of a Company by reason of any order made under section 188 of the Act;

(D) if he is removed from his said office by a resolution duly passed pursuant to section 184 of the Act;

(E) if, being a member of the Executive Committee pursuant to Article 38 (C), he ceases for any reason to be a member of the Finance Committee.

49. None of the provisions of section 185 of the Act, or of any statutory re-enactment, modification, or extension thereof for the time being in force, shall apply to the Association or to any member or prospective member of the Executive Committee.

POWERS OF THE EXECUTIVE COMMITTEE

50. The business of the Association shall be managed by the Executive Committee, which, in addition to exercising the powers and authorities expressly conferred upon the Executive Committee by these Articles, may exercise all such powers and discretions of the Association, and do all such acts and things, as may be exercised and done by the Association, and as are not by these Articles or by statute directed or required to be exercised or done by the Association in General Meeting, and as are not by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, but subject nevertheless to the provisions of the Act, of the Companies Act, 1967, and of these Articles.

51. Without prejudice to the generality of the powers conferred upon the Executive Committee by Article 50, but subject always to Article 104, the Executive Committee shall be responsible on

behalf of the Association for the maintenance of the English Register, and for the exercise of all powers which are vested in the Association in relation to the English Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Association, or which, being in any way incidental to the maintenance of the English Register or to any of the powers aforesaid, may be exercised by the Association. Provided always that nothing in this Article contained shall enable the Executive Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Scottish Committee, by the Northern Ireland Committee, or by the Finance Committee.

52. Subject to the provisions of Article 55, the members for the time being of the Executive Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Executive Committee.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

53. Any member of the Executive Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Executive Committee.

54. Not less than two clear days' notice in writing of every meeting of the Executive Committee shall be given to all members and alternate members of the Executive Committee, other than to members and alternate members thereof who are for the time being absent from the United Kingdom; and shall also be given to each of the English Ministers. In respect of every notice required to be given to either of the English Ministers pursuant to this Article, all the provisions of Articles 21, 135 and 136, shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

55. The quorum necessary for the transaction of the business of the Executive Committee shall be any five members thereof, or such other number of members thereof as the Executive Committee may from time to time prescribe. Any meeting of the Executive Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Executive Committee.

56. Questions arising at any meeting of the Executive Committee shall be determined by a

majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

57. At every meeting of the Executive Committee the Chairman shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if the Chairman is not present, the members of the Executive Committee present at such meeting shall elect one of their number to be chairman of such meeting.

58. Subject to the provisions of these Articles, the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

59. All acts bona fide done by any meeting of the Executive Committee, or by any person acting as a member (or alternate member) of the Executive Committee, shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member (or as the case may be alternate member) of the Executive Committee.

60. The Executive Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all General Meetings of the Association and all meetings of the Executive Committee or of any sub-committee thereof, and any minutes of any such General Meeting or meeting, if purported to be signed by the chairman thereof, or by the chairman of the next succeeding such General Meeting or (as the case may be) meeting, shall be sufficient evidence without any further proof of the facts therein stated.

61. A resolution in writing signed by all the members (including alternate members) of the Executive Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and constituted.

THE SCOTTISH COMMITTEE

62. (A) As from and after the Effective Day there shall continue to be a standing Committee of the Association known as the Scottish Committee.

(B) Every member of the Scottish Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Association in force immediately prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

63. The Scottish Committee shall consist of:

(A) Every person who is for the time being a member of the Association pursuant to any nomination effected by any Nominating Body (or by any two Joint Nominating Bodies) in accordance with Article 8 (B).

(B) Every person who is for the time being a member of the Association pursuant to Article 11 (A).

(C) The person (if any) who is for the time being both a member of the Association pursuant to Article 11 (B) and the Chairman of the Scottish Committee by virtue of paragraph (C) of Article 64.

THE CHAIRMAN OF THE SCOTTISH COMMITTEE

64. (A) The Scottish Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is already a member of the Scottish Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is not already a member of the Scottish Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Association in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Scottish Committee of any person whose appointment to that office is resolved upon in accordance with paragraph (A) of this Article

(which said period shall commence when such appointment takes effect) shall, subject to paragraph (E) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Scottish Committee may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained:

(i) it shall not be possible for more than one person to hold the office of Chairman of the Scottish Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Scottish Minister, such approval to be in any form for the time being prescribed or permitted by the Scottish Committee.

(F) The Chairman of the Scottish Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day, subject to the provisions of this Article and of Article 65.

65. The office of the Chairman of the Scottish Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Scottish Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE SCOTTISH COMMITTEE

66. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every

member of the Scottish Committee as if every reference therein to the Executive Committee were a reference to the Scottish Committee.

67. The office of a member of the Scottish Committee shall ipso facto be vacated, if, holding the office of Chairman of the Scottish Committee pursuant to an appointment effected in accordance with Articles 11 (B) and 64 (C), his period of office (or extended period of office) as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE SCOTTISH COMMITTEE

68. The Scottish Committee, in addition to exercising the other powers and authorities expressly conferred upon the Scottish Committee by these Articles, shall, notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the Association for the maintenance of the Scottish Register, and for the exercise of all powers which are vested in the Association in relation to the Scottish Register by paragraphs (2), (3) and (4) of Clausse 3 (B) of the Memorandum of Association of the Association, or which, being in any way incidental to the maintenance of the Scottish Register, or to any of the powers aforesaid, may be exercised by the Association. Provided always that nothing in this Article contained shall enable the Scottish Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Northern Ireland Committee, or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Association or any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

69. Subject to the provisions of Article 72 the members for the time being of the Scottish Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Scottish Committee.

PROCEEDINGS OF THE SCOTTISH COMMITTEE

70. Any member of the Scottish Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Scottish Committee.

71. Not less than two clear days' notice in writing of every meeting of the Scottish Committee shall be given to all members of the Scottish Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Scottish Minister. In respect of every notice given to the Scottish Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

72. The quorum necessary for the transaction of the business of the Scottish Committee shall be any five members thereof, or such other number of members as the Scottish Committee may from time to time prescribe. Any meeting of the Scottish Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Scottish Committee.

73. Subject as provided by proviso (i) to Article 11 (A), questions arising at any meeting of the Scottish Committee shall be determined by a majority of votes; and, subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

74. At every meeting of the Scottish Committee the Chairman of the Scottish Committee shall be the chairman thereof, but if at any such meeting there be no Chairman of the Scottish Committee, or if he is not present, the members of the Scottish Committee present at such meeting shall elect one of their number to be chairman of such meeting.

75. Subject to the provisions of these Articles, the Scottish Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

76. All acts bona fide done by any meeting of the Scottish Committee, or by any person acting as a member of the Scottish Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Scottish Committee.

77. The Scottish Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Scottish Committee or of any sub-committee thereof, and any minutes of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

78. A resolution in writing signed by all the members of the Scottish Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Scottish Committee duly convened and constituted. Provided that this Article shall not apply in respect of any such resolution of the Scottish Committee as is referred to in Article 11 (A).

THE NORTHERN IRELAND COMMITTEE

79. As from the Effective Day there shall be a standing Committee of the Association known as the Northern Ireland Committee.

80. The Northern Ireland Committee shall consist of:-

(A) every person who is for the time being a member of the Association pursuant to any nomination effected by any Nominated Body under Article 8 (C); and

(B) the person (if any) who is for the time being both a member of the Association pursuant to Article 11 (C) and the Chairman of the Northern Ireland Committee by virtue of Article 81.

THE CHAIRMAN OF THE NORTHERN IRELAND COMMITTEE

81. (A) The Northern Ireland Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person (not being already a member of the Association) to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Association in accordance with Article 11 (C).

(C) The period of office as the Chairman of the Northern Ireland Committee of any person whose appointment to that office is so resolved

upon (which said period shall commence when such appointment takes effect) shall, subject to paragraph (D) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the the Northern Ireland Committee may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(D) Notwithstanding anything in this Article contained:

(i) it shall not be possible for more than one person to hold the office of Chairman of the Northern Ireland Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (C) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Northern Ireland Minister, such approval to be in any form for the time being prescribed or permitted by the Northern Ireland Committee.

82. The office of the Chairman of the Northern Ireland Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE NORTHERN IRELAND COMMITTEE

83. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Northern Ireland Committee as if every reference therein to the Executive Committee were a reference to the Northern Ireland Committee.

84. The office of a member of the Northern Ireland Committee shall ipso facto be vacated, if, holding the office of Chairman of the Northern Ireland Committee pursuant to an

appointment effected in accordance with Articles 11 (C) and 81, his period of office (or extended period of office) as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE NORTHERN IRELAND COMMITTEE

85. The Northern Ireland Committee, in addition to exercising the other powers and authorities expressly conferred upon the Northern Ireland Committee by these Articles, shall, notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the Association for the maintenance of the Northern Ireland Register, and for the exercise of all powers which are vested in the Association in relation to the Northern Ireland Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Association or which, being in any way incidental to the maintenance of the Northern Ireland Register, or to any of the powers aforesaid, may be exercised by the Association. Provided always that nothing in this Article contained shall enable the Northern Ireland Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Scottish Committee or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Association or any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

86. Subject to the provisions of Article 89 the members for the time being of the Northern Ireland Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Northern Ireland Committee.

PROCEEDINGS OF THE NORTHERN IRELAND COMMITTEE

87. Any member of the Northern Ireland Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Northern Ireland Committee.

88. Not less than two clear days' notice in writing of every meeting of the Northern Ireland Committee shall be given to all members of the Northern Ireland Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Northern Ireland Minister. In respect of

every notice given to the Northern Ireland Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

89. The quorum necessary for the transaction of the business of the Northern Ireland Committee shall be any three members thereof, or such other number of members as the Northern Ireland Committee may from time to time prescribe. Any meeting of the Northern Ireland Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Northern Ireland Committee.

90. Questions arising at any meeting of the Northern Ireland Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

91. At every meeting of the Northern Ireland Committee the Chairman of the Northern Ireland Committee shall be the chairman thereof, but if at any such meeting there be no Chairman of the Northern Ireland Committee, or if he is not present, the members of the Northern Ireland Committee present at such meeting shall elect one of their number to be chairman of such meeting.

92. Subject to the provisions of these Articles, the Northern Ireland Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

93. All acts bona fide done by any meeting of the Northern Ireland Committee, or by any person acting as a member of the Northern Ireland Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Northern Ireland Committee.

94. The Northern Ireland Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Northern Ireland Committee or of any sub-committee thereof, and any minutes

of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

95. A resolution in writing signed by all the members of the Northern Ireland Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Northern Ireland Committee duly convened and constituted.

THE FINANCE COMMITTEE

96. As from and after the Effective Day there shall be a standing Committee of the Association known as the Finance Committee.

97. Every member of the Finance Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Association in force immediately prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

98. The Finance Committee shall consist of:-

(A) Every person who is for the time being a member of the Association pursuant to the nomination under Article 8 (A), of the Housing Minister, and who is also therefore a member of the Executive Committee by virtue of Article 38 (C).

(B) Not more than two of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (A).

(C) Not more than three of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (F).

(D) Not more than one person who is for the time being a member of the Scottish Committee, and who is co-opted by the Finance Committee in accordance with Article 100.

99. The Executive Committee shall from time to time in its absolute discretion choose the

members of the Finance Committee referred to in paragraphs (B) and (C) of Article 98, and may at any time in the like discretion terminate the tenure of office of any such member.

100. (A) The Finance Committee may from time to time co-opt any person who is for the time being a member of the Scottish Committee and any person who is for the time being a member of the Northern Ireland Committee for such term of office, not exceeding three years as, subject to Article 102 (C), the Finance Committee shall in its absolute discretion determine at the time of co-option. Provided that no person shall be so co-opted unless he has previously been recommended for such co-option by a resolution of the Committee of which he is a member

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

THE CHAIRMAN OF THE FINANCE COMMITTEE

101. The Finance Committee may from time to time choose any of its members for the time being (not being any such member as is referred to in Articles 98 (D) and 100 to be its Chairman, and subject always to Articles 90 and 100, may determine the term of his office as such Chairman.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE FINANCE COMMITTEE

102. The office of a member of the Finance Committee shall ipso facto be vacated:-

(A) if, holding his said office pursuant to paragraph (A), (B) or (C) of Article 98, he for any reason shall cease to be a member of the Executive Committee;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning such office;

(C) if, holding his said office pursuant to paragraph (D) of Article 98:-

(i) his period of co-option (as determined in accordance with Article 100 (A)) shall expire, or

(ii) the Scottish Committee shall resolve that he should cease to be a member of the Finance Committee; or

(iii) he shall for any reason cease to be a member of the Scottish Committee.

103. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Finance Committee as if every reference therein to the Executive Committee were a reference to the Finance Committee.

POWERS OF THE FINANCE COMMITTEE

104. Without prejudice to the other powers and discretions expressly conferred upon the Finance Committee by these Articles, the following powers and discretions shall, notwithstanding anything in Articles 50, 51, 68 and 85 contained, but subject as hereinafter provided, be exercised by the Finance Committee:-

(A) all powers and discretions of the Association to borrow and raise money, and to acquire and dispose of property;

(B) all the powers and discretions vested in the Association by paragraph (11) of Clause 3 (B) of its Memorandum of Association;

(C) all powers and discretions of the Association relating to the engagement, dismissal and terms of employment of its staff and employees;

(D) all powers and discretions of the Association regarding the investment of its funds; and

(E) all other powers and discretions of the Association which directly affect the finances of the Association.

PROVIDED ALWAYS that:-

(i) Nothing in this Article contained shall apply to any of the powers and discretions expressly conferred upon the Executive Committee by Articles 129 to 131 (both inclusive), or to any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Association, or to any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

(ii) Subject to proviso (i) to this Article, in the event of any doubt or dispute arising at any time howsoever as to the nature or extent of the powers and discretions exercisable by the Finance Committee under this Article, such doubt or dispute shall be determined upon and resolved by the Chairman, whose decision in that behalf shall be binding and conclusive for all purposes.

105. The Finance Committee may at any time and from time to time authorise the repayment by the Association, to any member of the Executive Committee (including any alternate member thereof appointed under Article 41), or of the Scottish Committee, or of the Northern Ireland Committee, or of the Finance Committee, or of any sub-committee of the Executive Committee, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, of all or any out-of-pocket expenses incurred by him in consequence of his attendance at any General Meeting of the Association or at any meeting of any such Committee or sub-committee as aforesaid, or otherwise howsoever in the performance of his duties in connection with the affairs of the Association, and he shall in such event be repaid out of the funds of the Association all of the out-of-pocket expenses the repayment of which is so authorised.

106. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Finance Committee shall from time to time determine.

107. Subject to the provisions of Article 110 [illegible] members for the time being of the Finance [illegible]mittee may act notwithstanding any vacancy or [illegible]vacancies for the time being existing in the [illegible]nance Committee.

PROCEEDINGS OF THE FINANCE COMMITTEE

108. Any member of the Finance Committee (not being a member for the time being holding membership thereof pursuant to paragraph (D) of Article 98) may at any time, and on the request of any member of the Finance Committee (not being such a member as aforesaid) the Secretary forthwith shall, summon a meeting of the Finance Committee.

109. (A) No member of the Finance Committee for the time being holding membership thereof

pursuant to paragraph (D) of Article 98 shall be entitled to receive notice of or attend at any meeting of the Finance Committee unless, not less than four clear days prior to the date of the meeting in question, the Chairman of the Finance Committee shall have certified in writing to the Secretary that in the opinion of such Chairman (which opinion shall be final and conclusive) there will or may arise at that meeting a question which is directly relevant to the exercise by the Scottish Committee of some one or more of the powers vested in the Scottish Committee by Article 68.

(B) Subject to paragraph (A) of this Article, not less than two clear days' notice in writing of every meeting of the Finance Committee shall be given to all members of the Finance Committee, other than to members thereof who are for the time being absent from the United Kingdom. In respect of every notice required to be given pursuant to this paragraph (B) all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

110. The quorum necessary for the transaction of the business of the Finance Committee shall be any two members thereof, but excluding for this purpose any person for the time being holding membership of the Finance Committee pursuant to paragraph (D) of Article 98. Any meeting of the Finance Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Finance Committee.

111. Any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) of Article 98 shall not be entitled to vote on any question arising at any meeting of the Finance Committee, unless in the opinion of the chairman of that meeting (which opinion shall be final and conclusive) that question is directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68. Save as aforesaid (and subject as provided by Article 112) on any question arising at any meeting of the Finance Committee every member thereof (present at such meeting) shall have one vote.

112. All questions arising at any meeting of the Finance Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

113. At every meeting of the Finance Committee the Chairman for the time being of the Finance

Committee (holding office as such in accordance with Article 101) shall be the Chairman thereof, but if at any such meeting there be no such Chairman, or if such Chairman is not present, the members of the Finance Committee present at such meeting shall elect one of their number (not being a member for the time being holding membership of the Finance Committee pursuant to paragraph (D) of Article 98 to be chairman of such meeting.

114. Subject to the provisions of these Articles, the Finance Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

115. All the provisions of Articles 76 and 77 shall apply mutatis mutandis to the Finance Commitee as if every reference therein to the Scottish Committee were a reference to the Finance Committee.

116. A resolution in writing signed by all the members of the Finance Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effective as if it had been duly passed at a meeting of the Finance Committee duly convened and constituted. Provided that the signing of any resolution in writing by any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) of Article 98 shall not be necessary for such resolution to be valid under this Article if (but only if) the Chairman of the Finance Committee shall certify in writing that in his opinion (which shall be final and conclusive) such resolution is not directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68.

SUB-COMMITTEES AND DELEGATION OF POWERS

117. (A) The Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee respectively shall have power at any time and from time to time to constitute such sub-committees of each such Committee respectively, consisting of such member or members of the Association (none of whom need necessarily be a member of the respective or any other such Committee), as such Committee may think fit; to dissolve any sub-Committee so constituted; to delegate to any such sub-Committee all or any of the powers and discretions for the time being vested in that Committee by or pursuant to these Articles (other than powers and discretions required by

the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee under Article 11 (A)); to reconstitute any such sub-Committee; and to revoke any such delegation as aforesaid.

(B) Every such sub-committee constituted as aforesaid by the Executive Committee, the Scottish Committee, the Northern Ireland Committee or the Finance Committee shall, in the exercise of any powers and discretions delegated to it by the same Committee, conform to any regulations and conditions which may from time to time be imposed upon it by that Committee. Subject as otherwise provided by any such regulations and conditions for the time being in force:-

(i) any such sub-committee (being a sub-committee consisting of more than one member of the Association) may elect a chairman of its meetings, and if at any meeting of that sub-committee the chairman so elected is not present, the members of the sub-committee present may choose one of their number to be chairman of that meeting; and

(ii) with regard to the meetings of and otherwise with regard to the proceedings of any such sub-committee, all the provisions of Articles 53, 56, 58 and 76 shall apply mutatis mutandis as though every reference in those Articles to the Executive Committee or to the Scottish Committee were a reference to such sub-committee.

(C) Notwithstanding anything in this Article hereinbefore contained, any person who is for the time being a member of any sub-committee constituted pursuant to this Article, and who ceases for any reason to be a member of the Association, shall forthwith upon such cessation cease to be a member of that sub-committee.

118. Each of them the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee shall have power at any time and from time to time to delegate to any other of such Committees, or to any sub-committees (constituted pursuant to Article 117) of any other such Committee, all or any of the powers vested in such first-mentioned Committee by these Articles (other than any powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11 (A)), and to

revoke any such delegation as aforesaid. Every Committee or sub-committee to which any powers or discretions have been delegated under this Article shall, in the exercise of such powers and discretions, conform to any regulations and conditions which may from time to time be imposed upon it by the Committee effecting such delegation.

THE SEAL

119. Unless otherwise resolved by the Finance Committee, two members of the Finance Committee and the Secretary shall sign every instrument to which the Seal is affixed.

THE DIRECTOR-GENERAL

120. (A) The senior executive officer of the Association shall be known as the Director-General.

(B) Save as otherwise expressly provided by or pursuant to these Articles, the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee, and any sub-committee of any such Committee, may entrust to the Director-General any of the powers and discretions for the time being vested in or delegated to such respective Committee or (as the case may be) such sub-committee upon such terms and conditions and subject to such restrictions as such Committee or (as the case may be) such sub-committee may think fit.

(C) The Director-General shall be such person as shall from time to time be appointed in that behalf by, and his appointment shall be for such period and upon such terms as shall be decided by, the Finance Committee, which may at any time revoke any such appointment, but without prejudice to any rights of compensation which the appointee may have in respect of such revocation under any agreement between himself and the Association.

(D) The person holding the office of Director-General as at the Effective Day shall be deemed to have been appointed as the Director-General pursuant to paragraph (C) of this Article upon the terms regulating his appointment as such Director-General at the Effective Day.

THE SECRETARY

121. (A) The provisions of sections 177 and 179 of the Act, relating to the Secretary, shall apply and be observed.

(B) The Secretary as at the Effective Day shall be deemed to have been properly appointed.

THE MINISTERS

122. Each of the English Ministers (in addition to being entitled to receive notice of General Meetings of the Association and of meetings of the Executive Committee in accordance with Articles 20, 54, 135 and 137), shall be given notice of all meetings of each sub-committee of the Executive Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to either of the English Ministers.

123. The Scottish Minister (in addition to being entitled to receive notice of General Meetings of the Association and of meetings of the Scottish Committee in accordance with Articles 20, 71, 135 and 137), shall be given notice of all meetings of each sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Scottish Minister.

124. The Northern Ireland Minister (in addition to being entitled to receive notice of General Meetings of the Association and of meetings of the Northern Ireland Committee in accordance with Articles 20, 88, 135 and 137), shall be given notice of all meetings of each sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Northern Ireland Minister.

125. Each of the English Ministers shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Association, and at any meeting of the Executive Committee, and at any meeting of any sub-committee of the Executive Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Association, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

126. The Scottish Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Association, and at any meeting of the Scottish Committee, and at any meeting of any sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Association, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

127. The Northern Ireland Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Association, and at any meeting of the Northern Ireland Committee, and at any meeting of any sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Association, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

ACCOUNTS

128. Without prejudice to any duties of the Executive Committee in that behalf under sub-sections (1) and (2) of section 147 of the Act, the Finance Committee shall be responsible for ensuring that proper books of account are kept with respect to:-

(A) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;

(B) all sales and purchases of goods by the Association; and

(C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

129. The books of account shall be kept at the Office, or, subject to sub-section (3) of Section 147 of the Act, at such other place or places as the Executive Committee thinks fit,

and shall always be open to the inspection of members of the Executive Committee, of the Scottish Committee and of the Northern Ireland Committee. The books of account shall also during normal business hours be open to the inspection of members of the Association who are not members either of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, subject to such reasonable restrictions as the Finance Committee may in its discretion from time to time impose.

130. At the Annual General Meeting in every year the Executive Committee shall lay before the Association an income and expenditure account showing the receipts and expenditure of the Association for the period since the last preceding account, made up to a date not more than nine months before such Meeting.

131. A balance sheet shall be made out and laid before the Association at the Annual General Meeting in every year, made up to the same date as the income and expenditure account. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and of the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with the requirements of the Act and of the Companies Act 1967 and with any other statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting, subject nevertheless to the provisions of section 158 (3) (c) of the Act, be sent to all persons entitled to receive notice of General Meetings (including the Auditors and the Ministers) in the manner in which notices are hereinafter authorised to be served. The Auditors' report shall be open to inspection and shall be read before the Meeting as required by section 14 (2) of the Companies Act 1967.

AUDIT

132. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

133. Auditors shall be appointed and their duties regulated in the manner provided by the relevant provisions of the Act and of the Companies Act 1967.

NOTICES

134. Any notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, 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 notices to him.

135. Any notice required by any of the provisions of these Articles to be given to any of the Ministers, may be served upon him either personally or by sending through the post in a prepaid letter, addressed to him at the address (if any) in the United Kingdom for the time being supplied by him to the Association for the giving of notices to him, or (in the event of there being no such address for the time being) at such address as the Association may in its discretion consider appropriate.

136. Any notice, if served by post, shall be deemed to have been served twenty-four hours after the letter containing the same shall have been posted; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put into the post-office or into any post box subject to the control of the Postmaster-General.

137. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(A) every member of the Association 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; and

(B) the Auditors for the time being of the Association; and

(C) the Ministers.

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

INDEMNITY

138. Every member of the Executive Committee, every member of the Scottish Committee, every

member of the Northern Ireland Committee, every member of the Finance Committee, every member of every sub-committee of the Executive Committee, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, every Auditor and Director-General and Secretary for the time being of the Association, and every other officer or agent for the time being of the Association, shall be indemnified out of the assets of the Association against 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 448 of the Act (or any statutory modification re-enactment or replacement thereof for the time being in force) in which relief is granted to him by the Court.

WINDING UP AND DISSOLUTION

139. Clause 9 of the Memorandum of Association of the Association, relating to the winding up and dissolution of the Association, shall have effect and be observed as if the same were repeated in these Articles.

LICENCE BY THE BOARD OF TRADE

pursuant to Section 18 of the Companies Act 1929.

WHEREAS it has been proved to the Board of Trade that THE HOUSING IMPROVEMENT ASSOCIATION which is about to be registered under the Companies Act 1929, as an Association limited by guarantee is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of that Act and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit to the Members of the said Association.

NOW THEREFORE the Board of Trade in pursuance of the powers in them vested and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seven Members thereof on the 12th day of November 1936 do by this their Licence direct THE HOUSING IMPROVEMENT ASSOCIATION to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade this 14th day of November 1936.

(sd.) E.H.S. MARKER,

Comptroller of the Companies Deptmt. authorised on that behalf by the President of the Board of Trade.

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THE NATIONAL HOUSE BUILDERS REGISTRATION COUNCIL

NOTICE IS HEREBY GIVEN that at the Annual General Meeting of the above named Company which will be held at the Royal Garden Hotel, Kensington High Street, London W.8. in Greater London on Friday, the 26th day of November, 1971, at 11.15 o'clock in the forenoon for the purpose of considering and if thought fit passing the following Resolution which will be proposed as a Special Resolution :- see Board at end of Memorandum

SPECIAL RESOLUTION

That (subject to the approval of the Department of Trade and Industry) the Articles of Association of the Company be and the same are hereby altered in manner following :-

(1) By altering in Article 8 (A) the maximum number of persons capable of holding membership pursuant to a nomination by the Royal Institution of Chartered Surveyors from 3 to 4.

(2) By deleting in the same Article the names of the Consumer Council and of the Chartered Auctioneers and Estate Agents Institute and the respective numbers opposite their names.

(3) By adding to Article 8 an additional paragraph (G) as follows:-

"(G) The Association may at any time in its absolute discretion by resolution admit to membership of the Association a further person or persons to represent the interests of consumers Provided that there shall not at any time be more than two persons holding membership of the Association pursuant to this paragraph".

(4) By adding to Article 63 (B) the words "A Resolution of the Scottish Committee under" after the words "pursuant to".

(5) By adding to Article 80 the following additional paragraph (C) :-

"(C) Every person who is for the time being a member of the Association pursuant to a Resolution of the Northern Ireland Committee under Article 11 (A)".

(6) By deleting the whole of Article 98 (D) and substituting therefor the following :-

"(D) Not more than one person who is for the time being a member of the Scottish Committee and not more than one person who is for the time being a member of the Northern Ireland Committee and who are co-opted by the Finance Committee in accordance with Article 100".

(7) By deleting Article 138 and substituting therefor the following Article :-

"138 (A) Every member, officer or employee of the Association shall be indemnified by the Association out of its assets against any liability for damages, costs and expenses for which any such member, officer or employee may become liable by reason of any neglect, error or omission occurring or committed in good faith in connection with the business of the Association.

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Provided that such indemnity shall not apply to claims in respect of death, bodily injury or damage to property unless arising out of wrongful, faulty or inadequate design or advice.

(E) No member, officer or employee of the Association shall be liable for any act, receipt, neglect, default or any other act for conformity of or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person with whom any moneys securities or effects of the Association shall be deposited, or for any other loss damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own wilful act or default.

PROVIDED that any such indemnity shall have effect only to the extent permitted by Section 205 of the Act".

(8) By amending Article 1 Sub-Clause (xxi) to read:-

"The Housing Minister" means the Secretary of State for the Environment.

By deleting the whole of Sub-Clause (xxii)

By deleting in Sub-Clause (xxv) "English Ministers" and substituting "Housing Minister".

(9) By deleting in Article 16 (A) (v) the letter "B" in line 5

(10) Be deleting in Article 38 Sub-Clause (B)

By deleting in the same Article the word "One And substituting the word "Two" in Sub-Clause (E).

By deleting in the same Article Sub-Clause (I) and substituting "One of the Persons (if any) who are for the time being Members of the Association pursuant to a Resolution of the Association under Article 8 (G)".

(11) By deleting in Article 41 the whole of Clause (A).

By deleting in the same Article the words "and (I)" from Clause (B)

By deleting in the same Article the word "(A)" from Clauses (C) and (D)

(12) By adding in Article 116 the words "or to the exercise by the Northern Ireland Committee of any of the powers vested in the Northern Ireland Committee by Article 85, as the case may be".

(13) By adding in Article 117 the words "and the Northern Ireland Committee" after the words "Scottish Committee" in Clause (A).

By deleting in the same Article the words "and 76" from Clause (B) (ii) and substituting therefor "76 and 93". By adding in the same Article the words "or to the Northern Ireland Committee" after the words "Scottish Committee" in paragraph (B) (ii).

(14) By deleting in Articles 54., 122 and 125 the words "each of the English Ministers" and substituting therefor "the Housing Minister".

Certified a true copy of a Special Resolution passed at the Annual General Meeting of the National House Builders Registration Council held on the 26th day of November 1971.

Secretary A. L. deB Talbot

Dated 6th day of December 1971

58, Portland Place,
London, W.1.

Number of Company } 320784/64

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

Special Resolution

(*Pursuant to s. 141 (2) of the Companies Act 1948*)

OF

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

[redacted]

Passed 6th September , 1973.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at The International Students House, 1, Park Crescent, London. W.1.

on the sixth day of September , 1973, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

"That the name of the Council be changed to 'National House-Building Council' ".

Signature .....
(A. P. de B. Tapping)
Secretary
National House-Builders Registration Council

To be signed by the Chairman, a Director, or the Secretary of the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s). See section 143 (1) and (4) printed overleaf.

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Companies 7
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CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 320784/65

I hereby certify that

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

NATIONAL HOUSE-BUILDING COUNCIL

Given under my hand at London the 8TH OCTOBER 1973

N Taylor

(N. TAYLOR)

Assistant Registrar of Companies

C.172

Number of Company } 320784

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to s.141 (2) of the Companies Act 1948)

OF

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

Passed 6th September, 1973

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at The International Students House, 1, Park Crescent, London. W.1.

on the sixth day of September, 1973, the subjoined

SPECIAL RESOLUTIONS ~~was~~ were duly passed, viz.:-

RESOLUTIONS

(1) "That subject to the approval of the Department of Trade and Industry the provisions of the Memorandum of Association of the Council be and they are hereby altered in the following manner:-

(a) by deleting the word "Association" from every place in the said Memorandum where (meaning the Council) the said word appears, and by substituting for the said word, in every such place as aforesaid, the word "Council"; and

(b) by inserting, immediately after the word "house-builders", in every place where the said word appears in paragraphs (1) to (4) (inclusive) and (7) of Clause 3(B) of the said Memorandum, the words 'and developers'."

(2) "That, subject to the approval of the Department of Trade and Industry and contingently upon taking effect of the change of name of the Council proposed to be effected pursuant to Resolution No. 1 above, the regulations contained in the printed document submitted to this meeting, and for the purpose of identification subscribed by the Secretary to the Council, shall be adopted as and shall become the Articles of Association of the Council, in substitution for and to the complete exclusion of all existing Articles of Association thereof".

Signature..... A. P. de B. Tapping ....Secretary.

A. P. de B. Tapping

Secretary

National House-Builders Registration Council

No. 320784

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS THE HOUSING IMPROVEMENT ASSOCIATION (the word "Limited" being omitted by Licence of the Board of Trade) was incorporated as a limited company under the Companies Act, 1929, on the 17th November, 1936,

AND WHEREAS by special resolution of the Company and with the approval of the Board of Trade it has changed its name

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL.

GIVEN under my hand at London, this 9th August, 1967.

L. S. WHITFIELD

Assistant Registrar of Companies.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
- OF -

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

(As Amended by Special Resolutions passed ~~respectively~~ on the ~~25th day of July 1968~~) 6th September, 1973, with effect from the — day of — 1973.

1. The name of the Company (hereinafter called "the ~~Association~~ Council") is "THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL".

2. The registered office of the ~~Association~~ Council will be situate in England.

3. (A) The object for which the ~~Association~~ Council is established is the improvement of the house-building industry throughout the United Kingdom (including in such industry the building of all forms of home accommodation).

(B) The ~~Association~~ Council shall have the following powers, all of which shall be ancillary to the object set forth in sub-clause (A) hereof and exercisable in the furtherance of such object but for no other purpose whatsoever, that is to say:-

(1) To establish and maintain in such manner as the ~~Association~~ Council may from time to time think fit, Registers containing the names of house-builders and developers who in the opinion of the ~~Association~~ Council observe and maintain sufficiently high standards of house-building.

(As amended by Special Resolutions passed respectively on the 25th day of July, 1968 and on the 6th day of September, 1973).

(2) To make, and from time to time in the discretion of the ~~Association~~ Council to add to, amend and revoke, and to operate, enforce, observe and comply with, such conditions or rules as the ~~Association~~ Council may think fit for regulating the establishment and maintenance of the above-mentioned Registers and for prescribing the rights and obligations of house-builders whose names are entered on such Registers, and the rights and obligations of the ~~Association~~ Council against and to such house-builders and purchasers and lessees of houses built by such house-builders, and for any other purposes in any way connected with or referable to such Registers, or with or to houses built by such house-builders, as the ~~Association~~ Council may think desirable.

(3) To prescribe or otherwise provide for the manner in which and the terms upon which applications should or may be made by house-builders for entry of their names on the above-mentioned Registers, the manner in which such applications should or may be considered and determined upon by the ~~Association~~ Council, and the pre-requisites which should be or may be required to be satisfied before acceptance by the ~~Association~~ Council of such applications.

(4) To promote, enter into and carry on schemes under which the ~~Association~~ Council may or will accept responsibility, to purchasers and lessees of houses from house-builders whose names are entered on the above-mentioned Registers, for defects in the houses so purchased or leased, or for loss or damage suffered otherwise howsoever by such purchasers and lessees in consequence of any defaults by such house-builders,

and developers

(5) To promote, encourage and in any way finance research into and interest in matters affecting standards in the design of houses and in the workmanship and materials used in houses, and any technical, scientific or other problems associated therewith, and for such purposes as aforesaid, but without prejudice to the generality of the foregoing, to provide and assist in the provision of scholarships, fellowships, study groups, lectures and seminars.

(6) To conduct and hold, and to sponsor, encourage and assist in the conducting and holding of, surveys, investigations and inquiries on a local or national scale of and into matters affecting the standards of design of houses and of the workmanship and materials employed in the building of houses and any technical, scientific or other problems associated therewith.

(7) To print, publish, issue, circulate, and sell or otherwise dispose of papers, periodicals, books, circulars and other literature, and generally to undertake programmes of publicity, with a view to promoting understanding of the work of the Council ~~Association~~, or to providing information and guidance to house-builders and developers and others as to the nature of, and as to the desirability of adopting observing and maintaining, proper standards in house-building, or otherwise with a view to promoting the object of the ~~Association~~ Council

(8) To hold, associate with, sponsor and promote periodical and other congresses, conferences and public meetings for the ventilation and discussion of, or otherwise relating to, the adoption, observance and maintenance of higher standards of house-building.

(9) To promote support and encourage any policies which will or may affect or tend to affect standards of house-building, and for this purpose, or otherwise with a view to promoting the object of the Council ~~Association~~, to advise or co-operate with any Government Department or public or private authority, society, association, body or individual.

(10) To provide, and to assist, promote and encourage in the provision of, facilities for the education and training, in subjects involving the study of or research into the standards of design of houses and of the standards of workmanship and materials employed or employable in building houses, of persons engaged in or associated with, or likely to be engaged in or associated with the house-building industry.

(11) To insure the ~~Association~~ Council against or in respect of any liabilities or contingent or potential liabilities of or in any way undertaken by the ~~Association~~ Council, and in particular, but without prejudice to the generality of the foregoing, against or in respect of any liabilities incurred or undertaken by the ~~Association~~ Council pursuant to any of the powers of the ~~Association~~ Council under paragraphs (2) and (4) of this sub-clause (B).

(12) To establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, and to make payments for or towards the insurance of, any employees or ex-employees of the ~~Association~~ Council and the relations, connections and dependants of any such employees or ex-employees.

(13) To establish, maintain, control and manage branches of the ~~Association~~ Council in any part of the United Kingdom, and from time to time to determine the constitutions, rights, privileges and obligations of such branches, and when thought fit, to dissolve such branches or to modify such constitutions, privileges and obligations.

(14) To apply for, collect, organise the collection of, and receive, from private individuals, corporations and from any other source or sources, donations, grants, subscriptions and other financial assistance, and generally to raise funds for the purposes of the ~~Association~~ Council in such ways as the ~~Association~~ Council may think fit.

(15) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the ~~Association~~ Council.

(16) To sell, let, mortage, dispose of or turn to account all or any of the property or assets of the ~~Association~~ Council.

(17) To undertake and execute any charitable trusts which may lawfully be undertaken by the ~~Association~~ Council

(18) To borrow or raise money on such terms and on such security as may be thought fit.

(19) To invest the moneys of the ~~Association~~ Council not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(20) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

(21) To do all such other things as are incidental or conducive to the attainment of the object of the ~~Association~~ Council

PROVIDED ALWAYS THAT notwithstanding anything hereinbefore on this Clause 3 contained :-

(I) In case the ~~Association~~ Council shall take or hold any property which may be subject to any trusts, the ~~Association~~ Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(II) The ~~Association~~ Council shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the ~~Association~~ Council would make it a Trade Union.

(III) In case the ~~Association~~ Council shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or of the Secretary of State for Education and Science, the ~~Association~~ Council shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee or Governing Body of the ~~Association~~ Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or Governing Body have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Executive Committee or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the ~~Association~~ Council were not incorporated.

4. The income and property of the ~~Association~~ Council whencesoever derived, shall be applied solely towards the promotion of the object of the ~~Association~~ Council as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the ~~Association~~ Council.

Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the ~~Association~~ Council, or to any Member of the ~~Association~~ Council, in return for any services actually rendered to the ~~Association~~ Council, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the ~~Association~~ Council, but so that no member of the Executive Committee or Governing Body of the ~~Association~~ Council shall be appointed to any salaried office of the ~~Association~~ Council or any office of the ~~Association~~ Council paid by fees, and that no remuneration

or other benefit in money or money's worth shall be given by the ~~Association~~ Council to any member of such Executive Committee or Governing Body, except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the ~~Association~~ Council, provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Executive Committee or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association of the ~~Association~~ Council for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. Clauses 4 and 5 of this Memorandum of Association contain conditions to which a licence, granted by the Board of Trade to the ~~Association~~ Council in pursuance of section 18 of the Companies Act 1929 is subject.

7. The liability of the Members is limited.

8. Every Member of the ~~Association~~ Council undertakes to contribute to the assets of the ~~Association~~ Council in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the ~~Association~~ Council contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the ~~Association~~ Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the ~~Association~~ Council, but shall be given or transferred to some other institution or institutions having charitable objects similar to the object of the ~~Association~~ Council, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the ~~Association~~ Council under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the ~~Association~~ Council at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- OF -

THE NATIONAL HOUSE BUILDERS REGISTRATION COUNCIL

With effect from the ___ day of ___ 1973

(Adopted by Special Resolution passed on the ~~26th day of November, 1971~~ 6th day of September, 1973)

PRELIMINARY

1. (A) In these Articles, unless inconsistent with the subject or context :-

(i) "the ~~Association~~ Council" means ~~The~~ National House-Building Council.

(ii) "the Act" means the Companies Act, 1948.

(iii) "these Articles" means these Articles of Association as originally framed or other the Articles of Association of the ~~Association~~ Council for the time being in force.

(iv) "the Executive Committee" means the Executive Committee for the time being of the ~~Association~~ Council

(v) "the Scottish Committee" means the Scottish Committee for the time being of the ~~Association~~ Council, ~~as constituted pursuant to and in accordance with these Articles~~.

(vi) "the Northern Ireland Committee" means the Northern Ireland Committee for the time being of the ~~Association, as constituted pursuant to and in accordance with these Articles~~ Council.

(vii) "the Finance Committee" means the Finance Committee for the time being of the ~~Association, as constituted pursuant to and in accordance with these Articles~~ Council.

(viii) "the Office" means the registered office for the time being of the ~~Association.~~ Council

(ix) "the Seal" means the common seal of the ~~Association.~~ Council

(x) "the United Kingdom" means the United Kingdom of Great Britain and Northern Ireland.

(xi) "month" means calendar month and "year" means calendar year.

(xii) "in writing" means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in visible form.

(xiii) "the Effective Day" means the day upon which these Articles of Association (as originally framed) take effect pursuant to the Special Resolution of the ~~Association~~ Council adopting the same which was passed at the Extraordinary General Meeting thereof held on the [6th September 1973] 19~~67~~.

(to be completed)

(xiv) "the Secretary" includes any assistant or deputy Secretary or other person for the time being authorised to perform any of the duties of the Secretary of the ~~Association~~ Council and, where two or more persons have been appointed to act as Joint Secretaries, includes any one or more of such persons.

(xv) "the Chairman" means the Chairman for the time being of the ~~Association~~ Council holding office in that behalf pursuant to Article 42.

(xvi.) "the Nominating Bodies" means the bodies and persons specified in paragraphs (A) (B) and (C) of Article 8, and "Nominating Body" means and includes any of the Nominating Bodies.

(xvii) "the English Register" means the Register of house-builders and developers operating as such in England and Wales (or any part thereof), maintained by the ~~Association~~ Council pursuant to Article 6 (A).

(xviii) "the Scottish Register" means the Register of house-builders and developers operating as such in Scotland (or any part thereof), maintained by the ~~Association~~ Council pursuant to Article 6 (B).

(xix) "the Northern Ireland Register" means the Register of house-builders and developers operating as such in Northern Ireland (or any part thereof), maintained by the Association pursuant to Article 6 (C).

~~(xx) "English Registered House-Builder" means and includes any person, firm or body corporate whose name or the name of which for the time being remains entered (other than on a probationary basis) on the English Register.~~

(xx) "the Housing Minister" means the Secretary of State for the Environment.

(xxi) "the Scottish Minister" means the Secretary of State for Scotland for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Scottish Committee, the appropriate functions of that Secretary of State).

(xxii) "the Northern Ireland Minister" means the Minister of Development for the time being in the Government of Northern Ireland (or such other Minister (if any) ~~in the said Government~~ as may for the time being be performing, in the opinion of the Northern Ireland Committee, the appropriate functions of that Minister).

(xxiv) "the Ministers" means and includes the Housing Minister, the Scottish Minister and the Northern Ireland Minister.

(xxv) words importing the singular include the plural and vice-versa.

(xxvi) words importing the masculine gender include the feminine gender.

(xxvii) "person" excludes a body corporate, and words importing persons shall be construed accordingly.

(B) Subject to paragraph (A) of this Article, any words or expressions defined in the Act shall, unless inconsistent with the subject or context, bear the same meaning in these Articles.

2. The number of members with which the Council ~~Association~~ was registered on the incorporation thereof under the Companies Act, 1929 was seven, but the Executive Committee may from time to time, in accordance with the provision of section 7 (3) of the Act, register an increase in the number of members of the ~~Association~~ Council

3. The ~~Association~~ Council shall, in relation to its register of members observe the provisions of section 110 of the Act.

4. The ~~Association~~ Council is established for the purposes expressed in the Memorandum of Association of the ~~Association~~ Council

OFFICE

5. The Office shall be in such place as the Executive Committee may from time to time appoint.

REGISTERS OF HOUSE-BUILDERS

6. In pursuance of (but without prejudice to the generality of) the powers conferred upon the ~~Association~~ Council by Clause 3 (B) (1) of its Memorandum of Association, the ~~Association~~ Council :-

(A) shall maintain a Register containing the names of house-builders operating as such in England and Wales (or any part thereof) who in the opinion of the ~~Association~~ Council observe and maintain sufficiently high standards of house-building;

(B) shall maintain a Register containing the names of house-builders operating as such in Scotland (or any part thereof) who in the opinion of the ~~Association~~ Council observe and maintain sufficiently high standards of house-building; and

(C) shall maintain a Register containing the names of house-builders operating as such in Northern Ireland (or any part thereof) who in the opinion of the ~~Association~~ Council observe and maintain sufficiently high standards of house-building.

and developers

MEMBERSHIP

7. Every member of the ~~Association~~ Council as at the Effective Day, who became such a member pursuant to any provision or provisions of any Articles of Association of the ~~Association~~ Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles.

8. (A) As from and after the Effective Day the Nominating Bodies hereinafter specified shall ~~continue to~~ be entitled from time to time and at any time to nominate under this paragraph (A) and in the manner provided by paragraph (E) of this Article, any person for membership of the ~~Association~~ Council, but so that at any one time there shall not be a number of persons holding membership of the ~~Association~~ Council pursuant to the nomination under this paragraph (A) of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body :-

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body
The Royal Institute of British Architects	3
The Royal Institution of Chartered Surveyors	4
The National Federation of Building Trades Employers	14
The Building Societies' Association	4
The National Federation of Building Trades Operatives	3
The Greater London Council	1
The Association of Municipal Corporations	1
The Rural District Councils Association	1
The Urban District Councils Association	1
The Society of Medical Officers of Health	1
The Institution of Municipal Engineers	1
The Council for the Preservation of Rural England	1
The National Council of Women of Great Britain	1
The National Federation of Owner Occupiers and Owner Residents Associations	2

RIDER A

The Consumers' Association	1
The Federation of Master Builders	3
The Royal Town Planning Institute	1
The Council of the Building Material Producers	1

Rider

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body
The Women's Advisory Council of the British Standards Institution	1
The Institute of Building	1
The Housing Minister	2

Refer A →

(B) As from and after the Effective Day the Nominating Bodies hereinafter specified shall continue to be entitled from time to time and at any time to nominate under this paragraph (B) and in the manner provided by paragraph (E) of this Article, any person for membership of the ~~Association~~ Council, but so that at any one time there shall not be a number of persons holding membership of the ~~Association~~ Council pursuant to the nomination under this paragraph (B) of a Nominating Body (or of the joint nomination under this paragraph (B) of two joint Nominating Bodies in any case where such a joint nomination is necessary as hereinafter appearing) greater than the number hereinafter set opposite the name of that particular Nominating Body (or the joint names of those two joint Nominating Bodies in any such case as aforesaid) :-

Name of the Nominating Body (or joint names of the two joint Nominating Bodies)	Maximum number of persons capable of holding membership pursuant to a nomination under this paragraph (B) by the Nominating Body (or to a joint nomination under this paragraph (B) by the two joint Nominating Bodies)
The Royal Incorporation of Architects in Scotland and The Royal Institute of British Architects	Joint Nomination 1

Name of the Nominating Body (or joint names of the two joint Nominating Bodies)		Maximum number of persons capable of holding membership pursuant to a nomination under this paragraph (B) by the Nominating Body (or to a joint nomination under this paragraph (B) by the two joint Nominating Bodies)
The Scottish Branch of The Royal Institution of Chartered Surveyors		1
The Scottish Association of Registered House-Builders		6
The Building Societies' Association and The Scottish Building Societies' Association	Joint Nomination	3
The Scottish Branch of The Institute of Building		1
The Scottish Branch of The Institution of Municipal Engineers		1

(C) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate, under this paragraph (C) and in the manner provided by paragraph (E) of this Article, any person for membership of the ~~Association~~ Council, but so that at any one time there shall not be a number of persons holding membership of the ~~Association~~ Council pursuant to the nomination under this paragraph (C) of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body :-

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (C) by the Nominating Body
The Federation of Building Trade Employers of Northern Ireland.	3
The Building Societies Association	1
The Royal Institution of Chartered Surveyors	1
The Royal Society of Ulster Architects	1

(D) Without prejudice to the generality of but subject to the limitations upon the powers conferred by paragraph (A) or (B) or (C) of this Article on a Nominating Body (or on two joint Nominating Bodies), that Nominating Body (or those two joint Nominating Bodies) may at any time pursuant to such paragraph (A) or (B) or (C) nominate any person for membership of the ~~Association~~ Council in place of a person who, having held membership of the ~~Association~~ Council pursuant to the nomination of that Nominating Body (or those two joint Nominating Bodies) under such paragraph (A) or (B) or (C), has been removed by such Nominating Body (or two joint Nominating Bodies) from membership in accordance with Article 15 (A) or has for any other reason ceased to be a member of the ~~Association~~ Council

(E) Any and every nomination for membership made by a Nominating Body (or two joint Nominating Bodies) pursuant to paragraph (A) or (B) or (C) of this Article shall be effected by delivering at the Office a Form of Nomination and Consent, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies) and also signed by the person thereby nominated. Every such Form of Nomination and Consent shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

RIDER B

9. Subject as hereinafter provided the Council in General Meeting may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person to represent the interests of consumers, and the name of any such person so resolved upon shall, forthwith upon the delivery of the Office of a consent in writing by that person to become a member of the Council pursuant to this Article (such consent to be signed by the said person and to be ~~in~~ in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the register of members of the Council. Provided always that there shall not be at any time be more than two persons holding membership of the Council pursuant to this Article.

"To: the Secretary of ~~The~~ National House-Builde~~rs~~ing ~~Registration~~ Council.

I/We (name of the Nominating Body or names of the joint Nominating Bodies) hereby nominate (full name and address of person nominated) for membership of The National House Builde~~rs~~ing ~~Registration~~ Council, pursuant to the powers in that behalf conferred upon me/us by paragraph (A) (or as the case may be) (B) (or as the case may be) (C) of Article 8 of its Articles of Association.

Signed .....

Dated this day of 19 .

I, the above-named (full name of person nominated) hereby agree and consent to become a member of ~~The~~ National House-Builde~~rs~~ing ~~Registration~~ Council, pursuant to the nomination above set forth, and upon and subject to the terms and provisions of the Memorandum and Articles of Association of ~~The~~ National House-Builde~~rs~~ing ~~Registration~~ Council.

Signed .....

Dated this day of 19 ."

(F) Forthwith upon the delivery at the office of a Form of Nomination and Consent which complies with the provisions of paragraph (A) or (B) or (C), and also paragraph (E), of this Article, the Secretary shall enter the name of the person thereby nominated for membership in the appropriate register of members of the ~~Association~~ Council

Rider B →

~~(G) The Association may at any time in its absolute discretion by Resolution admit to membership of the Association a further person or persons to represent the interests of consumers Provided that there shall not at any time be more than two persons holding membership of the Association pursuant to this paragraph.~~

9. (A) Subject as hereinafter provided, the Executive Committee may from time to time and at any time in its absolute discretion by resolution authorise any English Registered House-Builder (who or which is not for the time being a member of any of the Nominating Bodies specified in Article 8 (A) to nominate any person for membership of the Association, and may from time to time in the like discretion revoke any authority so conferred upon an English Registered House-Builder, and any English Registered House-Builder for the time being so authorised shall, subject as hereinafter provided, be entitled from time to time and at any time to nominate in the manner provided by paragraph (C) of this Article, any person for membership of the Association. Provided always that notwithstanding anything in this paragraph (A) contained:-

(i) there shall not at any time be more than three English Registered House-Builders for the time being authorised to nominate a person for membership of the Association:

(ii) there shall not at any one time be more than one person holding membership of the Association pursuant to the nomination of the same English Registered House-Builder; and

(iii) no person nominated for membership of the Association by an English Registered House- Builder shall be admitted to membership pursuant to such nomination unless and until his said nomination has (either before or after the delivery of the requisite Form of Nomination and Consent in accordance with paragraph (C) of this Article) been expressly approved by the Executive Committee.

(B) ~~Without prejudice to the generality~~ of the powers for the time being conferred upon an English Registered House-Builder by such an authorising resolution as is referred to in paragraph (A) of this Article, but subject to the limitations upon such powers imposed by provisos (ii) and (iii) to the said paragraph (A), any English Registered House-Builder for the time being so authorised may at any time pursuant to such authority nominate any person for membership of the Association in place of a person whom having held membership of the Association pursuant to the nomination of that English Registered House-Builder, has been removed by such English Registered House-Builder from membership in accordance with Article 15(B) or has for any other reason ceased to be a member of the Association.

(C) Any and every nomination for membership made by an English Registered House-Builder pursuant to an authority in that behalf given to it pursuant to paragraph (A) of this Article shall be effected by delivering at the Office a Form of Nomination and Consent, signed by or by a duly authorised officer or representative of the English Registered House-Builder, and also signed by the person thereby nominated. Every such Form of Nomination and Consent shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit :-

"To : the Secretary of The National House-Builders Registration Council.

I/We (name of the English Registered House-Builder) hereby nominate (full name and address of person nominated) for membership of The National House-Builders Registration Council, pursuant to the powers in that behalf conferred upon me/us by a resolution of the Executive Committee of The National House-Builders Registration Council and by Article 9 (A) of its Articles of Association.

Signed.....

~~Dated this day of 19~~.

~~I, the above-named (full name of~~ person nominated) hereby agree and consent to become a Member of The National House-Builders Registration Council, pursuant to the nomination above set forth, and upon and subject to the terms and provisions of the Memorandum and Articles of Association of The National House-Builders Registration Council.

Signed .....

Dated this day of 19 ."

(D) In the event of the delivery at the Office of a Form of Nomination and Consent which complies with the provisions of paragraph (A) and (C) of this Article and of the nomination, thereby made being expressly approved by the Executive Committee in accordance with proviso (iii) to such paragraph (A), the Secretary shall forthwith upon such delivery or approval (whichever shall be later) enter the name of the person so nominated for membership in the register of members of the Association.

(E) Any authority for the time being conferred pursuant to paragraph (A) of this Article upon an English Registered House-Builder shall ipso facto terminate on the happening of either of the two following events, that is to say :-

(i) in the event of his or its ceasing for any reason whatsoever to be an English Registered House-Builder;

(ii) in the event of his or its becoming a member of any of the Nominating Bodies ~~specified in Article 8(A).~~

10. Subject as hereinafter provided, the Executive Committee may from time to time and at any time in its absolute discretion resolve to admit to membership of the ~~Association~~ Council any person whom it considers should be so admitted, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the ~~Association~~ Council pursuant to this

Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the register of members of the ~~Association~~ Council. Provided always that there shall not at any one time be more than two persons holding membership of the ~~Association~~ Council pursuant to this Article.

11. (A) Subject as hereinafter provided both the Scottish Committee and the Northern Ireland Committee may from time to time and at any time in their absolute discretion resolve to admit to membership of the ~~Association~~ Council any person whom they respectively consider should be so admitted and the name of any such person so resolved upon shall forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the ~~Association~~ Council pursuant to this paragraph (A) (such consent to be signed by the said person and to be in any from from time to time prescribed or permitted by the respective Committee) be entered by the Secretary in the register of members of the ~~Association~~ Council Provided always that :

(i) no such resolution shall be effective for the purposes of this paragraph (A) unless not less than two-thirds of the members of the appropriate Committee for the time being vote in favour of such resolution; and

(ii) there shall not at any one time be more than the following number of persons holding membership of the ~~Association~~ Council pursuant to this paragraph (A) namely two persons as a result of resolutions passed by the Scottish Committee and two persons as a result of resolutions passed by the Northern Ireland Committee.

(B) Where the Scottish Committee has resolved, in accordance with paragraphs (A), (C) and (E) of Article 64, to appoint as the Chairman of the Scottish Committtee a person who is not already a member of the Scottish Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the ~~Association~~ Council pursuant to this paragraph (B) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Scottish Committee), the name of such person shall be

entered by the Secretary in the register of members of the ~~Association~~ Council. Provided always that no person may become a member of the ~~Association~~ Council pursuant to this paragraph (B) at any time when there is already another person holding the office of Chairman of the Scottish Committee, and there shall not at any one time be more than one person holding membership of the ~~Association~~ Council pursuant to this paragraph (B).

(C) Where the Northern Ireland Committee has resolved, in accordance with paragraphs (A), (B) and (D) of Article 81, to appoint a person as the Chairman of the Northern Ireland Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the ~~Association~~ Council pursuant to this paragraph (C), (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Northern Ireland Committee), the name of such person shall be entered by the Secretary in the register of members of the ~~Association~~ Council. Provided always that no person may become a member of the ~~Association~~ Council pursuant to this paragraph (C) at any time when there is already another person holding the office of Chairman of the Northern Ireland Committee, and there shall not at any one time be more than one person holding membership of the ~~Association~~ Council pursuant to this paragraph (C).

12. As from and after the Effective Day no person shall be capable of becoming a member of the ~~Association~~ Council other than pursuant to and in accordance with the provisions of Article 8, 9, 10 and 11.

13. Notwithstanding anything in these Articles contained no body corporate shall be able or eligible to become a member of the ~~Association~~ Council, and no person shall be entitled or able to become a member of the ~~Association~~ Council jointly with any other person or persons.

14. ~~(A)~~ Membership of the ~~Association~~ Council shall not be in any way either transferable or transmissible.

~~(B) There may be a non-voting class of~~ members who shall not be Members for the purposes of the Act and accordingly particulars of them shall not appear in the register of Members kept by the Association pursuant to section 110 of the Act. Such members shall be separately registered and will not be liable under Clause 8 of the Memorandum of Association but otherwise ~~will have all the rights and powers of other Members.~~

CESSATION OF MEMBERSHIP

15. (A) Any Nominating Body (or two joint Nominating Bodies) shall be entitled at any time and from time to time, subject as hereinafter provided, to remove from membership of the ~~Association~~ Company any person for the time being holding membership thereof pursuant to a nomination made in that behalf by that Nominating Body (or those two joint Nominating Bodies). Every such removal as aforesaid shall be effected by delivering at the Office a Form of Removal, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies). Every such Form of Removal shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of ~~The~~ National House-Building ~~Registration~~ Council.

I/We (name of the Nominating Body or names of the two joint Nominating Bodies) hereby remove (full name and address of member intended to be removed) from membership of ~~The~~ ~~The~~ National House-Building ~~Registration~~ Council, pursuant to the powers in that behalf conferred upon me/us by Article 15 (A) of its Articles of Association.

Signed.....

Dated this day of 19 ."

Provided always that if and for so long as any person, for the time being holding membership of the ~~Association~~ Company pursuant to a nomination in that behalf made under Article 8 (B) by any Nominating Body (or two joint Nominating Bodies), is the Chairman of the Scottish Committee, that person may not be removed from his said membership by such Nominating Body (or two joint Nominating Bodies) under this paragraph (A).

~~(B) Any English Registered House-Builder~~, who is for the time being authorised pursuant to Article 9 (A) to nominate a person for membership of the Association, shall be entitled at any time and from time to time to remove from membership of the Association any person for the time being holding membership thereof pursuant to a nomination made in that behalf by that English Registered House-Builder. Every such removal as aforesaid shall be effected by delivering at the Office a Form of Removal, signed by or by a duly authorised officer or representative of the English Registered House-Builder. Every such Form of Removal shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit :-

"To: The Secretary of The National House-Builders Registration Council.

I/We (name of the English Registered House-Builder) hereby remove (full name and address of member intended to be removed) from membership of The National House-Builders Registration Council, pursuant to the powers in that behalf conferred upon me/us by Article 15(B) of its Articles of Association.

Signed.....

~~Dated this day of 19 .~~"

B.

(C) Forthwith upon the delivery at the Office of a Form of Removal which complies with the provisions of paragraph (A) ~~or (as the case may be) paragraph (B)~~ of this Article, the Secretary shall remove the name of the member therein named from the register of members of the ~~Association~~ Council.

16. (A) A person who is for the time being a member of the ~~Association~~ Council shall ipso facto cease to be such a member:

(i) if he dies, or is adjudicated bankrupt, or becomes of unsound mind;

(ii) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his membership;

Rider C.

(iii) if, being a person holding membership pursuant to Article 9, the Council in General Meeting in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(iii) ~~if, being a person holding membership~~ pursuant to a nomination in that behalf made by an English Registered House-Builder in accordance with Article 9, that Registered House-Builder's authority under the said Article 9 to nominate a person for membership shall terminate, either by virtue of a resolution of the Executive Committee revoking such authority, or by virtue of the happening of either of the events referred to in paragraph (E) of the ~~said Article 9~~;

Rider C — ~~;~~ and

(iv) if, being a person holding membership pursuant to Article 10, the Executive Committee in its absolute discretion shall resolve that such person should cease to be a member of the ~~Association~~ Council;

(v) if, being a person holding membership pursuant to a nomination in that behalf made under Article 8 (A) by any of the Nominating Bodies referred to in ~~(B)~~ paragraphs (A), and (C) of Article 38, that person ceases for any reason to be a member of the Executive Committee;

(vi) if, being a person holding membership either pursuant to any nomination in that behalf made under Article 8 (B), or pursuant to paragraph (A) ~~or (B)~~ of Article 11, that person ceases for any reason to be a member of the Scottish Committee;

(and to a resolution of the Scottish Committee) or pursuant to paragraph (e) of Article 11

(vii) if, being a person holding membership pursuant to Article 11 (A) (who is not for the time being the Chairman of the Scottish Committee), the Scottish Committee in its absolute discretion shall resolve that such person should cease to be a member of the ~~Association~~ Council.

paragraph (A) of

and to a resolution of the Scottish Committee

or pursuant to paragraph (A) of Article 11 (and to a resolution of the Northern Ireland Committee) or pursuant to paragraph (c) of Article 11

(viii) if, being a person holding membership either pursuant to any nomination in that behalf made under Article 8 (C), ~~or pursuant to Article 11 (C)~~, that person ceases for any reason to be a member of the Northern Ireland Committee.

(ix) ~~if~~, being a person holding membership pursuant to paragraph (A) of Article 11 and to a resolution of the Northern Ireland Committee, in its absolute discretion shall resolve ~~for~~ such person should cease to be a member of the Council.

the Northern Ireland Committee

(B) Any person who is for the time being a member of the ~~Association~~ Council pursuant to a nomination made in that behalf by the Housing Minister under Article 8 (A) shall ipso facto cease to be such a member upon the expiration of three calendar years from his last having become a member in accordance with Article 8 (F).

(C) The Secretary shall forthwith remove from the register of members of the ~~Association~~ Council the name of any person who has ceased to be a member of the ~~Association~~ Council pursuant to any of the provisions of paragraphs (A) and (B) of this Article.

GENERAL MEETINGS

17. The ~~Association~~ Council shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

18. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

19. The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

20. Twenty-one day's notice in writing at the least of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors, and the Ministers) as are under these Articles or under the Act entitled to receive such notices from the ~~Association~~ Council; but with the consent of all the members having the right to attend and vote thereat, or of such proportion

of them as is prescribed by the Act in the case of General Meetings other than Annual General Meetings, a General Meeting may be convened by such notice as those members may think fit.

21. The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceeding had, at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS AND VOTES OF MEMBERS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and a balance sheet, and the reports of the Executive Committee and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

23. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided eight members personally present and entitled to vote shall be a quorum.

24. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of 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 at such other place as the Executive Committee may determine, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the members present (provided not less than four of them are entitled to vote therat) shall be a quorum.

25. Every member of the ~~Association~~ Council, whether or not he is entitled to vote thereat, shall be entitled to attend and (save as otherwise expressly provided by these Articles) generally take part in the proceedings at every General Meeting.

26. The Chairman shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members of the Council ~~Association~~ present shall choose some member of the Executive Committee to preside as chairman of the Meeting, or if no such member be present, or if all the members of the Executive Committee present decline to take the chair, the members of the ~~Association~~ Council present shall choose one of their number (being a person entitled to vote thereat) to preside as chairman of the Meeting.

27. The chairman of any General Meeting at which a quorum is present may, with the consent of such Meeting (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 business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting, and to the same persons. Save as aforesaid, no person shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

28. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the Meeting, or by at least three members present and entitled to vote at the Meeting, or by a member of members present and representing one-tenth of the total voting rights of all the members having the right to vote at the Meeting, and unless a poll be so demanded a declaration by the chairman of the Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the ~~Association~~ Council shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

29. Subject to the provisions of Article 30 if a poll be demanded in manner aforesaid, it shall be taken at the General Meeting in such manner as the Chairman of the General Meeting shall direct.

30. No poll shall be demanded on the election of a chairman of any General Meeting, or on any question of adjournment of any General Meeting.

31. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a second or casting vote.

32. The demand for a poll shall not prevent the continuance of a General Meeting for the trsnaction of any business other than the question on which a poll has been demanded.

33. (A) Save as provided by paragraphs (B) and (C) of this Article, no person who for the time being holds membership of the ~~Association~~ Council pursuant to any nomination in that behalf made under Article 8 (B), or who for the time being holds membership of the ~~Association~~ Council pursuant to Article 11 (A), and who (in either such case) is not for the time being the Chairman of the Scottish Committee, shall be entitled to vote at any General Meeting.

and to a resolution of the Scottish Committee

(B) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meetings by paragraph (A) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if andwhen (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office Provided always that there shall not at any one time be more than three members who are entitled to vote at General Meetings pursuant to this paragraph (B).

(C) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (A) of this Article (and who is not for the time being himself entitled to vote at General Meetings pursuant to paragraph (B) of this Article), the entitlement from thenceforth to vote at any and every General Meeting at which some member (who shall be specified in such resolution) for the time being entitled to vote at General Meetings pursuant to paragraph (B) of this Article is not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that:-

(i) there shall not at any time be more than one member entitled to vote pursuant to this paragraph (C) as an alternate for the same member entitled to vote at General Meetings pursuant to paragraph (B) of this Article;

(ii) no member may at any time be entitled to vote pursuant to this paragraph (C) as an alternate for more than one member entitled to vote at General Meetings pursuant to paragraph (B) of this Article; and

(iii) the entitlement of a member to vote pursuant to this paragraph (C) as an alternate shall ipso facto be revoked if such member should himself become entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee, or if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee.

(D) Save as provided by paragraphs (E) and (F) of this Article, no person who for the time being holds membership of the ~~Association~~ Council pursuant to any nomination in that behalf made under Article 8 (C) shall be entitled to vote at any General Meeting.

, a who for the time being holds membership of the council pursuant to Article 11(A) (and to a resolution of the Northern Ireland Committee)

(E) The Northern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that there shall not at any one time be more than one member who is entitled to vote at General Meetings pursuant to this paragraph (E).

(F) The Northern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at any and every General Meeting at which the member if any (which member if any shall be specified in such resolution) for the time being entitled to vote at General Meetings pursuant to paragraph (E) of this Article is not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that:-

(i) there shall not at any time be more than one member entitled to vote as an alternate pursuant to this paragraph (F); and

(ii) the entitlement of a member to vote pursuant to this paragraph (F) as an alternate shall ipso facto be revoked if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (E) of this Article.

34. Every person who for the time being holds membership of the ~~Association~~ Council pursuant to any nomination in that behalf made under Article 8(A), or pursuant to Article 9 or 10, or who is for the time being the Chairman of the Scottish Committee or who is for the time being the Chairman of the Northern Ireland Committee shall be entitled to vote at all General Meetings.

35. Subject as provided by Article 31, and by sub-paragraphs (iii), ~~and~~ (iv) and (v) of Article 39 (B), on any question or resolution arising at any General Meeting every member of the ~~Association~~ Council present at that General Meeting who is entitled to vote at such General Meeting shall, whether on a show of hands or on a poll, have one vote.

36. No member shall be allowed or entitled to attend or vote at any General Meeting by proxy.

THE EXECUTIVE COMMITTEE

37. Every member (or alternate member) of any Executive Committee as at the Effective Day, who became such a member (or alternate member) pursuant to any provision or provisions of the Articles of Association of the ~~Association~~ Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member (or alternate member) pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member (or alternate member) from and after the Effective Day, subject to these Articles.

38. As from and after the Effective Day the Executive Committee shall ~~continue to~~ consist of :-

(A) Every person who is for the time being a member of the ~~Association~~ Council pursuant to the nomination under Article 8 (A) of The Building Societies' Association.

(B) Every person who is for the time being a member of the ~~Association~~ Council pursuant to the nomination under Article 8 (A), of the Housing Minister.

(C) One of the persons (if any) who are for the time being members of the Association pursuant to the nomination under Article 8 (A), of The Royal Institute of British Architects.

(D) Two of the persons (if any) who are for the time being members of the Council ~~Association~~ pursuant to the nomination under Article 8 (A) of The Royal Institution of Chartered Surveyors.

(E) Not more than five of the persons (if any) who are for the time being members of the ~~Association~~ Council pursuant to the nomination under Article 8 (A) of The National Federation of Building Trades Employers.

(F) One of the persons (if any) who are for the time being members of the ~~Association~~ Council pursuant to the nomination under Article 8 (A) of The National Federation of Building Trades Operatives.

(G) ~~One of the~~ persons (if any) who ~~are~~ is for the time being members of the Council ~~Association~~ pursuant to the nomination under Article 8 (A), of The ~~National Federation of Owner Occupiers and Owner Residents Associations~~ Consumers Association.

(H) One of the persons (if any) who are for the time being members of the ~~Association~~ Council pursuant to a Resolution of the ~~Association~~ Council in General Meeting under Article ~~8 (G)~~ 9.

(I) Not more than one person who is for the time being a member of the Council ~~Association~~ pursuant to Article 10, and who is co-opted by the Executive Committee in accordance with Article 40.

RIDER D.

(iii) on any election of the category of members of the Executive Committee referred to in paragraph (D) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast up to two votes (but shall not be able to cast more than one vote in favour of any one of the persons eligible for that category), and the two eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that two persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is elected;

39. The mode of appointment to the Executive Committee of, and the tenure of office of, the members of the Executive Committee referred to in paragraphs ~~(D) to (I) (both inclusive)~~ of Article 38, shall, subject to Article 48, be governed by the following provisions:-

1973

Council (A) At the Annual General Meeting of the ~~Association~~ held in 1973, and at every third Annual General Meeting held thereafter, all of the members of the Executive Committee for the time being holding office in accordance with the said paragraphs ~~(D) to (I)~~ shall retire from office (but shall be eligible for re-election), and the vacancies in the Executive Committee thereby arising, together with all other vacancies then existing in the categories of members of the Executive Committee respectively referred to in those paragraphs, shall, in accordance with but subject to paragraph (B) of this Article, be filled by election.

(c) to (f) both inclusive and (ii)

(1) This should be a reference to 1973 (if and only if) the A.G.M. in 1973 has still to be held when these new Articles take effect.

(B) At each such Annual General Meeting as is referred to in paragraph (A) of this Article:-

(i) Every person who is for the time being a member of the ~~Association~~ Council pursuant to the nomination of a Nominating Body referred to in any of the said paragraphs ~~(D) to (I)~~ shall be eligible for election as a member of the Executive Committee pursuant to the relative paragraph;

(ii) the categories of members of the Executive Committee respectively referred to in the said paragraphs ~~(D) to (I)~~ shall be elected in turn by the Annual General Meeting, from amongst the persons respectively eligible therefor;

Rider 1 → See opposite

(iii) on any election of the category of members of the Executive Committee referred to in paragraph (F) of Article 38, each member of the Council ~~Association~~ present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast up to five votes (but shall not be able to cast more than one vote in favour of any one of the persons eligible for

that category), and the five eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that five persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is or are elected;

(iv) on any election of any such category of member of the Executive Committee as is referred to in paragraphs ~~(D)~~, ~~(E), (G), (H) and (I)~~ of Article 38, each member of the ~~Association~~ Council present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast one vote, and the eligible person receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) the chairman of the Annual General Meeting shall have a second or casting vote;

(v) save as provided by sub-paragraphs (iii) and (iv) hereof all the provisions of these Articles relative to proceedings at General Meetings of the ~~Association~~ Council and to votes of members thereat shall apply in respect of any election of any of the categories of the members of the Executive Committee respectively referred to in the said paragraphs ~~(D) to (I)~~;

(vi) if the number of persons eligible for any of the categories of members of the Executive Committee respectively referred to in the said paragraphs ~~(D) to (I)~~ shall not exceed the number of the vacancy or vacancies to be filled in that category, then unless the Annual General Meeting otherwise resolves the person or persons so

eligible shall not be deemed to be elected and instead such vacancy or vacancies shall be filled by the Executive Committee in accordance with paragraph (C) of this Article.

(C) In the event of there being at any time any vacancy or vacancies in any of the categories of members of the Executive Committee respectively referred to in the said paragraphs ~~(D) to (I)~~ (C) to (A) both inclusive and (H) by virtue of the operation of paragraph (B) (vi) of this Article, or of any such vacancy or vacancies at any time existing or occurring due to any other reason whatsoever the Executive Committee shall, as soon as practicable after the same shall have first occurred, appoint to fill the same some person or persons eligible for that category, but so that if and for so long as the number of persons so eligible does not exceed the number of such vacancy or vacancies the Executive Committee may in its absolute discretion determine not to fill the same pursuant to this paragraph (C).

(D) Every person elected or appointed as a member of the Executive Committee pursuant to paragraph (B) or (C) of this Article shall, subject only to Article 48, thereafter continue to be such a member until he shall retire from his office as such in accordance with paragraph (A) of this Article.

40. (A) The Executive Committee may from time to time co-opt any person who is for the time being a member of the ~~Association~~ Council pursuant to Article 10 for such term of office not exceeding three calendar years, as, subject to Article 48, the Executive Committee shall in its absolute discretion determine at the time of co-option.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

41. ~~(B)~~ A Each of the Nominating Bodies respectively referred to in paragraphs ~~(D), (E), (G) and (H)~~ (C), (D) and (E) of Article 38 shall be entitled at any time and from time to time, by delivery at the Office a notice in writing to that effect signed by its duly authorised officer or

representative, (such notice to be in any form from time to time prescribed or permitted by the Executive Committee), to appoint any person, who is for the time being a person holding membership of the ~~Association~~ Council pursuant to the nomination under Article 8(A) of that particular Nominating Body, to be an alternate member of the Executive Committee to any person who is for the time being a member of the Executive Committee pursuant to such of the said paragraphs of Article 38 as refers to that particular Nominating Body, and may at any time and from time to time, by delivering at the Office a notice in writing to that effect signed as aforesaid, (and being in any such form as aforesaid) remove from office any person so appointed, but so that there shall not at any one time be more than one person holding office as an alternate member of the Executive Committee under this paragraph (B) pursuant to the appointment of the same Nominating Body.

(C) The appointment of any alternate member of the Executive Committee effected pursuant to paragraph (A) of this Article shall ipso facto determine on the happening (in relation to such alternate member) of any of the events referred to in paragraphs (A) to (D) (both inclusive) of Article 48, ~~(but so that paragraph (A) of Article 48 shall not apply to an alternate member appointed pursuant to paragraph (A) of this Article)~~, and his appointment shall also determine ipso facto if the person to whom he has been appointed an alternate ceases either as a result of retirement under Article 39 (A) or for any other reason whatsoever to be a member of the Executive Committee.

(D) An alternate member of the Executive Committee appointed pursuant to paragraph (A) of this Article shall be entitled to attend and to vote, and to be counted towards the quorum required by or pursuant to Article 55, as a member of the Executive Committee, at any meeting of the Executive Committee at which the person to whom he has been appointed an alternate is not personally present, and generally at any such meeting as aforesaid to perform all the functions of such person as a member of the Executive Committee.

THE CHAIRMAN

42. The Chairman shall be such of the persons, for the time being holding membership of the Council ~~Association~~ pursuant to the nomination under Article 8 (A) of the Housing Minister, as the Housing Minister shall at any time and from time to time in his absolute discretion appoint, and subject as aforesaid the Housing Minister shall have the like discretion at any time and from time to time to remove any such person from the office of Chairman. Any such appointment or removal as aforesaid shall be effected by delivering at the Office a notice in writing to that effect signed by, or by a duly authorised officer or representative of the Housing Minister, and shall take effect forthwith upon such delivery as aforesaid.

43. The office of the Chairman shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Executive Committee.

44. The Chairman as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed the Chairman under Article 42 at the date when he in fact became the Chairman; and he shall continue in office as the Chairman from and after the Effective Day, subject to Articles 42 and 43.

HONORARY PRESIDENT AND VICE-PRESIDENTS OF THE ASSOCIATION

45. The ~~Association~~ Council in General Meeting may at any time and from time to time elect any person, whether or not he is a member of the ~~Association~~ Council or of the Executive Committee, to be the Honorary President or an Honorary Vice-President of the ~~Association~~ Council, for such period of office as the ~~Association~~ Council in General Meeting may from time to time in its absolute discretion determine, but so that at any one time there shall not be more than one person holding office as Honorary President of the ~~Association~~ Council or more than ~~six~~ persons holding office as Honorary Vice-Presidents of the ~~Association~~ Council

46. The Honorary President and any Honorary Vice-President whether or not (in either case) he is a member of the ~~Association~~ Council or of the Executive Committee, shall be entitled to attend and to speak at any General Meeting of the ~~Association~~ Council and at any meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, but shall not by virtue of holding the office of Honorary President or Honorary Vice-President (as the case may be) be entitled to vote at any such General Meeting or meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

47. The offices of the Honorary President and of an Honorary Vice-President shall not confer or impose upon the respective holders of such offices any powers, discretions or duties in relation to the affairs of the ~~Association~~ Council, and no holder of either such office shall, by virtue of holding the same, for any of the purposes of these Articles or of the Act be or be deemed to be a member of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

48. The office of a member of the Executive Committee shall ipso facto be vacated:-

(A) if for any reason he ceases to be a member of the ~~Association~~ Council;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his said office;

(C) if he becomes prohibited from being a director of a Company by reason of any order made under Section 188 of the Act;

(D) if he is removed from his said office by a resolution duly passed pursuant to section 184 of the Act;

(E) if, being a member of the Executive Committee pursuant to Article 38 (2), he ceases for any reason to be a member of the Finance Committee.

49. None of the provisions of section 185 of the Act, or of any statutory re-enactment, modification, or extension thereof for the time being in force, shall apply to the ~~Association~~ Council or to any member or prospective member of the Executive Committee.

POWERS OF THE EXECUTIVE COMMITTEE

50. The business of the ~~Association~~ shall be managed by the Executive Committee, which, in addition to exercising the powers and authorities expressly conferred upon the Executive Committee by these Articles, may exercise all such powers and discretions of the ~~Association~~ Council, and do all such acts and things as may be exercised and done by the ~~Association~~ Council, and as are not by these Articles or by statute directed or required to be exercised or done by the ~~Association~~ Council in General Meeting, and as are not by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, but subject nevertheless to the provisions of the Act, of the Companies Act, 1967, and of these Articles.

51. Without prejudice to the generality of the powers conferred upon the Executive Committee by Article 50, but subject always to Article 104, the Executive Committee shall be responsible on behalf of the ~~Association~~ Council for the maintenance of the English Register, and for the exercise of all powers which are vested in the ~~Association~~ Council in relation to the English Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the ~~Association~~ Council, or which, being in any way incidental to the maintenance of the English Register or to any of the powers aforesaid, may be exercised by the ~~Association~~ Council. Provided always that nothing in this Article contained shall enable the Executive Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Scottish Committee, by the Northern Ireland Committee, or by the Finance Committee.

52. Subject to the provisions of Article 55, the members for the time being of the Executive Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Executive Committee.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

53. Any member of the Executive Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Executive Committee.

54. Not less than two clear days' notice in writing of every meeting of the Executive Committee shall be given to all members and alternate members of the Executive Committee, other than to members and alternate members thereof who are for the time being absent from the United Kingdom: and shall also be given to the Housing Minister. In respect of every notice required to be given to ~~either of~~ the ~~English~~ Housing Ministers pursuant to this Article, all the provisions of Articles 21, 135 and 136, shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

55. The quorum necessary for the transaction of the business of the Executive Committee shall be any five members thereof, or such other number of members thereof as the Executive Committee may from time to time prescribe. Any meeting of the Executive Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Executive Committee.

56. Questions arising at any meeting of the Executive Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

57. At every meeting of the Executive Committee the Chairman shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if the Chairman is not present, the members of the Executive Committee present at such meeting shall elect one of their number to be chairman of such meeting.

58. Subject to the provisions of these Articles, the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

59. All acts bona fide done by any meeting of the Executive Committee, or by any person acting as a member (or alternate member) of the Executive Committee, shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member (or as the case may be alternate member) of the Executive Committee.

60. The Executive Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all General Meetings of the ~~Association~~ Council and all meetings of the Executive Committee or of any sub-committee thereof, and any minutes of any such General Meeting or meeting, if purported to be signed, by the chairman thereof, or by the chairman of the next succeeding such General Meeting or (as the case may be) meeting, shall be sufficient evidence without any further proof of the facts therein stated.

61. A resolution in writing signed by all the members (including alternate members) of the Executive Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and constituted.

THE SCOTTISH COMMITTEE

62. (A) As from and after the Effective Day there shall continue to be a standing Committee of the ~~Association~~ Council known as the Scottish Committee.

(B) Every member of the Scottish Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the ~~Association~~ Council in force ~~immediately~~ at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

63. The Scottish Committee shall consist of:-

(A) Every person who is for the time being a member of the ~~Association~~ Council pursuant to any nomination effected by any Nominating Body (or by any two Joint Nominating Bodies) in accordance with Article 8 (B).

(B) Every person who is for the time being a member of the ~~Association~~ Council pursuant to a Resolution of the Scottish Committee under Article 11(A).

(C) The person (if any) who is for the time being both a member of the ~~Association~~ Council pursuant to Article 11 (B) and the Chairman of the Scottish Committee by virtue of paragraph (C) of Article 64.

THE CHAIRMAN OF THE SCOTTISH COMMITTEE

64. (A) The Scottish Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is already a member of the Scottish Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is not already a member of the Scottish Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the ~~Association~~ Council in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Scottish Committee of any person whose appointment to that office is resolved upon in accordance with paragraph (A) of this Article (which said period shall commence when such appointment takes effect) shall, subject to paragraph (E) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Scottish Committee may from time to time and at any time during the currency of such period of office (or of such

period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained:

(i) it shall not be possible for more than one person to hold the office of Chairman of the Scottish Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Scottish Minister, such approval to be in any form for the time being prescribed or permitted by the Scottish Committee.

(F) The Chairman of the Scottish Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day, subject to the provisions of this Article and of Article 65.

65. The office of the Chairman of the Scottish Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Scottish Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE SCOTTISH COMMITTEE

66. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Scottish Committee as if every reference therein to the Executive Committee were a reference to the Scottish Committee.

67. The office of a member of the Scottish Committee shall ipso facto be vacated, if, holding the office of Chairman of the Scottish Committee pursuant to an appointment effected in accordance with Articles 11 (B) and 64 (C), his period of office (or extended period of office) as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE SCOTTISH COMMITTEE

68. The Scottish Committee, in addition to exercising the other powers and authorities expressly conferred upon the Scottish Committee by these Articles, shall, notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the ~~Association~~ Council for the maintenance of the Scottish Register, and for the exercise of all powers which are vested in the ~~Association~~ Council in relation to the Scottish Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the ~~Association~~ Council or which, being in any way incidental to the maintenance of the Scottish Register, or to any of the powers aforesaid, may be exercised by the ~~Association~~ Council. Provided always that nothing in this Article contained shall enable the Scottish Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Northern Ireland Committee, or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Council ~~Association~~ or any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

69. Subject to the provisions of Article 72 the members for the time being of the Scottish Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Scottish Committee.

PROCEEDINGS OF THE SCOTTISH COMMITTEE

70. Any member of the Scottish Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Scottish Committee.

71. Not less than two clear days' notice in writing of every meeting of the Scottish Committee shall be given to all members of the Scottish Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Scottish Minister. In respect of every notice required to be given to the Scottish Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemd to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

72. The quorum necessary for the transaction of the business of the Scottish Committee shall be any five members thereof, or such other number of members as the Scottish Committee may from time to time prescribe. Any meeting of the Scottish Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Scottish Committee.

73. Subject as provided by proviso (i) to Article 11 (A), questions arising at any meeting of the Scottish Committee shall be determined by a majority of votes; and, subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

74. At every meeting of the Scottish Committee the Chairman of the Scottish Committee shall be the chairman thereof, but if at any such meeting there be no Chairman of the Scottish Committee, or if he is not present, the members of the Scottish Committee present at such meeting shall elect one of their number to be chairman of such meeting.

75. Subject to the provisions of these Articles, the Scottish Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

76. All acts bona fide done by any meeting of the Scottish Committee, or by any person acting as a member of the Scottish Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Scottish Committee.

RIDER E

(B) Every member of the Northern Ireland Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day. shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles, and shall continue as such a member from and after the Effective Day, subject to these Articles.

77. The Scottish Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Scottish Committee or of any sub-committee thereof, and any minutes of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

78. A resolution in writing signed by all the members of the Scottish Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Scottish Committee duly convened and constituted. Provided that this Article shall not apply in respect of any such resolution of the Scottish Committee as is referred to in Article 11 (A).

THE NORTHERN IRELAND COMMITTEE

79(A) As from the Effective Day there shall continue to be a standing Committee of the ~~Association~~ Council known as the Northern Ireland Committee.

Rider E →

80. The Northern Ireland Committee shall consist of:-

(A) Every person who is for the time being a member of the ~~Association~~ Council pursuant to any nomination effected by any Nominated Body under Article 8 (C); and

(B) the person (if any) who is for the time being both a member of the ~~Association~~ Council pursuant to Article 11 (C) and the Chairman of the Northern Ireland Committee by virtue of Article 81.

(C) Every person who is for the time being a member of the ~~Association~~ Council pursuant to a Resolution of the Northern Ireland Committee under Article 11(A).

THE CHAIRMAN OF THE NORTHERN IRELAND COMMITTEE

81. (A) The Northern Ireland Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person (~~not being already a member of the Association~~ Council) to be its Chairman.

RIDER F.

64. ~~(A) The Northern Ireland Committee may from time to time, resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.~~

(B) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is already a member of the Northern Ireland Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is not already a member of the Northern Ireland Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Council in accordance with Article 11 (B).

(B) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is to be resolved upon, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Association in accordance with Article 11 (C).

(C) The period of office as the Chairman of the Northern Ireland Committee of any person whose appointment to that office is so resolved upon (which said period shall commence when such appointment takes effect) shall, subject to paragraph (D) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Northern Ireland Committee may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(D) Notwithstanding anything in this Article contained:

(i) it shall not be possible for more than one person to hold the office of Chairman of the Northern Ireland Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (B) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Northern Ireland Minister, such approval to be in any form for the time being prescribed or permitted by the Northern Ireland Committee.

82. The office of the Chairman of the Northern Ireland Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE NORTHERN IRELAND COMMITTEE

83. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Northern Ireland Committee as if every reference therein to the Executive Committee were a reference to the Northern Ireland Committee.

84. The office of a member of the Northern Ireland Committee shall ipso facto be vacated, if, holding the office of Chairman of the Northern Ireland Committee pursuant to an appointment effected in accordance with Articles 11 (C) and 81, his period of office(or extended period of office) as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE NORTHERN IRELAND COMMITTEE

85. The Northern Ireland Committee, in addition to exercising the other powers and authorities expressly conferred upon the Northern Ireland Committee by these Articles, shall notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the ~~Association~~ Council for the maintenance of the Northern Ireland Register, and for the exercise of all powers which are vested in the ~~Association~~ Council in relation to the Northern Ireland Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the ~~Association~~ Council or which, being in any way incidental to the maintenance of the Northern Ireland Register, or to any of the powers aforesaid, may be exercised by the ~~Association~~ Council Provided always that nothing in this Article contained shall enable the Northern Ireland Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Scottish Committee or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the ~~Association~~ Council or any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

86. Subject to the provisions of Article 89 the members for the time being of the Northern Ireland Committee may act notwithstanding any vacancy or vacancies for the time being existing in th Northern Ireland Committee.

PROCEEDINGS OF THE NORTHERN IRELAND COMMITTEE

87. Any member of the Northern Ireland Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Northern Ireland Committee.

88. Not less than two clear days' notice in writing of every meeting of the Northern Ireland Committee shall be given to all members of the Northern Ireland Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Northern Ireland Minister. In respect of every notice given to the Northern Ireland Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

89. The quorum necessary for the transaction of the business of the Northern Ireland Committee shall be any three members thereof, or such other number of members as the Northern Ireland Committee may from time to time prescribe. Any meeting of the Northern Ireland Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Northern Ireland Committee.

90. ~~Questions~~ arising at any meeting of the Northern Ireland Committee shall be determined by a majority of votes; ~~In~~ the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

91. At every meeting of the Northern Ireland Committee the Chairman of the Northern Ireland Committee shall be the chairman thereof, but if at any such meeting there be no Chairman of the Northern Ireland Committee, or if he is not present, the members of the Northern Ireland Committee present at such meeting shall elect one of their number to be chairman of such meeting.

92. Subject to the provisions of these Articles, the Northern Ireland Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

93. All acts bona fide done by any meeting of the Northern Ireland Committee, or by any person acting as a member of the Northern Ireland Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Northern Ireland Committee.

94. The Northern Ireland Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Northern Ireland Committee or of any sub-committee thereof, and any minutes of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

95. A resolution in writing signed by all the members of the Northern Ireland Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Northern Ireland Committee duly convened and constituted.

Provided that this Article shall not apply in respect of and such resolution of the Northern Ireland Committee as is referred to in Article 11(A)

THE FINANCE COMMITTEE

Continue to

96. As from and after the Effective Day there shall be a standing Committee of the Association Council known as the Finance Committee.

97. Every member of the Finance Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the ~~Association~~ Council in force ~~immediately~~ at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

98. The Finance Committee shall consist of :-

(A) Every person who is for the time being a member of the Association pursuant to the nomination under Article 8 (A), of the Housing Minister, and who is also therefore a member of the Executive Committee by virtue of Article 38 (B).

(B) Not more than two of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (A).

(C) Not more than three of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (E).

(D) Not more than one person who is for the time being a member of the Scottish Committee ~~and not more than one person who is for the time being a member of the Northern Ireland Committee and who are~~ and who is co-opted by the Finance Committee in accordance with Article 100.

(E) Not more than one person who is for the time being a member of the Northern Ireland Committee and who is co-opted by the Finance Committee in accordance with Article 100.

99. The Executive Committee shall from time to time and in its absolute discretion choose the members of the Finance Committee referred to in paragraphs (B) and (C) of Article 98, and may at any time in the like discretion terminate the tenure of office of any such member.

100 (A) The Finance Committee may from time to time co-opt any person who is for the time being a member of the Scottish Committee and any person who is for the time being a member of the Northern Ireland Committee for such term of office, not exceeding three years as, subject to Article 102 (B), the Finance Committee shall in its absolute discretion determine at the time of co-option. Provided that no person shall be so co-opted unless he has previously been recommended for such co-option by a resolution of the Scottish Committee ~~of which he is a member~~.

or (as the case may be) of the Northern Ireland Committee

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

RIDER 4

(D) if, holding his said office pursuant to paragraph (E) of Article 98:-

(i) his period of co-option (as determined in accordance with Article 100A) shall expire; or

(ii) the Northern Ireland Committee shall resolve that he should cease to be a member of the Finance Committee; or

(iii) he shall for any reason cease to be a member of the Northern Ireland Committee.

THE CHAIRMAN OF THE FINANCE COMMITTEE

101. The Finance Committee may from time to time choose any of its members for the time being (not being any such member as is referred to in Articles 98 ~~(D) and 100~~) to be its Chairman, and subject always to Articles ~~90 and 100~~ 102 and 103 may determine the term of his office as such Chairman.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE FINANCE COMMITTEE

102. The office of a member of the Finance Committee shall ipso facto be vacated:-

(A) if, holding his said office pursuant to paragraph (A), (B) or (C) of Article 98, he for any reason shall cease to be a member of the Executive Committee;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning such office;

(C) if, holding his said office pursuant to paragraph (D) of Article 98:-

(i) his period of co-option (as determined in accordance with Article 100 (A)) shall expire, or

(ii) the Scottish Committee shall resolve that he should cease to be a member of the Finance Committee; or

(iii) he shall for any reason cease to be a member of the Scottish Committee.

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103. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Finance Committee as if every reference therein to the Executive Committee were a reference to the Finance Committee.

POWERS OF THE FINANCE COMMITTEE

104. Without prejudice to the other powers and discretions expressly conferred upon the Finance Committee by these Articles, the following powers and discretions shall, notwithstanding anything in Articles 50, 51, 68 and 85 contained, but subject as hereinafter provided, be exercised by the Finance Committee:-

(A) all powers and discretions of the Council ~~Association~~ to borrow and raise money, and to acquire and dispose of property;

(B) all the powers and discretions vested in the ~~Association~~ Council by paragraph (11) of Clause 3 (B) of its Memorandum of Association;

(C) all powers and discretions of the Council ~~Association~~ relating to the engagement, dismissal and terms of employment of its staff and employees;

(D) all powers and discretions of the Council ~~Association~~ regarding the investment of its funds; and

(E) all other powers and discretions of the ~~Association~~ Council which directly affect the finances of the ~~Association~~ Council.

PROVIDED ALWAYS that:-

(i) Nothing in this Article contained shall apply to any of the powers and discretions expressly conferred upon the Executive Committee by Articles 129 to 131 (both inclusive), or to any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Council ~~Association~~, or to any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

(ii) Subject to proviso (i) to this Article, in the event of any doubt or dispute arising at any time howsoever as to the nature or extent of the powers and discretions exercisable by the Finance Committee under this Article, such doubt or dispute shall be determined upon and resolved by the Chairman, whose decision in that behalf shall be binding and conclusive for all purposes.

105. The Finance Committee may at any time and from time to time authorise the repayment by the ~~Association~~ Council, to any member of the Executive Committee (including any alternate member thereof appointed under Article 41), or of the Scottish Committee, or of the Northern Ireland Committee, or of the Finance Committee, or of any sub-committee of the Executive Committee, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, of all or any out-of-pocket expenses incurred by him in consequence of his attendance at any General Meeting of the ~~Association~~ Council or at any meeting of any such Committee or sub-committee as aforesaid, or otherwise howsoever in the performance of his duties in connection with the affairs of the ~~Association~~ Council, and he shall in such event be repaid out of the funds of the ~~Association~~ Council all of the out-of-pocket expenses the repayment of which is so authorised.

106. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the ~~Association~~ Council, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Finance Committee shall from time to time determine.

107. Subject to the provisions of Article 110 the members for the time being of the Finance Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Finance Committee.

PROCEEDINGS OF THE FINANCE COMMITTEE

108. Any member of the Finance Committee (not being a member for the time being holding membership thereof pursuant to paragraph (D) of Article 98) may at any time, and on the request of any member of the Finance Committee (not being such a member as aforesaid) the Secretary forthwith shall, summon a meeting of the Finance Committee.

(E) paragraph

109. (A) No member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) of Article 98 shall be entitled to receive notice of or attend at any meeting of the Finance Committee unless, not less than four clear days prior to the date of the meeting in question, the Chairman of the Finance Committee shall have certified in writing to the Secretary that in the opinion of such Chairman (which opinion shall be final and conclusive) there will or may arise at that meeting a question which is directly relevant to the exercise by the Scottish Committee of some one or more of the powers vested in the Scottish Committee by Article 68.

(B) Subject to paragraph (A) of this Article, not less than two clear days' notice in writing of every meeting of the Finance Committee shall be given to all members of the Finance Committee, other than to members thereof who are for the time being absent from the United Kingdom. In respect of every notice required to be given pursuant to this paragraph (B) all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

110. The quorum necessary for the transaction of the business of the Finance Committee shall be any two members thereof, but excluding for this purpose any person for the time being holding membership of the Finance Committee pursuant to paragraph (D) of Article 98. Any meeting of the Finance Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Finance Committee.

111. Any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) of Article 98 shall not be entitled to vote on any question arising at any meeting of the Finance Committee, unless in the opinion of the chairman of that meeting (which opinion shall be final and conclusive) that question is directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68. Save as aforesaid (and subject as provided by Article 112) on any question arising at any meeting of the Finance Committee every member thereof (present at such meeting) shall have one vote.

112. All questions arising at any meeting of the Finance Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the the meeting shall have a second or casting vote.

113. At every meeting of the Finance Committee the Chairman for the time being of the Finance Committee (holding office as such in accordance with Article 101) shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if such Chairman is not present, the members of the Finance Committee present at such meeting shall elect one of their number (not being a member for the time being holding membership of the Finance Committee pursuant to paragraph (D) of Article 98) to be chairman of such meeting.

114. Subject to the provisions of these Articles, the Finance Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

115. All the provisions of Articles 76 and 77 shall apply mutatis mutandis to the Finance Committee as if every reference therein to the Scottish Committee were a reference to the Finance Committee.

116. A resolution in writing signed by all the members of the Finance Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effective as if it had been duly passed at a meeting of the Finance Committee duly convened and constituted. Provided that the signing of any resolution in writing by any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) of Article 98 shall not be necessary for such resolution to be valid under this Article if (but only if) the Chairman of the Finance Committee shall certify in writing that in his opinion (which shall be final and conclusive) such resolution is not directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68 or to the exercise by the Northern Ireland Committee of any of the powers vested in the Northern Ireland Committee by Article 85 ~~as the case may be~~.

SUB-COMMITTEES AND DELEGATION OF POWERS

117.(A) The Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee respectively shall have power at any time and from time to time to constitute such sub-committees of each such Committee respectively, consisting of such member or members of the ~~Association~~ Council (none of whom need necessarily be a member of the respective or any other such Committee), as such Committee may think fit; to dissolve any sub-Committee so constituted; to delegate to any such sub-Committee all or any of the powers and discretions for the time being vested in that Committee by or pursuant to these Articles (other than powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11(A)); to reconstitute any such sub-Committee; and to revoke any such delegation as aforesaid.

(B) Every such sub-committee constituted as aforesaid by the Executive Committee, the Scottish Committee, the Northern Ireland Committee or the Finance Committee shall, in the exercise of any powers and discretions delegated to it by the same Committee, conform to any regulations and conditions which may from time to time be imposed upon it by that Committee. Subject as otherwise provided by any such regulations and conditions for the time being in force:-

(i) any such sub-committee (being a sub-committee consisting of more than one member of the ~~Association~~ Council) may elect a chairman of its meetings, and if at any meeting of that sub-committee the chairman so elected is not present, the members of the sub-committee present may choose one of their number to be chairman of that meeting; and

(ii) with regard to the meetings of and otherwise with regard to the proceedings of any such sub-committee, all the provisions of Articles 53, 56, 58 and 76 ~~and 97~~ shall apply mutatis mutandis as though every reference in those Articles to the Executive Committee or to the Scottish Committee ~~or to the Northern Ireland Committee~~ were a reference to such sub-committee.

(C) Notwithstanding anything in this Article ~~hereinbefore~~ contained, any person who is for the time being a member of any sub-committee constituted pursuant to this Article, and who ceases for any reason to be a member of the Council ~~Association~~, shall forthwith upon such cessation cease to be a member of that sub-committee.

118. Each of them the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee shall have power at any time and from time to time to delegate to any other of such Committees, or to any sub-committees (constituted pursuant to Article 117) of any other such Committee, all or any of the powers vested in such first-mentioned Committee by these Articles (other than any powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11 (A)), and to revoke any such delegation as aforesaid. Every Committee or sub-committee to which any powers or discretions have been delegated under this Article shall, in the exercise of such powers and discretions, conform to any regulations and conditions which may from time to time be imposed upon it by the Committee effecting such delegation.

THE SEAL

119. Unless otherwise resolved by the Finance Committee, two members of the Finance Committee and the Secretary shall sign every instrument to which the Seal is affixed.

THE DIRECTOR-GENERAL

120. (A) The senior executive officer of the Council ~~Association~~ shall be known as the Director-General.

(B) Save as otherwise expressly provided by or pursuant to these Articles, the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee, and any sub-committee of any such Committee, may entrust to the Director-General any of the powers and discretions for the time being vested in or delegated to such respective Committee or (as the case may be) such sub-committee upon such terms and conditions and subject to such restrictions as such Committee or (as the case may be) such sub-committee may think fit.

(C) The Director-General shall be such person as shall from time to time be appointed in that behalf by, and his appointment shall be for such period and upon such terms as shall be decided by, the Finance Committee, which may at any time revoke any such appointment, but without prejudice to any rights of compensation which the appointee may have in respect of such revocation under any agreement between himself and the ~~Association~~ Council.

(D) The person holding the office of Director-General as at the Effective Day shall be deemed to have been appointed as the Director-General pursuant to paragraph (C) of this Article upon the terms regulating his appointment as such Director-General at the Effective Day.

THE SECRETARY

121. (A) The provisions of sections 177 and 179 of the Act, relating to the Secretary, shall apply and be observed.

~~(B) The Secretary as at the Effective Day shall be deemed to have been properly appointed.~~

THE MINISTERS

122. The Housing Minister (in addition to being entitled to receive notice of General Meetings of the ~~Association~~ Council and of meetings of the Executive Committee in accordance with Articles 20, 54, 135 and 137), shall be given notice of all meetings of each sub-committee of the Executive Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to ~~either of~~ the ~~English~~ Housing Ministers.

123. The Scottish Minister (in addition to being entitled to receive notice of General Meetings of the ~~Association~~ Council and of meetings of the Scottish Committee in accordance with Articles 20, 71, 135 and 137), shall be given notice of all meetings of each sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117, and Articles 21, 135, and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Scottish Minister.

124. The Northern Ireland Minister (in addition to being entitled to receive notice of General Meetings of the ~~Association~~ Council and of meetings of the Northern Ireland Committee in accordance with Articles 20, 88, 135 and 137), shall be given notice of all meetings of each sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Northern Ireland Minister.

125. The Housing Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the ~~Association~~ Council, and at any meeting of the Executive Committee, and at any meeting of any sub-committee of the Executive Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the ~~Association~~ Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

126. The Scottish Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the ~~Association~~ Council, and at any meeting of the Scottish Committee, and at any meeting of any sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the ~~Association~~ Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

127. The Northern Ireland Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the ~~Association~~ Council, and at any meeting of the Northern Ireland Committee, and at any meeting of any sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the ~~Association~~ Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

ACCOUNTS

128. Without prejudice to any duties of the Executive Committee in that behalf under sub-sections (1) and (2) of section 147 of theAct, the Finance Committee shall be responsible for ensuring that proper books of account are kept with respect to:-

(A) all sums of money received and expended by the ~~Association~~ Council and the matters in respect of which the receipt and expenditure takes place;

(B) all sales and purchases of goods by the ~~Association;~~ Council and

(C) the assets and liabilities of the ~~Association.~~ Council

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the ~~Association's~~ Council's affairs and to explain its transactions.

129. The books of account shall be kept at the Office, or, subject to sub-section (3) of Section 147 of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of members of the Executive Committee, of the Scottish Committee and of the Northern Ireland Committee. The books of account shall also during normal business hours be open to the inspection of members of the ~~Association~~ Council who are not members either of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, subject to such reasonable restrictions as the Finance Committee may in its discretion from time to time impose.

130. At the Annual General Meeting in every year the Executive Committee shall lay before the ~~Association~~ Council an income and expenditure account showing the receipts and expenditure of the ~~Association~~ Council for the period since the last preceding account, made up to a date not more than nine months before such Meeting.

131. A balance sheet shall be made out and laid before the ~~Association~~ Council at the Annual General Meeting in every year, made up to the same date as the income and expenditure account. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and of the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with the requirements of the Act and of the Companies Act 1967 and with any other statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting, subject nevertheless to the provision of section 158 (1) (c) of the Act, be sent to all persons entitled to receive notice of General Meetings (including the Auditors and the Ministers) in the manner in which notices are hereinafter authorised to be served. The Auditor's report shall be open to inspection and shall be read before the Meeting as required by section 14 (2) of the Companies Act 1967.

AUDIT

132. Once at least in every year the accounts of the ~~Association~~ Council shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

133. Auditors shall be appointed and their duties regulated in the manner provided by the relevant provisions of the Act and of the Companies Act 1967.

NOTICES

134. Any notice may be served by the ~~Association~~ Council upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, 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~~ Council for the giving of notices to him.

RIDER 24

103. Every member for the time being of the Council and/or of the Executive Committee and/or of the Scottish Committee and/or of the Northern Ireland Committee and/or of the Finance Committee, and/or any sub-committee of any such Committee as aforesaid, and every Auditor, Director-General, Secretary and other officer, agent or employee for the time being of the Council, shall be indemnified out of assets of the Council against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the Court.

135. Any notice required by any of the provisions of these Articles to be given to any of the Ministers, may be served upon him either personally or by sending through the post in a prepaid letter, addressed to him at the address (if any) in the United Kingdom for the time being supplied by him to the ~~Association~~ Council for the giving of notices to him, or (in the event of there being no such address for the time being) at such address as the ~~Association~~ Council may in its discretion consider appropriate.

136. Any notice, if served by post, shall be deemed to have been served twenty-four hours after the letter containing the same shall have been posted; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put in the post-office or into any post box subject to the control of the Postmaster-General.

137. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(A) every member of the ~~Association~~ Council except those members who (having no registered address within the United Kingdom) have not supplied to the ~~Association~~ Council an address within the United Kingdom for the giving of notices to them; and

(B) the Auditors for the time being of the ~~Association~~ Council; and

(C) the Ministers.

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

INDEMNITY

~~138(A) Every member, officer or employee of~~ the Association shall be indemnified by the Association out of its assets against any liability for damages, costs, and expenses for ~~which~~ any such member, officer or employee may become liable by reason of any neglect, error or omission occuring or committees in good faith ~~in connection with the business of the Association.~~

~~Provided that such indemnity shall not apply~~ to claims in respect of death, bodily injury or damage to property unless arising out of wrongful, faulty or inadequate design or advice.

(B) No member, officer or employee of the Association shall be liable for any act, receipt, neglect, default or any other act for conformity of or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects of the Association shall be deposited, or for any other loss damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own wilful act or default.

Provided that any such indemnity shall have effect ~~only to the extent permitted by Section 205 of the Act~~.

WINDING UP AND DISSOLUTION

139. Clause 9 of the Memorandum of Association of the ~~Association~~ Council, relating to the winding up and dissolution of the ~~Association~~ Council, shall have effect and be observed as if the same were repeated in these Articles.

LICENCE BY THE BOARD OF TRADE

pursuant to Section 18 of the Companies Act 1929.

WHEREAS it has been proved to the Board of Trade that THE HOUSING IMPROVEMENT ASSOCIATION which is about to be registered under the Companies Act 1929, as an Association limited by guarantee is formed for the purpose of prompting objects of the nature contemplated by the 18th Section of that Act and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit to the Members of the said Association.

NOW THEREFORE the Board of Trade in pursuance of the powers in them vested and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seven Members thereof on the 12th day of November 1936 do by this their Licence direct THE HOUSING IMPROVEMENT ASSOCIATION to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade this 14th day of November 1936.

(sd.) E.H.S. MARKER

Comptroller of the Companies Deptmt. authorised on that behalf by the President of the Board of Trade.

Number of Company } 320734 | 67

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

The National House-Builders Registration Council

LIMITED

Passed 6th September , 1973.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

International Students House, 1 Park Crescent, London W.1.

on the 6th day of September , 1973, the subjoined SPECIAL RESOLUTION duly passed, viz. :—

RESOLUTION

, subject to the approval of the Department of Trade and Industry, the isions of the Memorandum of Association of the Council be and they are by altered in the following manner :-

by deleting the word "Association" from every place in the said Memorandum e (meaning the Council) the said word appears, and by substituting for said word, in every such place as aforesaid, the word "Council"; and

by inserting immediately after the word "house-builders", in every place e the said word appears in paragraphs (1) to (4) (inclusive) and (7) of se 3 (B) of the said Memorandum, the words "and developers".

, subject to the approval of the Department of Trade and Industry and con- gently upon taking effect of the change of name of the Council proposed to ffected, the regulations contained in the printed document submitted to meeting, and for the purpose of identification subscribed by the Secretary he Council, shall be adopted as and shall become the Articles of Association he Council, in substitution for and to the complete exclusion of all ting Articles of Association thereof.

Signature A.P. deB. Tall
Secretary

To be signed by the Chairman, a Director, or the Secretary of the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s). See section 143 (1) and (4) printed overleaf.

COMPANIES REGISTRATION - 2 FEB 1974 16 OFFICE TS

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DEPARTMENT OF TRADE
AND INDUSTRY
Companies House
55–71 City Road
London EC1Y 1BB
Tel: 01–253 9393

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Co.
78 Secs. Bldgs.

With the Compliments of
the Registrar of Companies

I think you have already seen
a copy of this one.
(your ref. Co. 367/6); however
may like to see this re

Thanks you.
We have a copy on
file & I believe all
formalities are now
complete.
M.M King (Mrs)
22/2/74

9.
15/2/74.

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 320784

I hereby certify that

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

NATIONAL HOUSE-BUILDING COUNCIL

Given under my hand at London the 8TH OCTOBER 1973

(N. TAYLOR)

Assistant Registrar of Companies

C.172

No. 320784

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS THE HOUSING IMPROVEMENT ASSOCIATION (the word "Limited" being omitted by Licence of the Board of Trade) was incorporated as a limited company under the Companies Act, 1929, on the 17th November, 1936

AND WHEREAS by special resolution of the Company and with the approval of the Board of Trade it has changed its name

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL.

GIVEN under my hand at London, this 9th August, 1967.

L. S. WHITFIELD

Assistant Registrar of Companies.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- OF -

NATIONAL HOUSE-BUILDING COUNCIL

(As Amended by Special Resolutions passed respectively on the 25th day of July 1968 and on the 6th day of September 1973).

1. The name of the Company (hereinafter called "the Council") is "NATIONAL HOUSE-BUILDING COUNCIL".

2. The registered office of the Council will be situate in England.

3. (A) The object for which the Council is established is the improvement of the house-building industry throughout the United Kingdom (including in such industry the building of all forms of home accommodation).

(B) The Council shall have the following powers, all of which shall be ancillary to the object set forth in sub-clause (A) hereof and exercisable in the furtherance of such object but for no other purpose whatsoever, that is to say:-

(1) To establish and maintain in such manner as the Council may from time to time think fit, Registers containing the names of house-builders and developers who in the opinion of the Council observe and maintain sufficiently high standards of house-building.

(2) To make, and from time to time in the discretion of the Council to add to, amend and revoke, and to operate, enforce, observe and comply with, such conditions or rules as the Council may think fit for regulating the establishment and maintenance of the above-mentioned Registers and for prescribing the rights and obligations of house-builders and developers whose names are entered on such Registers, and the rights and obligations of the Council against and to such house-builders and developers and purchasers and lessees of houses built by such house-builders and developers, and for any other purposes in any way connected with or referable to such Registers, or with or to houses built by such house-builders and developers, as the Council may think desirable.

(3) To prescribe or otherwise provide for the manner in which and the terms upon which applications should or may be made by house-builders and developers for entry of their names on the above mentioned Registers, the manner in which such applications should or may be considered and determined upon by the Council, and the pre-requisites which should be or may be required to be satisfied before acceptance by the Council of such applications.

(4) To promote, enter into and carry on schemes under which the Council may or will accept responsibility, to purchasers and lessees of houses from house-builders and developers whose names are entered on the above-mentioned Registers, for defects in the houses so purchased or leased, or for loss or damage suffered otherwise howsoever by such purchasers and lessees in consequence of any defaults by such house-builders and developers,

(5) To promote, encourage and in any way finance research into and interest in matters affecting standards in the design of houses and in the workmanship and materials used in houses, and any technical, scientific or other problems associated therewith, and for such purposes as aforesaid, but without prejudice to the generality of the foregoing, to provide and assist in the provision of scholarships, fellowships, study groups, lectures and seminars.

(6) To conduct and hold, and to sponsor, encourage and assist in the conducting and holding of, surveys, investigations and inquiries on a local or national scale of and into matters affecting the standards of design of houses and of the workmanship and materials employed in the building of houses and any technical, scientific or other problems associated therewith.

(7) To print, publish, issue, circulate, and sell or otherwise dispose of papers, periodicals, books, circulars and other literature, and generally to undertake programmes of publicity, with a view to promoting understanding of the work of the Council, or to providing information and guidance to house-builders and developers and others as to the nature of, and as to the desirability of adopting observing and maintaining, proper standards in house-building, or otherwise with a view to promoting the object of the Council.

(8) To hold, associate with, sponsor and promote periodical and other congresses, conferences and public meetings for the ventilation and discussion of, or otherwise relating to, the adoption, observance and maintance of higher standards of house-building.

(9) To promote support and encourage any policies which will or may affect or tend to affect standards of house-building, and for this purpose, or otherwise with a view to promoting the object of the Council, to advise or co-operate with any Government Department or public or private authority, society, association, body or individual.

(10) To provide, and to assist, promote and encourage in the provision of, facilities for the education and training, in subjects involving the study of or research into the standards of design of houses and of the standards of workmanship and materials employed or employable in building houses, of persons engaged in or associated with, or unlikely to be engaged in or associated with the house-building industry.

(11) To insure the Council against or in respect of any liabilities or contingent or potential liabilities of or in any way undertaken by the Council, and in particular, but without prejudice to the generality of the foregoing, against or in respect of any liabilities incurred or undertaken by the Council pursuant to any of the powers of the Council under paragraphs (2) and (4) of this sub-clause (B).

(12) To establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, and to make payments for or towards the insurance of, any employees or ex-employees of the Council and the relations, connections and dependants of any such employees or ex-employees.

(13) To establish, maintain, control and manage branches of the Council in any part of the United Kingdom, and from time to time to determine the constitutions, rights, privileges and obligations of such branches, and when thought fit, to dissolve such branches or to modify such constitutions, privileges and obligations.

(14) To apply for, collect, organise the collection of, and receive, from private individuals, corporations and from any other source or sources, donations, grants, subscriptions and other financial assistance, and generally to raise funds for the purposes of the Council in such ways as the Council may think fit.

(15) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Council.

(16) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Council.

(17) To undertake and execute any charitable trusts which may lawfully be undertaken by the Council.

(18) To borrow or raise money on such terms and on such security as may be thought fit.

(19) To invest the moneys of the Council not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(20) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

(21) To do all such other things as are incidental or conductive to the attainment of the object of the Council.

PROVIDED ALWAYS THAT notwithstanding anything hereinbefore on this Clause 3 contained :-

(I) In case the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(II) The Council shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Council would make it a Trade Union.

(III) In case the Council shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or of the Secretary of State for Education and Science, the Council shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee or Governing Body of the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or Governing Body have been if no incorporation had been affected and the incorporation of the Council shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Executive Committee or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Council were not incorporated.

4. The income and property of the Council whencesoever derived, shall be applied solely towards the promotion of the object of the Council as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Council.

Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Council, or to any Member of the Council, in return for any services actually rendered to the Council, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Council, but so that no member of the Executive Committee or Governing Body of the Council shall be appointed to any salaried office of the Council or any office of the Council paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the

Council to any member of such Executive Committee or Governing Body, except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Council; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Executive Committee or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

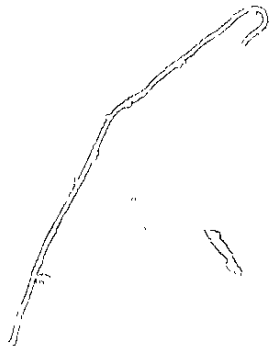
5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association of the Council for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade and Industry.

6. Clauses 4 and 5 of this Memorandum of Association contain conditions to which a licence, granted by the Department of Trade and Industry to the Council in pursuance of section 18 of the Companies Act 1929 is subject.

7. The liability of the Members is limited.

8. Every Member of the Council undertakes to contribute to the assets of the Council in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Council, contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Council, but shall be given or transferred to some other institution or institutions having charitable objects similar to the object of the Council, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Council under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Council at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.



THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- OF -

NATIONAL HOUSE-BUILDING COUNCIL

(Adopted by Special Resolution passed on the 6th day of September, 1973).

PRELIMINARY

1. (A) In these Articles, unless inconsistent with the subject or context :-

(i) "the Council" means National House-Building Council.

(ii) "the Act" means the Companies Act, 1948.

(iii) "these Articles" means these Articles of Association as originally framed or other the Articles of Association of the Council for the time being in force.

(iv) "the Executive Committee" means the Executive Committee for the time being of the Council.

(v) "the Scottish Committee" means the Scottish Committee for the time being of the Council.

(vi) "the Northern Ireland Committee" means the Northern Ireland Committee for the time being of the Council.

(vii) "the Finance Committee" means the Finance Committee for the time being of the Council.

(viii) "the Office" means the registered office for the time being of the Council.

(ix) "the Seal" means the common seal of the Council.

(x) "the United Kingdom" means the United Kingdom of Great Britain and Northern Ireland.

(xi) "month" means calendar month and "year" means calendar year.

(xii) "in writing" means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in visible form.

(xiii) "the Effective Day" means the day upon which these Articles of Association (as originally framed) take effect pursuant to the Special Resolution of the Council adopting the same which was passed at the Extraordinary General Meeting thereof held on the 6th day of September, 1973.

(xiv) "the Secretary" includes any assistant or deputy Secretary or other person for the time being authorised to perform any of the duties of the Secretary of the Council and, where two or more persons have been appointed to act as Joint Secretaries, includes any one or more of such persons.

(xv) "the Chairman" means the Chairman for the time being of the Council holding office in that behalf pursuant to Article 42.

(xvi) "the Nominating Bodies" means the bodies and persons specified in paragraphs (A) (B) and (C) of Article 8, and "Nominating Body" means and includes any of the Nominating Bodies.

(xvii) "the English Register" means the Register of house-builders and developers operating as such in England and Wales (or any part thereof), maintained by the Council pursuant to Article 6 (A).

(xviii) "the Scottish Register" means the Register of house-builders and developers operating as such in Scotland (or any part thereof), maintained by the Council pursuant to Article 6(B).

(xix) "the Northern Ireland Register" means the Register of house-builders and developers operating as such in Northern Ireland (or any part thereof), maintained by the Council pursuant to Article 6 (C).

(xx) "the Housing Minister" means the Secretary of State for the Environment for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Executive Committee, the appropriate functions of the Secretary of State).

(xxi) "the Scottish Minister" means the Secretary of State for Scotland for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Scottish Committee, the appropriate functions of that Secretary of State).

(xxii) "the Northern Ireland Minister" means the Minister of Development for the time being in the Government of Northern Ireland (or such other Minister (if any) as may for the time being be performing, in the opinion of the Northern Ireland Committee, the appropriate functions of that Minister).

(xxiii) "the Ministers" means and includes the Housing Minister, the Scottish Minister and the Northern Ireland Minister.

(xxiv) words importing the singular include the plural and vice-versa.

(xxv) words importing the masculine gender include the feminine gender.

(xxvi) "person" excludes a body corporate, and words importing persons shall be construed accordingly.

(B) Subject to paragraph (A) of this Article, any words or expressions defined in the Act shall, unless inconsistent with the subject or context, bear the same meaning in these Articles

2. The number of members with which the Council was registered on the incorporation thereof under the Companies Act, 1929 was seven, but the Executive Committee may from time to time, in accordance with the provision of section 7 (3) of the Act, register an increase in the number of members of the Council.

3. The Council shall, in relation to its register of members observe the provisions of section 110 of the Act.

4. The Council is established for the purposes expressed in the Memorandum of Association of the Council.

OFFICE

5. The Office shall be in such place as the Executive Committee may from time to time appoint.

REGISTERS OF HOUSE-BUILDERS

6. In pursuance of (but without prejudice to the generality of) the powers conferred upon the Council by Clause 3 (B) (1) of its Memorandum of Association, the Council :-

(A) shall maintain a Register containing the names of house-builders and developers operating as such in England and Wales (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building;

(B) shall maintain a Register containing the names of house-builders and developers operating as such in Scotland (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building; and

(C) shall maintain a Register containing the names of house-builders and developers operating as such in Northern Ireland (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building.

MEMBERSHIP

7. Every member of the Council as at the Effective Day, who became such a member pursuant to any provision or provisions of any Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles.

8. (A) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate under this paragraph (A) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the nomination under this paragraph (A) of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body :-

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body
The Royal Institute of British Architects	3
The Royal Institution of Chartered Surveyors	4
The National Federation of Building Trades Employers	14
The Building Societies' Association	4
The National Federation of Building Trades Operatives	3
The Greater London Council	1
The Association of Municipal Corporations	1
The Rual District Councils Association	1
The Urban District Councils Association	1
The Society of Medical Officers of Health	1
The Insistution of Municipal Engineers	1
The National Council of Women	1
The National Federation of Owner Occupiers and Owner Residents Associations	1
The Women's Advisory Council of the British Standards Institution	1

Name of the Nominating Body.	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body
The Institute of Building	1
The Consumers' Association	1
The Federation of Master Builders	3
The Royal Town Planning Institute	1
The Council of the Building Material Producers	1
The Housing Minister	2

(B) As from and after the Effective Day the Nominating Bodies hereinafter specified shall continue to be entitled from time to time and at any time to nominate under this paragraph (B) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the nomination under this paragraph (B) of a Nominating Body (or of the joint nomination under this paragraph (B) of two joint Nominating Bodies in any case where such a joint nomination is necessary as hereinafter appearing) greater than the number hereinafter set opposite the name of that particular Nominating Body (or the joint names of those two joint Nominating Bodies in any such case as aforesaid) :-

Name of the Nominating Body (or joint names of the two joint Nominating Bodies)		Maximum number of persons capable of holding membership pursuant to a nomination under this paragraph (B) by the Nominating Body (or to a joint nomination under this paragraph (B) by the two joint Nominating Bodies)
The Royal Incorporation of Architects in Scotland and The Royal Institute of British Architects	Joint Nomination	1
The Scottish Branch of The Royal Institution of Chartered Surveyors		1
The Scottish Association of Registered House-Builders		6
The Building Societies' Association and The Scottish Building Societies' Association	Joint Nomination	3
The Scottish Branch of The Institute of Building		1
The Scottish Branch of The Institution of Municipal Engineers		1

(C) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate, under this paragraph (C) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the nomination under this paragraph (C) of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body :-

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (C) by the Nominating Body
The Federation of Building Trade Employers of Northern Ireland	3
The Building Societies Association	1
The Royal Institution of Chartered Surveyors	1
The Royal Society of Ulster Architects	1

(D) Without prejudice to the generality of but subject to the limitations upon the powers conferred by paragraph (A) or (B) or (C) of this Articles on a Nominating Body (or on two joint Nominating Bodies), that Nominating Body (or those two joint Nominating Bodies) may at any time pursuant to such paragraph (A) or (B) or (C) nominate any person for membership of the Council in place of a person who, having held membership of the Council pursuant to the nomination of that Nominating Body (or those two joint Nominating Bodies) under such paragraph (A) or (B) or (C), has been removed by such Nominating Body (or two joint Nominating Bodies) from membership in accordance with Article 15 (A) or has for any other reason ceased to be a member of the Council.

(E) Any and every nomination for membership made by a Nominating Body (or two joint Nominating Bodies) pursuant to paragraph (A) or (B) or (C) of this Article shall be effected by delivering at the Office a Form of Nomination and Consent, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies) and al signed by the person thereby nominated. Every such Form of Nomination and Consent shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit :-

"To: the Secretary of National House-Building Council.

I/We (name of the Nominating Body or names of the joint Nominating Bodies) hereby nominate (full name and address of person nominated) for membership of National House-Building Council, pursuant to the powers in that behalf conferred upon me/us by paragraph (A) (or as the case may be), (B) or (as the case may be), (C) of Article 8 of its Articles of Association.

Signed .....

Dated this day of 19 .

I, the above-named (full name of person nominated) hereby agree and consent to become a member of National House-Building Council, pursuant to the nomination above set forth, and upon and subject to the terms and provisions of the Memorandum and Articles of Association of National House-Building Council.

Signed .....

Dated this day of 19 .

(F) Forthwith upon the delivery at the office of a Form of Nomination and Consent which complies with the provisions of paragraph (A) or (B) or (C), and also paragraph (E), of this Article, the Secretary shall enter the name of the person thereby nominated for membership in the appropriate register of members of the Council.

9. Subject as hereinafter provided the Council in General Meeting may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person to represent the interests of consumers, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the Register of members of the Council. Provided always that there shall not at any time be more than two persons holding membership of the Council pursuant to this Article.

10. Subject as hereinafter provided, the Executive Committee may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person whom it considers should be so admitted, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the register of members of the Council. Provided always that there shall not at any one time be more than two persons holding membership of the Council pursuant to this Article.

11. (A) Subject as hereinafter provided both the Scottish Committee and the Northern Ireland Committee may from time to time and at any time in their absolute discretion resolve to admit to membership of the Council any person whom they respectively consider should be so admitted and the name of any such person so resolved upon shall forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (A) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the respective Committee) be entered by the Secretary in the register of members of the Council. Provided always that :-

(i) no such resolution shall be effective for the purposes of this paragraph (A) unless not less than two-thirds of the members of the appropriate Committee for the time being vote in favour of such resolution; and

(ii) there shall not at any one time be more than the following number of persons holding membership of the Council pursuant to this paragraph (A) namely two persons as a result of resolutions passed by the Scottish Committee and two persons as a result of resolutions passed by the Northern Ireland Committee.

(B) Where the Scottish Committee has resolved, in accordance with paragraphs (A), (C) and (E) of Article 64, to appoint as the Chairman of the Scottish Committee a person who is not already a member of the Scottish Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (B) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Scottish Committee), the name of such person shall be entered by the Secretary in the register of members of the Council. Provided always that no person may become a member of the Council pursuant to

this paragraph (B) at any time when there is already another person holding the office of Chairman of the Scottish Committee, and there shall not at any one time be more than one person holding membership of the Council pursuant to this paragraph (B),

(C) Where the Northern Ireland Committee has resolved, in accordance with paragraphs (A), (B) and (D) of Article 81, to appoint a person as the Chairman of the Northern Ireland Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (C), (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Northern Ireland Committee), the name of such person shall be entered by the Secretary in the register of members of the Council. Provided always that no person may become a member of the Council pursuant to this paragraph (C) at any time when there is already another person holding the office of Chairman of the Northern Ireland Committee, and there shall not at any one time be more than one person holding membership of the Council pursuant to this paragraph (C).

12. As from and after the Effective Day no person shall be capable of becoming a member of the Council other than pursuant to and in accordance with the provisions of Article 8, 9, 10 and 11.

13. Notwithstanding anything in these Articles [illegible] shall be able or eligible to become a member of the Council and no person shall be entitled or able to become a member [illegible] jointly with any other person or persons.

14. Membership of the Council shall not be in any way either transferable or transmissible.

CESSATION OF MEMBERSHIP

15. (A) Any Nominating Body (or two joint Nominating Bodies) shall be entitled at any time and from time to time, subject as hereinafter provided to remove from membership of the Council any person for the time being holding membership thereof pursuant to a nomination made in that behalf by that Nominating Body (or those two joint Nominating Bodies). Every such removal as aforesaid shall be effected by delivering at the Office a Form of Removal, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies). Every such Form of Removal shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit :-

"To: the Secretary of National House-Building Council.

I/We (name of the Nominating Body or names of the two joint Nominating Bodies) hereby remove (full name and address of member intended to be removed) from membership of National House-Building Council, pursuant to the powers in that behalf conferred upon me/us by Article 15(A) of its Articles of Association.

Signed .....

Dated this day of 19 ."

Provided always that if and for so long as any person, for the time being holding membership of the Council pursuant to a nomination in that behalf made under Article 8 (B) by any Nominating Body (or two joint Nominating Bodies), is the Chairman of the Scottish Committee, that person may not be removed from his said membership by such Nominating Body (or two joint Nominating Bodies) under this paragraph (A).

(B) Forthwith upon the delivery at the Office of a Form of Removal which complies with the provisions of paragraph (A) of this Article, the Secretary shall remove the name of the member therein named from the register of members of the Council.

16. (A) A person who is for the time being a member of the Council shall ipso facto ceased to be such a member :-

(i) if he dies, or is adjudicated bankrupt, or becomes of unsound mind;

(ii) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his membership;

(iii) if, being a person holding membership pursuant to Article 9, the Council in General Meeting in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(iv) if, being a person holding membership pursuant to Article 10, the Executive Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(v) if, being a person holding membership pursuant to a nomination in that behalf made under Article 8 (A) by any of the Nominating Bodies referred to in paragraphs (A), (B) and (G) of Article 38, that person ceases for any reason to be a member of the Executive Committee;

(vi) if, being a person holding membership either pursuant to any nomination in that behalf made under Article 8 (B), or pursuant to paragraph (A) of Article 11 (and to a resolution of the Scottish Committee), or pursuant to paragraph (B) of Article 11 that person ceases for any reason to be a member of the Scottish Committee;

(vii) if, being a person holding membership pursuant to paragraph (A) of Article 11 and to a resolution of the Scottish Committee(who is not for the time being the Chairman of the Scottish Committee), the Scottish Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(viii) if, being a person holding membership either pursuant to any nomination in that behalf made under Article 8 (C), or pursuant to paragraph (A) of Article 11 (and to a resolution of the Northern Ireland Committee), or pursuant to paragraph (C) of Article 11, that person ceases for any reason to be a member of the Northern Ireland Committee;

(ix) if, being a person holding membership pursuant to paragraph (A) of Article 11 and to a resolution of the Northern Ireland Committee, the Northern Ireland Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council.

(B) Any person who is for the time being a member of the Council pursuant to a nomination made in that behalf by the Housing Minister under Article 8 (A) shall ipso facto cease to be such a member upon the expiration of three calendar years from his last having become a member in accordance with Article 8 (F).

(C) The Secretary shall forthwith remove from the register of members of the Council the name of any person who ceased to be a member of the Council pursuant to any of the provisions of paragraphs (A) and (B) of this Article.

GENERAL MEETINGS

17. The Council shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

18. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

19. The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

20. Twenty-one day's notice in writing at the least of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors, the Ministers) as are under these Articles or under the Act entitled to receive such notices from the Council; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of General Meetings other than Annual General Meetings, a General Meeting may be convened by such notice as those members may think fit.

21. The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceeding had, at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS AND VOTES OF MEMBERS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and a balance sheet, and the reports of the Executive Committee and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

23. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided eight members personally present and entitled to vote shall be a quorum.

24. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of 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 at such other place as the Executive Committee may determine, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the members present (provided not less than four of them are entitled to vote thereat) shall be a quorum.

25. Every member of the Council, whether or not he is entitled to vote thereat, shall be entitled to attend and (save as otherwise expressly provided by these Articles) generally take part in the proceedings at every General Meeting.

26. The Chairman shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members of the Council present shall choose some member of the Executive Committee to preside as chairman of the Meeting, or if no such member be present, or if all the members of the Executive Committee present decline to take the chair, the members of the Council present shall choose one of their number (being a person entitled to vote thereat) to preside as chairman of the Meeting.

27. The chairman of any General Meeting at which a quorum is present may, with the consent of such Meeting (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 business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting, and to the same persons. Save as aforesaid, no person shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

28. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the Meeting, or by at least three members present and entitled to vote at the Meeting, or by a number of members present and representing one-tenth of the total voting rights of all the members having the right to vote at the Meeting, and unless a poll be so demanded a declaration by the chairman of the Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Council shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

29. Subject to the provisions of Article 30 if a poll be demanded in manner aforesaid, it shall be taken at the General Meeting in such manner as the Chairman of the General Meeting shall direct.

30. No poll shall be demanded on the election of a chairman of any General Meeting, or on any question of adjournment of any General Meeting.

31. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a second or casting vote.

32. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.

33. (A) Save as provided by paragraphs (B) and (C) of this Article, no person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (B), or who for the time being holds membership of the Council pursuant to Article 11 (A) (and to a resolution of the Scottish Committee), and who (in either such case) is not for the time being the Chairman of the Scottish Committee, shall be entitled to vote at any General Meeting.

(B) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meetings by paragraph (A) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that there shall not at any one time be more than three members who are entitled to vote at General Meetings pursuant to this paragraph (B).

(C) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (A) of this Article (and who is not for the time being himself entitled to vote at General Meetings pursuant to paragraph (B) of this Article), the entitlement from thenceforth to vote at any and every General Meeting at which some member (who shall be specified in such resolution) for the time being entitled to vote at General Meetings pursuant to paragraph (B) of this Article is not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that :-

(i) there shall not at any time be more than one member entitled to vote pursuant to this paragraph (C) as an alternate for the same member entitled to vote at General Meetings pursuant to paragraph (B) of this Article;

(ii) no member may at any time be entitled to vote pursuant to this paragraph (C) as an alternate for more than one member entitled to vote at General Meetings pursuant to paragraph (B) of this Article; and

(iii) the entitlement of a member to vote pursuant to this paragraph (C) as an alternate shall ipso facto be revoked if such member should himself become entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee, or if the member for whom he was entitled to vote as an alternate should cease for any

reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee.

(D) Save as provided by paragraphs (E) and (F) of this Article, no person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (C), or who for the time being holds membership of the Council pursuant to Article 11 (A) (and to a resolution of the Northern Ireland Committee), shall be entitled to vote at any General Meeting.

(E) The Northern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the absolute discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that there shall not at any one time be more than one member who is entitled to vote at General Meetings pursuant to this paragraph (E).

(F) The Northern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at any and every General Meeting at which the member if any (which member if any shall be specified in such resolution) for the time being entitled to vote at General Meetings pursuant to

paragraph (E) of this Article is not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that :-

(i) there shall not at any time be more than one member entitled to vote as an alternate pursuant to this paragraph (F); and

(ii) the entitlement of a member to vote pursuant to this paragraph (F) as an alternate shall ipso facto be revoked if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (E) of this Article.

34. Every person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8(A), or pursuant to Article 9 or 10, or who is for the time being the Chairman of the Scottish Committee, or who is for the time being the Chairman of the Northern Ireland Committee, shall be entitled to vote at all General Meetings.

35. Subject as provided by Article 31, and by sub-paragraphs (iii), (iv) and (v) of Article 39 (B), on any question or resolution arising at any General Meeting every member of the Council present at that General Meeting who is entitled to vote at such General Meeting shall, whether on a show of hands or on a poll, have one vote.

36. No member shall be allowed or entitled to attend or vote at any General Meeting by proxy.

THE EXECUTIVE COMMITTEE

37. Every member (or alternate member) of any Executive Committee as at the Effective Day, who became such a member (or alternate member) pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member (or alternate member) pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member (or alternate member) from and after the Effective Day, subject to these Articles.

38. As from and after the Effective Day the Executive Committee shall consist of :-

(A) Every person who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of The Building Societies' Association.

(B) Every person who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of the Housing Minister.

(C) One of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of The Royal Institute of British Architects.

(D) Two of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of The Royal Institution of Chartered Surveyors.

(E) Not more than five of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of The National Federation of Building Trades Employers.

(F) One of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of The National Federation of Building Trades Operatives.

(G) The person (if any) who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of The Consumers' Association.

(H) One of the persons (if any) who are for the time being members of the Council pursuant to a Resolution of the Council in General Meeting under Article 9.

(I) Not more than one person who is for the time being a member of the Council pursuant to Article 10, and who is co-opted by the Executive Committee in accordance with Article 40.

39. The mode of appointment to the Executive Committee of, and the tenure of office of, the members of the Executive Committee referred to in paragraphs (C) to (F) (both inclusive) and (H) of Article 38, shall, subject to Article 48, be governed by the following provisions :-

(A) At the Annual General Meeting of the Council held in 1973, and at every third Annual General Meeting held thereafter, all of the member of the Executive Committee for the time being holding office in accordance with the said paragraphs (C) to (F) (both inclusive) and (H) shall retire from office (but shall be eligible for re-election), and the vacancies then existing in the categories of members of the Executive Committee respectively referred to in those paragraphs, shall, in accordance with but subject to paragraph (B) of this Article, be filled by election.

(B) At each such Annual General Meeting as is referred to in paragraph (A) of this Article :-

(i) every person who is for the time being a member of the Council pursuant to the nomination of a Nominating Body referred to in any of the said paragraphs (C) to (F) (both inclusive) and (H) shall be eligible for election as a member of the Executive Committee pursuant to the relative paragraph;

(ii) the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) shall be elected in turn by the Annual General Meeting, from amongst the persons respectively eligible therefor;

(iii) on any election of the category of members of the Executive Committee referred to in paragraph (D) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast up to two votes (but shall not be able to cast more than one vote in favour of any one of the persons eligible for that category), and the two eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that two persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is or are elected;

(iv) on any election of the category of members of the Executive Committee referred to in paragraph (E) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast up to five votes (but shall not be able to cast more than one vote in favour of any one of the persons eligible

for that category), and the five eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that five persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is or are elected;

(v) on any election of any such category of member of the Executive Committee as is referred to in paragraphs (C), (F) and (H) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast one vote, and the eligible person receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) the chairman of the Annual General Meeting shall have a second or casting vote;

(vi) save as provided by sub-paragraphs (iii), (iv) and (v) hereof all the provisions of these Articles relative to proceedings at General Meetings of the Council and to votes of members thereat shall apply in respect of any election of any of the categories of the members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H);

(vii) if the number of persons eligible for any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) shall not exceed the number of the vacancy or vacancies to be filled in that category, then unless the Annual General Meeting otherwise resolves the person or persons so eligible shall not be deemed to be elected and instead such vacancy or vacancies shall be filled by the Executive Committee in accordance with paragraph (C) of this Article.

(C) In the event of there being at any time any vacancy or vacancies in any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) by virtue of the operation of paragraph (B) (vii) of this Article, or of any such vacancy or vacancies at any time existing or occurring due to any other reason whatsoever the Executive Committee shall, as soon as practicable after the same shall have first occurred, appoint to fill the same some person or persons eligible for that category, but so that if and for so long as the number of persons so eligible does not exceed the number of such vacancy or vacancies the Executive Committee may in its absolute discretion determine not to fill the same pursuant to this paragraph (C).

(D) Every person elected or appointed as a member of the Executive Committee pursuant to paragraph (B) or (C) of this Article shall, subject only to Article 48, thereafter continue to be such a member until he shall retire from his office as such in accordance with paragraph (A) of this Article.

40. (A) The Executive Committee may from time to time co-opt any person who is for the time being a member of the Council pursuant to Article 10 for such term of office not exceeding three calendar years, as, subject to Article 48, the Executive Committee shall in its absolute discretion determine at the time of co-option.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

41.(A) Each of the Nominating Bodies respectively referred to in paragraphs (C), (D) and (F) of Article 38 shall be entitled at any time and from time to time, by delivery at the Office a notice in writing to that effect signed by its duly authorised officer or representative, (such notice to be in any form from time to time prescribed or permitted by the Executive Committee), to appoint any person, who is for the time being a person holding membership of the Council pursuant to the nomination under Article 8(A) of that particular Nominating Body, to be an alternate member of the Executive Committee to any person who is for the time being a member of the Executive Committee pursuant to such of the said paragraphs of Article 38 as refers to that particular Nominating Body, and may at any time and from time to time, by delivering at the Office a notice in writing to that effect signed as aforesaid, (and being in any such form as aforesaid) remove from office any person so appointed, but so that there shall not at any one time be more than one person holding office as an alternate member of the Executive Committee under this paragraph (A) pursuant to the appointment of the same Nominating Body.

(B) The appointment of any alternate member of the Executive Committee effected pursuant to paragraph (A) of this Article shall ipso facto determine on the happening (in relation to such alternate member) of any of the events referred to in paragraphs (A) to (D) (both inclusive) of Article 48, and his appointment shall also determine ipso facto if the person to whom he has been appointed an alternate ceases either as a result of retirement under Article 39 (A) or for any other reason whatsoever to be a member of the Executive Committee.

(C) An alternate member of the Executive Committee appointed pursuant to paragraph (A) of this Article shall be entitled to attend and to vote, and to be counted towards the quorum required by or pursuant to Article 55, as a member of the Executive Committee, at any meeting of the Executive Committee at which the person to whom he has been appointed an alternate is not personally present, and generally at any such meeting as aforesaid to perform all the functions of such person as a member of the Executive Committee.

THE CHAIRMAN

42. The Chairman shall be such of the persons, for the time being holding membership of the Council pursuant to the nomination under Article 8 (A) of the Housing Minister, as the Housing Minister shall at any time and from time to time in his absolute discretion appoint, and subject as aforesaid the Housing Minister shall have the like discretion at any time and from time to time to remove any such person from the office of Chairman. Any such appointment or removal as aforesaid shall be effected by delivering at the Office a notice in writing to that effect signed by, or by a duly authorised officer or representative of the Housing Minister, and shall take effect forthwith upon such delivery as aforesaid.

43. The office of the Chairman shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Executive Committee.

44. The Chairman as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed the Chairman under Article 42 at the date when he in fact became the Chairman; and he shall continue in office as the Chairman from and after the Effective Day, subject to Articles 42 and 43.

HONORARY PRESIDENT AND VICE-PRESIDENTS OF THE ASSOCIATION

45. The Council in General Meeting may at any time and from time to time elect any person, whether or not he is a member of the Council or of the Executive Committee, to be the Honorary President or an Honorary Vice-President of the Council, for such period of office as the Council in General Meeting may from time to time in its absolute discretion determine, but so that at any one time there shall not be more than one person holding office as Honorary President of the Council or more than six persons holding office as Honorary Vice-Presidents of the Council.

46. The Honorary President and any Honorary Vice-President whether or not (in either case) he is a member of the Council or of the Executive Committee, shall be entitled to attend and to speak at any General Meeting of the Council and at any meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, but shall not by virtue of holding the office of Honorary President or Honorary Vice-President (as the case may be) be entitled to vote at any such General Meeting or meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

47. The offices of the Honorary President and of an Honorary Vice-President shall not confer or impose upon the respective holders of such offices any powers, discretions or duties in relation to the affairs of the Council, and no holder of either such office shall, by virtue of holding the same, for any of the purposes of these Articles or of the Act be or be deemed to be a member of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

48. The office of a member of the Executive Committee shall ipso facto be vacated :-

(A) if for any reason he ceases to be a member of the Council;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his said office;

(C) if he becomes prohibited from being a director of a Company by reason of any order made under Section 188 of the Act;

(D) if he is removed from his said office by a resolution duly passed pursuant to section 184 of the Act;

(E) if, being a member of the Executive Committee pursuant to Article 38 (B), he ceases for any reason to be a member of the Finance Committee.

49. None of the provisions of section 185 of the Act, or of any statutory re-enactment, modification, or extension thereof for the time being in force, shall apply to the Council or to any member or prospective member of the Executive Committee.

POWERS OF THE EXECUTIVE COMMITTEE

50. The business of the Council shall be managed by the Executive Committee, which, in addition to exercising the powers and authorities expressly conferred upon the Executive Committee by these Articles, may exercise all such powers and discretions of the Council, and do all such acts and things, as may be exercised and done by the Council, and as are not by these Articles or by statute directed or required to be exercised or done by the Council in General Meeting, and as are

not by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, but subject nevertheless to the provisions of the Act, of the Companies Act, 1967, and of these Articles.

51. Without prejudice to the generality of the powers conferred upon the Executive Committee by Article 50, but subject always to Article 104, the Executive Committee shall be responsible on behalf of the Council for the maintenance of the English Register, and for the exercise of all powers which are vested in the Council in relation to the English Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council, or which, being in any way incidental to the maintenance of the English Register or to any of the powers aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Executive Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Scottish Committee, by the Northern Ireland Committee, or by the Finance Committee.

52. Subject to the provisions of Article 55, the members for the time being of the Executive Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Executive Committee.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

53. Any member of the Executive Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Executive Committee.

54. Not less than two clear days' notice in writing of every meeting of the Executive Committee shall be given to all members and alternate members of the Executive Committee, other than to members and alternate members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Housing Minister. In respect of every notice required to be given to the Housing Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136, shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

55. The quorum necessary for the transaction of the business of the Executive Committee shall be any five members thereof, or such other number of members thereof as the Executive Committee may from time to time prescribe. Any meeting of the Executive Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Executive Committee.

56. Questions arising at any meeting of the Executive Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

57. At every meeting of the Executive Committee the Chairman shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if the Chairman is not present, the members of the Executive Committee present at such meeting shall elect one of their number to be chairman of such meeting.

58. Subject to the provisions of these Articles, the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

59. All acts bona fide done by any meeting of the Executive Committee, or by any person acting as a member (or alternate member) of the Executive Committee, shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member (or as the case may be alternate member) of the Executive Committee.

60. The Executive Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all General Meetings of the Council and all meetings of the Executive Committee or of any sub-committee thereof, and any minutes of any such General Meeting or meeting, if purported to be signed, by the Chairman thereof, or by the chairman of the next succeeding such General Meeting or (as the case may be) meeting, shall be sufficient evidence without any further proof of the facts therein stated.

61. A resolution in writing signed by all the members (including alternate members) of the Executive Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and constituted.

THE SCOTTISH COMMITTEE

62. (A) As from and after the Effective Day there shall continue to be a standing Committee of the Council known as the Scottish Committee.

(B) Every member of the Scottish Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

63. The Scottish Committee shal consist of :-

(A) Every person who is for the time being a member of the Council pursuant to any nomination effected by any Nominating Body (or by any two Joint Nominating Bodies) in accordance with Article 8 (B).

(B) Every person who is for the time being a member of the Council pursuant to a resolution of the Scottish Committee under Article 11 (A).

(C) The person (if any) who is for the time being both a member of the Council pursuant to Article 11 (B) and the Chairman of the Scottish Committee by virtue of paragraph (C) of Article 64.

THE CHAIRMAN OF THE SCOTTISH COMMITTEE

64. (A) The Scottish Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is already a member of the Scottish Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is not already a member of the Scottish Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Council in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Scottish Committee of any person whose appointment to that office is resolved upon in accordance with paragraph (A) of this Article (which said period shall commence when such appointment takes effect) shall, subject to paragraph (E) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Scottish Committee may from time to time and at any time during the currency of such period

of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained :-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Scottish Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Scottish Minister, such approval to be in any form for the time being prescribed or permitted by the Scottish Committee.

(F) The Chairman of the Scottish Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day, subject to the provisions of this Article and of Article 65.

65. The office of the Chairman of the Scottish Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Scottish Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE SCOTTISH COMMITTEE

66. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Scottish Committee as if every reference therein to the Executive Committee were a reference to the Scottish Committee.

67. The office of a member of the Scottish Committee shall ipso facto be vacated, if, holding the office of Chairman of the Scottish Committee pursuant to an appointment effected in accordance with Articles 11 (B) and 64 (C), his period of office (or extended period of office) as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE SCOTTISH COMMITTEE

68. The Scottish Committee, in addition to exercising the other powers and authorities expressly conferred upon the Scottish Committee by these Articles, shall, notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the Council for the maintenance of the Scottish Register, and for the exercise of all powers which are vested in the Council in relation to the Scottish Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council, or which, being in any way incidental to the maintenance of the Scottish Register, or to any of the powers aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Scottish Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Northern Ireland Committee, or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Council or any powers or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

69. Subject to the provisions of Article 72 the members for the time being of the Scottish Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Scottish Committee.

PROCEEDINGS OF THE SCOTTISH COMMITTEE

70. Any member of the Scottish Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Scottish Committee.

71. Not less than two clear days' notice in writing of every meeting of the Scottish Committee shall be given to all members of the Scottish Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Scottish Minister. In respect of every notice required to be given to the Scottish Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

72. The quorum necessary for the transaction of the business of the Scottish Committee shall be any five members thereof, or such other number of members as the Scottish Committee may from time to time prescribe. Any meeting of the Scottish Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Scottish Committee.

73. Subject as provided by proviso (i) to Article 11 (A), questions arising at any meeting of the Scottish Committee shall be determined by a majority of votes; and, subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

74. At every meeting of the Scottish Committee the Chairman of the Scottish Committee shall be the chairman thereof, but if at any such meeting there be no Chairman of the Scottish Committee, or if he is not present, the members of the Scottish Committee present at such meeting shall elect one of their number to be chairman of such meeting.

75. Subject to the provisions of these Articles, the Scottish Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

76. All acts bona fide done by any meeting of the Scottish Committee, or by any person acting as a member of the Scottish Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Scottish Committee.

77. The Scottish Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Scottish Committee or of any sub-committee thereof, and any minutes of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

78. A resolution in writing signed by all the members of the Scottish Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Scottish Committee duly convened and constituted. Provided that this Article shall not apply in respect of any such resolution of the Scottish Committee as is referred to in Article 11 (A).

THE NORTHERN IRELAND COMMITTEE

79.(A) As from the Effective Day there shall continue to be a standing Committee of the Council known as the Northern Ireland Committee.

(B) Every member of the Northern Ireland Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles, and shall continue as such a member from and after the Effective Day, subject to these Articles.

80. The Northern Ireland Committee shall consist of :-

(A) Every person who is for the time being a member of the Council pursuant to any nomination effected by any Nominated Body under Article 8 (C).

(B) Every person who is for the time being a member of the Council pursuant to a resolution of the Northern Ireland Committee under Article 11 (A).

(C) The person (if any) who is for the time being both a member of the Council pursuant to Article 11 (C) and the Chairman of the Northern Ireland Committee by virtue of Article 81.

THE CHAIRMAN OF THE NORTHERN IRELAND COMMITTEE

81(A) The Northern Ireland Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is already a member of the Northern Ireland Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is not already a member of the Northern Ireland Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Council in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Northern Ireland Committee of any person whose appointment to that office is so resolved upon (which said period shall commence when such appointment takes effect) shall, subject to paragraph (D) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Northern Ireland Committee may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained :

(i) it shall not be possible for more than one person to hold the office of Chairman of the Northern Ireland Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Northern Ireland Minister, such approval to be in any form for the time being prescribed or permitted by the Northern Ireland Committee.

82. The office of the Chairman of the Northern Ireland Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE NORTHERN IRELAND COMMITTEE

83. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Northern Ireland Committee as if every reference therein to the Executive Committee were a reference to the Northern Ireland Committee.

84. The office of a member of the Northern Ireland Committee shall ipso facto be vacated, if, holding the office of Chairman of the Northern Ireland Committee pursuant to an appointment effected in accordance with Articles 11 (C) and 81, his period of office (or extended period of office), as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE NORTHERN IRELAND COMMITTEE

85. The Northern Ireland Committee, in addition to exercising the other powers and authorities expressly conferred upon the Northern Ireland Committee by these Articles, shall notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the Council for the maintenance of the Northern Ireland Register, and for the exercise of all powers which are vested in the Council in relation to the Northern Ireland Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council or which, being in any way incidental to the maintenance of the Northern Ireland Register, or to any of the powers

aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Northern Ireland Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Scottish Committee or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Council or any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

86. Subject to the provisions of Article 89 the members for the time being of the Northern Ireland Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Northern Ireland Committee.

PROCEEDINGS OF THE NORTHERN IRELAND COMMITTEE

87. Any member of the Northern Ireland Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Northern Ireland Committee.

88. Not less than two clear days' notice in writing of every meeting of the Northern Ireland Committee shall be given to all members of the Northern Ireland Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Northern Ireland Minister. In respect of every notice required to be given to the Northern Ireland Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

89. The quorum necessary for the transaction of the business of the Northern Ireland Committee shall be any three members thereof, or such other number of members as the Northern Ireland Committee may from time to time prescribe. Any meeting of the Northern Ireland Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Northern Ireland Committee.

90. Subject as provided by proviso (1) to Article 11 (A), questions arising at any meeting of the Northern Ireland Committee shall be determined by a majority of votes; and subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

91. At every meeting of the Northern Ireland Committee the Chairman of the Northern Ireland Committee shall be the chairman thereof, but if at any such meeting there be no Chairman of the Northern Ireland Committee, or if he is not present, the members of the Northern Ireland Committee present at such meeting shall elect one of their number to be chairman of such meeting.

92. Subject to the provisions of these Articles, the Northern Ireland Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

93. All acts bona fide done by any meeting of the Northern Ireland Committee, or by any person acting as a member of the Northern Ireland Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Northern Ireland Committee.

94. The Northern Ireland Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Northern Ireland Committee or of any sub-committee thereof, and any minutes of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

95. A resolution in writing signed by all the members of the Northern Ireland Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Northern Ireland Committee duly convened and constituted. Provided that this Article shall not apply in respect of any such resolution of the Northern Ireland Committee as is referred to in Article 11 (A).

THE FINANCE COMMITTEE

96. As from and after the Effective Day there shall continue to be a standing Committee of the Council known as the Finance Committee.

97. Every member of the Finance Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

98. The Finance Committee shall consist of :-

(A) Every person who is for the time being a member of the Association pursuant to the nomination under Article 8 (A), of the Housing Minister, and who is also therefore a member of the Executive Committee by virtue of Article 38 (B).

(B) Not more than two of the person (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (A).

(C) Not more than three of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (E).

(D) Not more than one person who is for the time being a member of the Scottish Committee and who is co-opted by the Finance Committee in accordance with Article 100.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE FINANCE COMMITTEE

102. The office of a member of the Finance Committee shall ipso facto be vacated :-

(A) if, holding his said office pursuant to paragraph (A), (B) or (C) of Article 98, he shall for any reason cease to be a member of the Executive Committee;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning such office;

(C) if, holding his said office pursuant to paragraph (D) of Article 98 :-

(i) his period of co-option (as determined in accordance with Article 100 (A)) shall expire; or

(ii) the Scottish Committee shall resolve that he should cease to be a member of the Finance Committee; or

(iii) he shall for any reason cease to be a member of the Scottish Committee;

(D) if, holding his said office pursuant paragraph (E) of Article 98 :-

(i) his period of co-option (as determined in accordance with Article 100 (A)) shall expire; or

(ii) the Northern Ireland Committee shall resolve that he should cease to be a member of the Finance Committee; or

(iii) he shall for any reason cease to be a member of the Northern Ireland Committee.

103. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Finance Committee as if every reference therein to the Executive Committee were a reference to the Finance Committee.

POWERS OF THE FINANCE COMMITTEE

104. Without prejudice to the other powers and discretions expressly conferred upon the Finance Committee by these Articles, the following powers and discretions shall, notwithstanding anything in Articles 50, 51, 68 and 85 contained, but subject as hereinafter provided, be exercised by the Finance Committee :-

(A) all powers and discretions of the Council to borrow and raise money, and to acquire and dispose of property;

(B) all the powers and discretions vested in the Council by paragraph (11) of Clause 3 (B) of its Memorandum of Association,

(C) all powers and discretions of the Council relating to the engagement, dismissal and terms of employment of its staff and employees;

(D) all powers and discretions of the Council regarding the investment of its funds; and

(E) all other powers and discretions of the Council which directly affect the finances of the Council.

PROVIDED ALWAYS that :-

(i) Nothing in this Article contained shall apply to any of the powers and discretions expressly conferred upon the Executive Committee by Articles 129 to 131 (both inclusive), or to any of the powers and discretions of the Executive Committee which in any way

relate to General Meetings of the Council, or to any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

(ii) Subject to proviso (i) to this Article, in the event of any doubt or dispute arising at any time howsoever as to the nature or extent of the powers and discretions exercisable by the Finance Committee under this Article, such doubt or dispute shall be determined upon and resolved by the Chairman, whose decision in that behalf shall be binding and conclusive for all purposes.

105. The Finance Committee may at any time and from time to time authorise the repayment by the Council, to any member of the Executive Committee (including any alternate member thereof appointed under Article 41), or of the Scottish Committee, or of the Northern Ireland Committee, or of the Finance Committee, or of any sub-committee of the Executive Committee, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, of all or any out-of-pocket expenses incurred by him in consequence of his attendance at any General Meeting of the Council or at any meeting of any such Committee or sub-committee as aforesaid, or otherwise howsoever in the performance of his duties in connection with the affairs of the Council, and he shall in such event be repaid out of the funds of the Council all of the out-of-pocket expenses the repayment of which is so authorised.

106. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts of moneys paid to the Council shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Finance Committee shall from time to time determine.

107. Subject to the provisions of Article 110 the members for the time being of the Finance Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Finance Committee.

PROCEEDINGS OF THE FINANCE COMMITTEE

108. Any member of the Finance Committee (not being a member for the time being holding membership thereof pursuant to paragraph (D) or paragraph (E) of Article 98) may at any time, and on the request of any member of the Finance Committee (not being such a member as aforesaid) the Secretary forthwith shall, summon a meeting of the Finance Committee.

109. (A) No member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall be entitled to receive notice of or attend at any meeting of the Finance Committee unless, not less than four clear days prior to the date of the meeting in question, the Chairman of the Finance Committee shall have certified in writing to the Secretary that in the opinion of such Chairman (which opinion shall be final and conclusive) there will or may arise at that meeting a question which is directly relevant to the exercise by the Scottish Committee of some one or more of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of some one or more of the powers vested in the Northern Ireland Committee by Article 85.

(B) Subject to paragraph (A) of this Article, not less than two clear days' notice in writing of every meeting of the Finance Committee shall be given to all members of the Finance Committee, other than to members thereof who are for the time being absent from the United Kingdom; In respect of every notice required to be given pursuant to this paragraph (B) all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

110. The quorum necessary for the transaction of the business of the Finance Committee shall be any two members thereof, but excluding for this purpose any person for the time being holding membership of the Finance Committee pursuant to paragraph (D) or paragraph (E) of Article 98. Any meeting of the Finance Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Finance Committee.

111. Any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall not be entitled to vote on any question arising at any meeting of the Finance Committee, unless in the opinion of the chairman of that meeting (which opinion shall be final and conclusive) that question is directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of any of the powers vested in the Northern Ireland Committee by Article 85. Save as aforesaid (and subject as provided by Article 112) in any question arising at any meeting of the Finance Committee every member thereof (present at such meeting) shall have one vote.

112. All questions arising at any meeting of the Finance Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

113. At every meeting of the Finance Committee the Chairman for the time being of the Finance Committee (holding office as such in accordance with Article 101) shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if such Chairman is not present, the members of the Finance Committee present at such meeting shall elect one of their number (not being a member for the time being holding membership of the Finance Committee pursuant to paragraph (D) or paragraph (E) of Article 98) to be chairman of such meeting.

114. Subject to the provisions of these Articles, the Finance Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

115. All the provisions of Articles 76 and 77 shall apply mutatis mutandis to the Finance Committee as if every reference therein to the Scottish Committee were a reference to the Finance Committee.

116. A resolution in writing signed by all the members of the Finance Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effective as if it had been duly passed at a meeting of the Finance Committee duly convened and constituted. Provided that the signing of any resolution in writing by any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall not be necessary for such resolution to be valid under this Article if (but only if) the Chairman of the Finance Committee shall certify in writing that in his opinion (which shall be final and conclusive) such resolution is not directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of any of the powers vested in the Northern Ireland Committee by Article 85.

SUB-COMMITTEES AND DELEGATION OF POWERS

117. (A) The Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee respectively shall have power at any time and from time to time to constitute such sub-committees of each such Committee respectively, consisting of such member or members of the Council (none of whom need necessarily be a member of the respective or any other such Committee), as such Committee may think fit; to dissolve any sub-committee so constituted; to delegate to any such sub-committee all or any of the powers and discretions for the time being

vested in that Committee by or pursuant to these Articles (other than powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11 (A)); to reconstitute any such sub-committee; and to revoke any such delegation as aforesaid.

(B) Every such sub-committee constituted as aforesaid by the Executive Committee, the Scottish Committee, the Northern Ireland Committee or the Finance Committee shall, in the exercise of any powers and discretions delegated to it by the same Committee, conform to any regulations and conditions which may from time to time be imposed upon it by that Committee. Subject as otherwise provided by any such regulations and conditions for the time being in force :-

(i) any such sub-committee (being a sub-committee consisting of more than one member of the Council) may elect a chairman of its meetings, and if at any meeting of that sub-committee the chairman so elected is not present, the members of the sub-committee present may choose one of their number to be chairman of that meeting; and

(ii) with regard to the meetings of and otherwise with regard to the proceedings of any such sub-committee, all the provisions of Articles 53, 56, 58 and 76 shall apply mutatis mutandis as though every reference in those Articles to the Executive Committee or to the Scottish Committee were a reference to such sub-committee.

(C) Notwithstanding anything in this Article (or in Article 118) contained, any person who is for the time being a member of any sub-committee constituted pursuant to this Article, and who ceases for any reason to be a member of the Council, shall forthwith upon such cessation cease to be a member of that sub-committee.

118. Each of the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee shall have power at any time and from time to time to delegate to any other of such Committees, or to any sub-committees (constituted pursuant to Article 117) of any other such Committee, all or any of the powers vested in such first-mentioned Committee by these Articles (other than any powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11 (A)), and to revoke any such delegation as aforesaid. Every Committee or sub-committee to which any powers or discretions have been delegated under this Article shall, in the exercise of such powers and discretions, conform to any regulations and conditions which may from time to time be imposed upon it by the Committee effecting such delegation.

THE SEAL

119. Unless otherwise resolved by the Finance Committee, two members of the Finance Committee and the Secretary shall sign every instrument to which the Seal is affixed.

THE DIRECTOR-GENERAL

120. (A) The senior executive officer of the Council shall be known as the Director-General.

(B) Save as otherwise expressly provided by or pursuant to these Articles, the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee, and any sub-committee of any such Committee, may entrust to the Director-General any of the powers and discretions for the time being vested in or delegated to such respective Committee or (as the case may be) such sub-committee upon such terms and conditions and subject to such restrictions as such Committee or (as the case may be) such sub-committee may think fit.

(C) The Director-General shall be such person as shall from time to time be appointed in that behalf by, and his appointment shall be for such period and upon such terms as shall be decided by, the Finance Committee, which may at any time revoke any such appointment, but without prejudice to any rights of compensation which the appointee may have in respect of such revocation under any agreement between himself and the Council.

(D) The person holding the office of Director-General as at the Effective Day shall be deemed to have been appointed as the Director-General pursuant to paragraph (C) of this Article upon the terms regulating his appointment as such Director-General at the Effective Day.

121. The provisions of sections 177 and 179 of the Act, relating to the Secretary, shall apply and be observed.

THE MINISTERS

122. The Housing Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Executive Committee in accordance with Articles 20, 54, 135 and 137), shall be given notice of all meetings of each sub-committee of the Executive Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Housing Minister.

123. The Scottish Minister (in addition to being entitled to receive notice of General Meetings of of the Council and of meetings of the Scottish Committee in accordance with Articles 20, 71, 135 and 137), shall be given notice of all meetings of each sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Scottish Minister.

124. The Northern Ireland Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Northern Ireland Committee in accordance with Articles 20, 88, 135 and 137), shall be given notice of all meetings of each sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Northern Ireland Minister.

125. The Housing Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Executive Committee, and at any meeting of any sub-committee of the Executive Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

126. The Scottish Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Scottish Committee, and at any meeting of any sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

127. The Northern Ireland Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Northern Ireland Committee, and at any meeting of any sub-committee of the Northern Ireland Committee for the time being in existence

pursuant to Article 117; and to be furnished, by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

ACCOUNTS

128. Without prejudice to any duties of the Executive Committee in that behalf under sub-sections (1) and (2) of section 147 of the Act, the Finance Committee shall be responsible for ensuring that proper books of account are kept with respect to :-

(A) all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place;

(B) all sales and purchases of goods by the Council; and

(C) the assets and liabilities of the Council.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Council's affairs and to explain its transactions.

129. The books of account shall be kept at the Office, or, subject to sub-section (3) of Section 147 of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of members of the Executive Committee, of the Scottish Committee and of the Northern Ireland Committee. The books of account shall also during normal business hours be open to the inspection of members of the Council who are not members either of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, subject to such reasonable restrictions as the Finance Committee may in its discretion from time to time impose.

130. At the Annual General Meeting in every year the Executive Committee shall lay before the Council an income and expenditure account showing the receipts and expenditure of the Council for the period since the last preceding account, made up to a date not more than nine months before such Meeting.

131. A balance sheet shall be made out and laid before the Council at the Annual General Meeting in every year, made up to the same date as the income and expenditure account. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and of the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with the requirements of the Act and of the Companies Act 1967 and with any other statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting, subject nevertheless to the provision of section 158 (1) (c) of the Act, be sent to all persons entitled to receive notice of General Meetings (including the Auditors and the Ministers in the manner in which notices are hereinafter authorised to be served. The Auditor's report shall be open to inspection and shall be read before the Meeting as required by section 14 (2) of the Companies Act 1967.

AUDIT

132. Once at least in every year the accounts of the Council shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

133. Auditors shall be appointed and their duties regulated in the manner provided by the relevant provisions of the Act and of the Companies Act 1967.

NOTICES

134. Any notice may be served by the Council upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, 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 Council for the giving of notices to him.

135. Any notice required by any of the provisions of these Articles to be given to any of the Ministers, may be served upon him either personally or by sending through the post in a prepaid letter, addressed to him at the address (if any) in the United Kingdom for the time being supplied by him to the Council for the giving of notices to him, or (in the event of there being no such address for the time being) at such address as the Council may in its discretion consider appropriate.

136. Any notice, if served by post, shall be deemed to have been served twenty-four hours after the letter containing the same shall have been posted; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put into the post-office or into any post box subject to the control of the Postmaster-General.

137. Notice of every General Meeting shall be given in any manner hereinbefore authorised to :-

(A) every member of the Council except those members who (having no registered address within the United Kingdom) have not supplied to the Council an address within the United Kingdom for the giving of notices to them; and

(B) the Auditors for the time being of the Council; and

(C) the Ministers;

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

INDEMNITY

138. Every member for the time being of the Council and/or of the Executive Committee and/or of the Scottish Committee and/or of the Northern Ireland Committee and/or of the Finance Committee, and/or any sub-committee of any of such Committee as aforesaid, and every Auditor, Director-General, Secretary and other officer, agent or employee for the time being of the Council, shall be indemnified out of the assets of the Council against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the Court.

WINDING UP AND DISSOLUTION

139. Clause 9 of the Memorandum of Association of the Council, relating to the winding up and dissolution of the Council, shall have effect and be observed as if the same were repeated in these Articles.

LICENCE BY THE BOARD OF TRADE

pursuant to Section 18 of the Companies Act 1929.

WHEREAS it has been proved by the Board of Trade that THE HOUSING IMPROVEMENT ASSOCIATION which is about to be registered under the Companies Act 1929, as an Association limited by guarantee is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of that Act and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit to the Members of the said Association.

NOW THEREFORE the Board of Trade in pursuance of the powers in them vested and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seven Members thereof on the 12th day of November 1936 do by this their Licence direct THE HOUSING IMPROVEMENT ASSOCIATION to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade this 14th day of November 1936.

(sd.) E.H.S. MARKER
Comptroller of the Companies Department authorised on that behalf by the President of the Board of Trade.

No. 320784 1108

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum

(As amended by Special Resolutions
passed respectively on the 25th day of July, 1968,
on the 6th day of September, 1973
and on the 7th day of December, 1981)

AND

NEW

Articles of Association

(Adopted by Special Resolutions
passed respectively on the 6th day of September, 1973,
on the 7th day of December, 1981,
on the 12th day of December, 1984
and on the 22nd day of November 1985)

NATIONAL HOUSE-BUILDING
COUNCIL

Incorporated the 17th day of November, 1936

23 OCT 1986

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 320784

I hereby certify that

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

NATIONAL HOUSE-BUILDING COUNCIL

Given under my hand at London the 8TH OCTOBER 1973

(N. TAYLOR)

Assistant Registrar of Companies

No. 320784

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS THE HOUSING IMPROVEMENT ASSOCIATION (the word "Limited" being omitted by Licence of the Board of Trade) was incorporated as a limited company under the Companies Act, 1929, on the 17th November, 1936.

AND WHEREAS by special resolution of the Company and with the approval of the Board of Trade it has changed its name

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL.

GIVEN under my hand at London, this 9th August, 1967.

L. S. WHITFIELD

Assistant Registrar of Companies.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-OF-

NATIONAL HOUSE-BUILDING COUNCIL

(As amended by Special Resolutions passed respectively on the 25th day of July 1968 and on the 6th day of September 1973).

1. The name of the Company (hereinafter called "the Council") is "NATIONAL HOUSE-BUILDING COUNCIL".

2. The registered office of the Council will be situate in England.

3. (A) The object for which the Council is established is the improvement of the house-building industry throughout the United Kingdom (including in such industry the building of all forms of home accommodation).

(B) The Council shall have the following powers, all of which shall be ancillary to the object set forth in sub-clause (A) hereof and exercisable in the furtherance of such object but for no other purpose whatsoever, that is to say:-

(1) To establish and maintain in such manner as the Council may from time to time think fit, Registers containing the names of house-builders and developers who in the opinion of the Council or its members and maintain sufficiently high standards of house-building.

(2) To make, and from time to time in the discretion of the Council to add to, amend and revoke, and to operate, enforce, observe and comply with, such conditions or rules as the Council may think fit for regulating the establishment and maintenance of the above-mentioned Registers and for prescribing the rights and obligations of house-builders and developers whose names are entered on such Registers, and the rights and obligations of the Council against and to such house-builders and developers and purchasers and lessees of houses built by such house-builders and developers, and for any other purposes in any way connected with or referable to such Registers, or with or to houses built by such house-builders and developers, as the Council may think desirable.

(3) To prescribe or otherwise provide for the manner in which and the terms upon which applications should or may be made by house-builders and developers for entry of their names on the above mentioned Registers, the manner in which such applications should or may be considered and determined upon by the Council, and the pre-requisites which should be or may be required to be satisfied before acceptance by the Council of such applications.

(4) To promote, enter into and carry on schemes under which the Council may or will accept responsibility, to purchasers and lessees of houses from house-builders and developers whose names are entered on the above-mentioned Registers, for defects in the houses so purchased or leased, or for loss or damage suffered otherwise howsoever by such purchasers and lessees in consequence of any defaults by such house-builders and developers.

(5) To promote, encourage and in any way finance research into and interest in matters affecting standards in the design of houses and in the workmanship and materials used in houses, and any technical, scientific or other problems associated therewith, and for such purposes as aforesaid, but without prejudice to the generality of the foregoing, to provide and assist in the provision of scholarships, fellowships, study groups, lectures and seminars.

(6) To conduct and hold, and to sponsor, encourage and assist in the conducting and holding of surveys, investigations and inquiries on a local or national scale of and into matters affecting the standards of design of houses and of the workmanship and materials employed in the building of houses and any technical, scientific or other problems associated therewith.

(7) To print, publish, issue, circulate, and sell or otherwise dispose of papers, periodicals, books, circulars and other literature, and generally to undertake programmes of publicity, with a view to promoting understanding of the work of the Council, or to providing information and guidance to house-builders and developers and others as to the nature of, and as to the desirability of adopting observing and maintaining, proper standards in house-building, or otherwise with a view to promoting the object of the Council.

(8) To hold, associate with, sponsor and promote periodical and other congresses, conferences and public meetings for the ventilation and discussion of, or otherwise relating to, the adoption, observance and maintenance of higher standards of house-building.

(9) To promote support and encourage any policies which will or may affect or tend to affect standards of house-building, and for this purpose, or otherwise with a view to promoting the object of the Council, to advise or co-operate with any Government Department or public or private authority, society, association, body or individual.

(10) To provide, and to assist, promote and encourage in the provision of, facilities for the education and training, in subjects involving the study of or research into the standards of design of houses and of the standards of workmanship and materials employed or employable in building houses, of persons engaged in or associated with, or unlikely to be engaged in or associated with the house-building industry.

(11) To insure the Council against or in respect of any liabilities or contingent or potential liabilities of or in any way undertaken by the Council, and in particular, but without prejudice to the generality of the foregoing, against or in respect of any liabilities incurred or undertaken by the Council pursuant to any of the powers of the Council under paragraphs (2) and (4) of this sub-clause (B).

(12) To establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, and to make payments for or towards the insurance of, any employees or ex-employees of the Council and the relations, connections and dependants of any such employees or ex-employees.

(13) To establish, maintain, control and manage branches of the Council in any part of the United Kingdom, and from time to time to determine the constitutions, rights, privileges and obligations of such branches, and when thought fit, to dissolve such branches or to modify such constitutions, privileges and obligations.

(14) To apply for, collect, organise the collection of, and receive, from private individuals, corporations and from any other source or sources, donations, grants, subscriptions and other financial assistance, and generally to raise funds for the purposes of the Council in such ways as the Council may think fit.

(15) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Council.

(16) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Council.

(17) To undertake and execute any charitable trusts which may lawfully be undertaken by the Council.

(18) To borrow or raise money on such terms and on such security as may be thought fit.

(19) To invest the moneys of the Council not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(20) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

(21) To do all such other things as are incidental or conductive to the attainment of the object of the Council.

PROVIDED ALWAYS THAT notwithstanding anything hereinbefore on this Clause 3 contained:-

(I) In case the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(II) The Council shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Council would make it a Trade Union.

(III) In case the Council shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or of the Secretary of State for Education and Science, the Council shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee or Governing Body of the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or Governing Body have been if no incorporation had been affected and the incorporation of the Council shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Executive Committee or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Council were not incorporated.

4. The income and property of the Council whencesoever derived shall be applied solely towards the promotion of the object of the Council as set forth inthis Memorandum of Association and no portion thereof shall be paid or transferred to the Members of the Council.

Provided that nothing herein contained shall prevent the Council from paying a Member of the Council:-

(a) reasonable expenses (including the expense of attending any meeting of the Council, its Committees or Sub-Committees, and travelling and other out-of-pocket expenses) incurred in the performance of his duties as such Member;

(b) a reasonable remuneration for services rendered to the Council by such Member not related to his position as a Member;

(c) interest at a rate not exceeding the Clearing Bank rate for lending on money lent to the Council, or a reasonable rent for premises let to the Council, by such Member.

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association of the Council for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade and Industry.

6. Clauses 4 and 5 of this Memorandum of Association contain conditions to which a licence, granted by the Department of Trade and Industry to the Council in pursuance of Section 18 of the Companies Act 1929 is subject.

7. The liability of the Members is limited.

8. Every Member of the Council undertakes to contribute to the assets of the Council in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Council, contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Council, but shall be given or transferred to some other institution or institutions having charitable objects similar to the object of the Council, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Council under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Council at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

NATIONAL HOUSE BUILDING COUNCIL

(Adopted by Special Resolutions passed on the 6th day of September, 1973)

PRELIMINARY

1. (A) In these Articles, unless inconsistent with the subject or context:-

(i) "the Council" means National House Building Council;

(ii) "the Act" means the Companies Act, 1948;

(iii) "these Articles" means these Articles of Association as originally framed or other Articles of Association of the Council for the time being in force;

(iv) "the Executive Committee" means the Executive Committee for the time being of the Council;

(v) "the Scottish Committee" means the Scottish Committee for the time being of the Council;

(vi) "the Northern Ireland Committee" means the Northern Ireland Committee for the time being of the Council;

(vii) "the Finance Committee" means the Finance Committee for the time being of the Council;

(viii) "the Office" means the registered office for the time being of the Council;

(ix) "the Seal" means the common seal of the Council;

(x) "the United Kingdom" means the United Kingdom of Great Britain and Northern Ireland;

(xi) "month" means calendar month and "year" means calendar year;

(xii) "in writing" means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in visible form;

(xiii) "the Effective Day" means the day upon which these Articles of Association (as originally framed) take effect pursuant to the Special Resolution of the Council adopting the same which was passed at the Extraordinary General Meeting thereof held on the 7th day of December 1981;

(xiv) "the Secretary" includes any assistant or deputy Secretary or other person for the time being authorised to perform any of the duties of the Secretary of the Council and, where two or more persons have been appointed to act as Joint Secretaries, includes any one or more of such persons;

(xv) "the Chairman" means the Chairman for the time being of the Council holding office in that behalf pursuant to Article 42;

(xvi) "the Nominating Bodies" means the bodies and persons specified in paragraphs (A) (B) and (C) of Article 8 and "Nominating Body" means and includes any of the Nominating Bodies;

(xvii) "the English Register" means the Register of house-builders and developers operating as such in England and Wales (or any part thereof), maintained by the Council pursuant to Article 6(A);

(xviii) "the Scottish Register" means the Register of house-builders and developers operating as such in Scotland (or any part thereof), maintained by the Council pursuant to Article 6(B);

(xix) "the Northern Ireland Register" means the Register of house-builders and developers operating as such in Northern Ireland (or any part thereof), maintained by the Council pursuant to Article 6(C);

(xx) "the Housing Minister" means the Secretary of State for the Environment for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Executive Committee, the appropriate functions of the Secretary of State);

(xxi) "the Scottish Minister" means the Secretary of State for Scotland for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Scottish Committee, the appropriate functions of that Secretary of State);

(xxii) "the Northern Ireland Minister" means the Minister of Development for the time being in the Government of Northern Ireland (or such other Minister (if any) as may for the time being be performing, in the opinion of the Northern Ireland Committee, the appropriate functions of that Minister);

(xxiii) "the Ministers" means and includes the Housing Minister, the Scottish Minister and the Northern Ireland Minister;

(xxiv) words importing the singular include the plural and vice-versa;

(xxv) words importing the masculine gender include the feminine gender;

(xxvi) "person" excludes a body corporate, and words importing persons shall be construed accordingly.

(B) Subject to paragraph (A) of this Article, any words or expressions defined in the Act shall, unless inconsistent with the subject or context, bear the same meaning in these Articles.

2. The number of members with which the Council was registered on the incorporation thereof under the Companies Act, 1929 was seven, but the Executive Committee may from time to time, in accordance with the provision of Section 7(3) of the Act, register an increase in the number of members of the Council.

3. The Council shall, in relation to its register of members observe the provisions of Section 110 of the Act.

4. The Council is established for the purposes expressed in the Memorandum of Association of the Council.

OFFICE

5. The Office shall be in such a place as the Executive Committee may from time to time appoint.

REGISTERS OF HOUSE-BUILDERS

6. In pursuance of (but without prejudice to the generality of) the powers conferred upon the Council by Clause 3(B)(1) of its Memorandum of Association, the Council:-

(A) shall maintain a Register containing the names of house-builders and developers operating as such in England and Wales (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building;

(B) shall maintain a Register containing the names of house-builders and developers operating as such in Scotland (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building; and

(C) shall maintain a Register containing the names of house-builders and developers operating as such in Northern Ireland (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building.

MEMBERSHIP

7. Every member of the Council as at the Effective Day, who became such a member pursuant to any provision or provisions of any Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles.

8. (A) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate under this paragraph (A) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the nomination under this paragraph (A) of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body:-

Name of Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body
The Royal Insitute of British Architects	3
The Royal Insitution of Chartered Surveyors	4
The Building Employers Confederation	14
The Building Societies Association	4
Union of Construction Allied Trades and Technicians	3
The Greater London Council	1
The Association of Metropolitan Authorities	1
The Association of District Councils	2
The Society of Community Medicine	1

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body
The Insitution of Civil Engineers	1
The National Council of Women of Great Britain	1
The National Federation of Owner Occupiers Association	1
Consumers Standards Advisory Committee of the British Standards Institution	1
The Chartered Institute of Building	1
The Consumers' Association	1
The Federation of Master Builders	3
The Royal Town Planning Institute	1
The National Council of Building Material Producers	1
The Housing Minister	2
The Law Society	1

(B) As from and after the Effective Day the Nominating Bodies hereinafter specified shall continue to be entitled from time to time and at any time to nominate under this paragraph (B) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the

nomination under this paragraph (B) of a Nominating Body (or of the joint nomination under this paragraph (B) of two joint Nominating Bodies in any case where such a joint nomination is necessary as hereinafter appearing) greater than the number hereinafter set opposite the name of that particular Nominating Body (or the joint names of those two joint Nominating Bodies in any such case as aforesaid):-

Name of the Nominating Body (or joint names of the two joint Nominating Bodies)	Maximum number of persons capable of holding membership pursuant to a nomination under this paragraph (B) by the Nominating Body (or to a joint nomination under this paragraph (B) by the two joint Nominating Bodies
The Royal Incorporation of Architects in Scotland and The Royal Institute of British Architects	Joint Nomination 1
The Scottish Branch of The Royal Institution of Chartered Surveyors	1
The Scottish House-Builders Association	6
The Building Societies' Association	3
The Scottish Branch of the Chartered Institute of Building	1
The Law Society of Scotland	1
The Association of Consulting Engineers	1

(C) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate, under this paragraph (C) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the nomination under this paragraph (C) of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body:-

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (C) by the Nominating Body
The Federation of Building Trade Employers or Northern Ireland	3
The Building Societies Association	1
The Royal Institution of Chartered Surveyors	1
The Royal Society of Ulster Architects	1

(D) Without prejudice to the generality of but subject to the limitations upon the powers conferred by paragraph (A) or (B) or (C) of this Article on a Nominating Body (or on two joint Nominating Bodies), that Nominating Body (or those two joint Nominating Bodies) may at any time pursuant to such paragraph (A) or (B) or (C) nominate any person for membership of the Council in place of a person who, having held membership of the Council pursuant to the nomination of that Nominating Body (or those two joint Nominating Bodies) under such paragraph (A) or (B) or (C), has been removed by such Nominating Body (or two joint Nominating Bodies) from membership in accordance with Article 15 (A) or has for any other reason ceased to be a member of the Council.

(E) Any and every nomination for membership made by a Nominating Body (or two joint Nominating Bodies) pursuant to paragraph (A) or (B) or (C) of this Article shall be effected by delivering at the Office a Form of Nomination and Consent, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies) and also signed by the person thereby nominated. Every such Form of Nomination and Consent shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of National House-Building Council.

I/We (name of the Nominating Body or names of the joint Nominating Bodies) hereby nominate (full name and address of person nominated) for membership of National House-Building Council, pursuant to the powers in that behalf conferred upon me/us by paragraph (A) or (as the case may be), (B) or (as the case may be), (C) of Article 8 of its Articles of Association.

Signed .....

Dated this day of 19 .

I, the above-named (full name of person nominated) hereby agree and consent to become a member of National House-Building Council, pursuant to the nomination above set forth, and upon and subject to the terms and provisions of the Memorandum and Articles of Association of National House-Building Council.

Signed .....

Dated this day of 19 .

(F) Forthwith upon the delivery at the office of a Form of Nomination and Consent which complies with the provisions of paragraph (A) or (B) or (C), and also paragraph (E), of this Article, the Secretary shall enter the name of the person thereby nominated for membership in the appropriate register of members of the Council.

8A. As from and after the Effective Day the Director General of the Council for the time being shall be a Member of the Council and his name shall be entered by the Secretary in the register of the Members of the Council.

9. Subject as hereinafter provided the Council in General Meeting may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person to represent the interests of consumers, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the Register of members of the Council. Provided always that there shall not at any time be more than two persons holding membership of the Council pursuant to this Article.

10. Subject as hereinafter provided, the Executive Committee may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person whom it considers should be so admitted, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the register of members of the Council. Provided always that there shall not at any one time be more than two persons holding membership of the Council pursuant to this Article.

11. (A) Subject as hereinafter provided both the Scottish Committee and the Northern Ireland Committee may from time to time and at any time in their absolute discretion resolve to admit to membership of the Council any person whom they respectively consider should be so admitted and the name of any such person so resolved upon shall forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (A) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the respective Committee) be entered by the Secretary in the register of members of the Council. Provided always that:-

(i) no such resolution shall be effective for the purposes of this paragraph (A) unless not less than two-thirds of the members of the appropriate Committee for the time being vote in favour of such resolution; and

(ii) there shall not at any one time be more than the following number of persons holding membership of the Council pursuant to this paragraph (A) namely two persons as a result of resolutions passed by the Scottish Committee and two persons as a result of resolutions passed by the Northern Ireland Committee.

(B) Where the Scottish Committee has resolved, in accordance with paragraphs (A), (C) and (E) of Article 64, to appoint as the Chairman of the Scottish Committee a person who is not already a member of the Scottish Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (B) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Scottish Committee), the name of such person shall be entered by the Secretary in the register of members of the Council. Provided always that no person may become a member of the Council pursuant to

this paragraph (B) at any time when there is already another person holding the office of Chairman of the Scottish Committee, and there shall not at any time be more than one person holding membership of the Council pursuant to this paragraph (B).

(C) Where the Northern Ireland Committee has resolved, in accordance with paragraphs (A), (B) and (D) of Article 81, to appoint a person as the Chairman of the Northern Ireland Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (C), (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Northern Ireland Committee), the name of such person shall be entered by the Secretary in the register of members of the Council. Provided always that no person may become a member of the Council pursuant to this paragraph (C) at any time when there is already another person holding the office of Chairman of the Northern Ireland Committee, and there shall not at any one time be more than one person holding membership of the Council pursuant to this paragraph (C).

12. As from and after the Effective Day no person shall be capable of becoming a member of the Council other than pursuant to and in accordance with the provisions of Article 8, 8A, 9, 10 and 11.

13. Notwithstanding anything in these Articles contained no body corporate shall be able or eligible to become a member of the Council and no person shall be entitled or able to become a member of the Council jointly with any other person or persons.

14. Membership of the Council shall not be in any way either transferable or transmissible.

CESSATION OF MEMBERSHIP

15. (A) Any Nominating Body (or two joint Nominating Bodies) shall be entitled at any time and from time to time, subject as hereinafter provided to remove from membership of the Council any person for the time being holding membership thereof pursuant to a nomination made in that behalf by that Nominating Body (or those two joint Nominating Bodies). Every such removal as aforesaid shall be effected by delivering at the Office a Form of Removal, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies). Every such Form of Removal shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of National House-Building Council.

I/We (name of the Nominating Body or names of the two joint Nominating Bodies) hereby remove (full name and address of member intended to be removed) from membership of National House-Building Council, pursuant to the powers in that behalf conferred upon me/us by Article 15(A) of its Articles of Association.

Signed .....

Dated this day of 19 ."

Provided always that if and for so long as any person, for the time being holding membership of the Council pursuant to a nomination in that behalf made under Article 8 (B) by any Nominating Body (or two joint Nominating Bodies), is the Chairman of the Scottish Committee, that person may not be removed from his said membership by such Nominating Body (or two joint Nominating Bodies) under this paragraph (A).

(B) Forthwith upon the delivery at the Office of a Form of Removal which complies with the provisions of paragraph (A) of this Article, the Secretary shall remove the name of the member therein named from the register of members of the Council.

16. (A) A person who is for the time being a member of the Council shall ipso facto cease to be such a member:-

(i) if he dies, or is adjudicated, bankrupt, or becomes of unsound mind;

(ii) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his membership;

(iii) if, being a person holding membership pursuant to Article 9, the Council in General Meeting in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(iv) if, being a person holding membership pursuant to Article 10, the Executive Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(v) if, being a person holding membership pursuant to a nomination in that behalf made under Article 8 (A) by any of the Nominating Bodies referred to in paragraphs (A), (B) and (G) of Article 38, that person ceases for any reason to be a member of the Executive Committee;

(vi) if, being a person holding membership either pursuant to any nomination in that behalf made under Article 8 (B), or pursuant to paragraph (A) of Article 11 (and to a resolution of the Scottish Committee), or pursuant to paragraph (B) of Article 11 that person ceases for any reason to be a member of the Scottish Committee;

(vii) if, being a person holding membership pursuant to paragraph (A) of Article 11 and to a resolution of the Scottish Committee (who is not for the time being the Chairman of the Scottish Committee), the Scottish Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(viii) if, being a person holding membership either pursuant to any nomination in that behalf made under Article 8 (C), or pursuant to paragraph (A) of Article 11 (and to a resolution of the Northern Ireland Committee), or pursuant to paragraph (C) of Article 11, that person ceases for any reason to be a member of the Northern Ireland Committee;

(xi) if, being a person holding membership pursuant to paragraph (A) of Article 11 and to a resolution of the Northern Ireland Committee, the Northern Ireland Committee in its absloute discretion shall resolve that such person should cease to be a member of the Council;

(x) if, being the Director General, he ceases for any reason to be the Director General.

(B) Any person who is for the time being a member of the Council pursuant to a nomination made in that behalf by the Housing Minister under Article 8 (A) shall ipso facto cease to be such a member upon the expiration of three calendar years from his last having become a member in accordance with Article 8 (F).

(C) The Secretary shall forthwith remove from the register of members of the Council the name of any person who ceased to be a member of the Council pursuant to any of the provisions of paragraphs (A) and (B) of this Article.

GENERAL MEETINGS

17. The Council shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceeding Annual General Meeting.

18. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

19. The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

20. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors, the Ministers) as are under these Articles or under the Act entitled to receive such notices from the Council; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of General Meetings other than Annual General Meetings, a General Meeting may be convened by such notices as those members may think fit.

21. The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceedings had, at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS AND VOTES OF MEMBERS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and a balance sheet, and the reports of the Executive Committee and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

23. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided eight members personally present and entitled to vote shall be a quorum.

24. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of 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 at such other place as the Executive Committee may determine, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the members present (provided not less than four of them are entitled to vote thereat) shall be a quorum.

25. Every member of the Council, whether or not he is entitled to vote thereat, shall be entitled to attend and (save as otherwise expressly provided by these Articles) generally take part in the proceedings at every General Meeting.

26. The Chairman shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members of the Council present shall choose some member of the Executive Committee to preside as chairman of the Meeting, or if no such member be present, or if all the members of the Executive Committee present decline to take the chair, the members of the Council present shall choose one of their number (being a person entitled to vote thereat) to preside as chairman of the Meeting.

27. The chairman of any General Meeting at which a quorum is present may, with the consent of such Meeting (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 business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting, and to the same persons. Save as aforesaid, no person shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

28. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the Meeting, or by at least three members present and entitled to vote at the Meeting, or by a number of members present and representing one-tenth of the total voting rights of all the members having the right to vote at the Meeting, and unless a poll be so demanded a declaration by the chairman of the Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Council shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

29. Subject to the provisions of Article 30 if a poll be demanded in manner aforesaid, it shall be taken at the General Meeting in such manner as the Chairman of the General Meeting shall direct.

30. No poll shall be demanded on the election of a chairman of any General Meeting, or on any question of adjournment of any General Meeting.

31. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a second or casting vote.

32. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.

33.(A) Save as provided by paragraphs (B) and (C) of this Article, no person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (B), or who for the time being holds membership of the Council pursuant to Article 11 (A) (and to a resolution of the Scottish Committee), and who (in either such case) is not for the time being the Chairman of the Scottish Committee, shall be entitled to vote at any General Meeting.

(B) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meeting by paragraph (A) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that there shall not at any one time be more than three members who are entitled to vote at General Meetings pursuant to this paragraph (B).

(C) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (A) of this Article (and who is not for the time being himself entitled to vote at General Meetings pursuant to paragraph (B) of this Article), the entitlement from thenceforth to vote at any and every General Meeting at which some member (who shall be specified in such resolution) for the time being entitled to vote at General Meetings pursuant to paragraph (B) of this Article is

not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that:-

(i) there shall not at any time be more than one member entitled to vote pursuant to this paragraph (C) as an alternate for the same member entitled to vote at General Meetings pursuant to paragraph (B) of this Article;

(ii) no member may at any time be entitled to vote pursuant to this paragraph (C) as an alternate for more than one member entitled to vote at General Meetings pursuant to paragraph (B) of this Article; and

(iii) the entitlement of a member to vote pursuant to this paragraph (C) as an alternate shall ipso facto be revoked if such member should himself become entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee, or if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee.

(D) Save as provided by paragraphs (E) and (F) of this Article, no person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (C), or who for the time being holds membership of the Council pursuant to Article 11 (A) (and to a resolution of the Northern Ireland Committee), shall be entitled to vote at any General Meeting.

(E) The Nothern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that there shall not at any one time be more than one member who is entitled to vote at General Meetings pursuant to this paragraph (E).

(F) The Northern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at any and every General Meeting at which the member if any (which member if any shall be specified in such resolution) for the time being entitled to vote at General Meeting pursuant to paragraph (E) of this Article is not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that:-

(i) there shall not at any time be more than one member entitled to vote as an alternate pursuant to this paragraph (F); and

(ii) the entitlement of a member to vote pursuant to this paragraph (F) as an alternate shall ipso facto be revoked if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (E) of this Article.

34. Every person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (A), or pursuant to Article 9 or 10, or who is for the time being the Chairman of the Scottish Committee, or who is for the time being the Chairman of the Northern Ireland Committee, shall be entitled to vote at all General Meetings.

35. Subject as provided by Article 31, and by sub-paragraphs (iii), (iv) and (v) of Article 39 (B), on any question or resolution arising at any General Meeting every member of the Council present at that General Meeting who is entitled to vote at such General Meeting shall, whether on a show of hands or on a poll, have one vote.

36. No member shall be allowed or entitled to attend or vote at any General Meeting by proxy.

THE EXECUTIVE COMMITTEE

37. Every member (or alternate member) of any Executive Committee as at the Effective Day, who became such a member (or alternate member) pursuant to any provision or provisions of the Articles of Assocaition of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member (or alternate member) pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member (or alternate member) from and after the Effective Day, subject to these Articles.

38. As from and after the Effective Day the Executive Committee shall consist of:-

(A) Every person who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of The Building Societies' Association.

(B) Every person who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of the Housing Minister.

(C) One of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Royal Institute of British Architects.

(D) Two of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Royal Institution of Chartered Surveyors.

(E) Not more than five of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Building Employers Confederation.

(F) One of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Union of Construction Allied Trades and Technicians.

(G) The person (if any) who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of the Consumers' Association.

(H) One of the persons (if any) who are for the time being members of the Council pursuant to a Resolution of the Council in General Meeting under Article 9.

(I) Not more than one person who is for the time being a member of the Council pursuant to Article 10, and who is co-opted by the Executive Committee in accordance with Article 40.

(J) The Director General.

39. The mode of appointment to the Executive Committee of, and the tenure of office of, the members of the Executive Committee referred to in paragraphs (C) to (F) (both inclusive) and (H) of Article 38, shall, subject to Article 48, be governed by the following provisions:-

(A) At the Annual General Meeting of the Council held in 1973, and at every third Annual General Meeting held thereafter, all of the members of the Executive Committee for the time being holding office in accordance with the said paragraphs (C) to (F) (both inclusive) and (H) shall retire from office (but shall be eligible for re-election), and the vacancies then existing in the categories of members of the Executive Committee respectively referred to in those paragraphs, shall, in accordance with but subject to paragraph (B) of this Article, be filled by election.

(B) At each such Annual General Meeting as is referred to in paragraph (A) of this Article:-

(i) every person who is for the time being a member of the Council pursuant to the nomination of a Nominating Body referred to in any of the said paragraphs (C) to (F) (both inclusive) and (H) shall be eligible for election as a member of the Executive Committee pursuant to the relative paragraph;

(ii) the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) shall be elected in turn by the Annual General Meeting, from amongst the persons respectively eligible therefor;

(iii) on any election of the category of members of the Executive Committee referred to in paragraph (D) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting,

shall (whether on a show of hands or on a poll) be entitled to cast up to two votes (but shall not be able to case more than one vote in favour of any one of the persons eligible for that category), and the two eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that two persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is or are elected;

(iv) on any election of the category of members of the Executive Committee referred to in paragraph (E) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast up to five votes (but shall not be able to cast more than one vote in favour of any one of the persons eligible for that category), and the five eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that five persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is or are elected;

(v) on any election of any such category of member of the Executive Committee as is referred to in paragraphs (C), (F) and (H) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such

Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast one vote, and the eligible person receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) the chairman of the Annual General Meeting shall have a second or casting vote;

(vi) save as provided by sub-paragraphs (iii), (iv) and (v) hereof all the provisions of these Articles relative to proceedings at General Meetings of the Council and to votes of members thereat shall apply in respect of any election of any of the categories of the members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H);

(vii) if the number of persons eligible for any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) shall not exceed the number of the vacancy or vacancies to be filled in that category, then unless the Annual General Meeting otherwise resolves the person or persons so eligible shall not be deemed to be elected and instead such vacancy or vacancies shall be filled by the Executive Committee in accordance with paragraph (C) of this Article.

(C) In the event of there being at any time any vacancy or vacancies in any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) by virtue of the operation of paragraph (B) (vii) of this Article, or of any such vacancy or vacancies at any time existing or occurring due to any other reason whatsoever the Executive Committee shall, as soon as practicable after the same shall have first occurred, appoint to fill the same some person or persons eligible for that category but so that if and for so long as the number

of persons so eligible does not exceed the number of such vacancy or vacancies the Executive Committee may in its absolute discretion determine not to fill the same pursuant to this paragraph (C).

(D) Every person elected or appointed as a member of the Executive Committee pursuant to paragraph (B) or (C) of this Article shall, subject only to Article 48, thereafter continue to be such a member until he shall retire from his office as such in accordance with paragraph (A) of this Article.

40.(A) The Executive Committee may from time to time co-opt any person who is for the time being a member of the Council pursuant to Article 10 for such term of office not exceeding three calendar years, as, subject to Article 48, the Executive Committee shall in its absolute discretion determine at the time of co-option.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

41.(A) Each of the Nominating Bodies respectively referred to in paragraphs (C), (D) and (F) of Article 38 shall be entitled at any time and from time to time, by delivering at the Office a notice in writing to that effect signed by its duly authorised officer or representative, (such notice to be in any form from time to time prescribed or permitted by the Executive Committee), to appoint any person, who is for the time being a person holding membership of the Council pursuant to the nomination under Article 8 (A) of that particular Nominating Body, to be an alternate member of the Executive Committee to any person who is for the time being a member of the Executive Committee pursuant to such of the said paragraphs of Article 38 as refers to that particular Nominating Body, and may at any time and from time to time, by delivering at the Office a notice in writing to that effect signed as aforesaid, (and being in any such form as aforesaid) remove from office any person so appointed, but so that there shall not at any one time be more than one person holding office as an alternate member of the Executive Committee under this paragraph (A) pursuant to the appointment of the same Nominating Body.

(B) The appointment of any alternate member of the Executive Committee effected pursuant to paragraph (A) of this Article shall ipso facto determine on the happening (in relation to such alternate members) of any of the events referred to in paragraphs (A) to (D) (both inclusive) of Article 48, and his appointment shall also determine ipso facto if the person to whom he has been appointed an alternate ceases either as a result of retirement under Article 39 (A) or for any other reason whatsoever to be a member of the Executive Committee.

(C) An alternate member of the Executive Committee appointed pursuant to paragraph (A) of this Article shall be entitled to attend and to vote, and to be counted towards the quorum required by or pursuant to Article 55, as a member of the Executive Committee, at any meeting of the Executive Committee at which the person to whom he has been appointed an alternate is not personally present, and generally at any such meeting as aforesaid to perform all the functions of such person as a member of the Executive Committee.

41A. No member of the Executive Committee of the Council (other than the Director General) shall be appointed to any office for reward of the Council.

THE CHAIRMAN

42. The Chairman shall be such of the persons, for the time being holding membership of the Council pursuant to the nomination under Article 8(A) of the Housing Minister, as the Housing Minister shall at any time and from time to time in his absolute discretion appoint, and subject as aforesaid the Housing Minister shall have the like discretion at any time and from time to time to remove any such person from the office of Chairman. Any such appointment or removal as aforesaid shall be effected by delivering at the Office a notice in writing to that effect signed by, or by a duly authorised officer or representative of the Housing Minister; and shall take effect forthwith upon such delivery as aforesaid.

43. The office of the Chairman shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Executive Committee.

44. The Chairman as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed the Chairman under Article 42 at the date when he in fact became the Chairman; and he shall continue in office as the Chairman from and after the Effective Day, subject to Articles 42 and 43.

HONORARY PRESIDENT AND VICE-PRESIDENTS OF THE ASSOCIATION

45.(a) The Council in General Meeting may at any time and from time to time elect any person, whether or not he is a member of the Council or of the Executive Committee, to be an Honorary President or an Honorary Vice-President of the Council, for such period of office as the Council in General Meeting may from time to time in its absolute discretion determine.

(b) At any one time there shall not be more than one person holding office as Honorary President of the Council or more than six persons under the age of 75 holding office as Honorary Vice-Presidents of the Council.

(c) No person shall be capable of being appointed an Honorary Vice-President of the Council if at the time of his appointment he has attained the age of seventy-five.

(d) An Honorary Vice-President of the Council appointed after the Effective Day shall vacate his office upon attaining the age of seventy-five.

(e) The Council in General Meeting may at any time and for any reason remove the Honorary President or any Honorary Vice-President before the expiration of his period of office

46. The Honorary President and any Honorary Vice-President whether or not (in either case) he is a member of the Council or of the Executive Committee, shall be entitled to attend and to speak at any General Meeting of the Council and at any meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, but shall not by virtue of holding the office of Honorary President or Honorary Vice-President (as the case may be) be entitled to vote at any such General Meeting or meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

47. The offices of the Honorary President and of an Honorary Vice-President shall not confer or impose upon the respective holders of such offices any powers, discretions or duties in relation to the affairs of the Council, and no holder of either such office shall, by virtue of holding the same, for any of the purposes of these Articles or of the Act be or be deemed to be a member of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

48. The office of a member of the Executive Committee shall ipso facto be vacated:-

(A) if for any reason he ceases to be a member of the Council;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his said office;

(C) if he becomes prohibited from being a director of a Company by reason of any order made under Section 188 of the Act;

(D) if he is removed from his said office by a resolution duly passed pursuant to Section 184 of the Act;

(E) if, being a member of the Executive Committee pursuant to Article 38 (B), he ceases for any reason to be a member of the Finance Committee.

49. None of the provisions of Section 185 of the Act, or of any statutory re-enactment, modification, or extension thereof for the time being in force, shall apply to the Council or to any member or prospective member of the Executive Committee.

POWERS OF THE EXECUTIVE COMMITTEE

50. The business of the Council shall be managed by the Executive Committee, which, in addition to exercising the powers and authorities expressly conferred upon the Executive Committee by these Articles, may exercise all such powers and discretions of the Council, and do all such acts and things, as may be exercised and done by the Council, and as are not by these Articles or by statute directed or required to be exercised or done by the Council in General Meeting, and as are not by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, but subject nevertheless to the provisions of the Act, of the Companies Act, 1967, and of these Articles.

51. Without prejudice to the generality of the powers conferred upon the Executive Committee by Article 50, but subject always to Article 104, the Executive Committee shall be responsible on behalf of the Council for the maintenance of the English Register, and for the exercise of all powers which are vested in the Council in relation to the English Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council, or which, being in any way incidental to the maintenance of the English Register or to any of the powers aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Executive Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Scottish Committee, by the Northern Ireland Committee, or by the Finance Committee.

52. Subject to the provisions of Article 55, the members for the time being of the Executive Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Executive Committee.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

53. Any member of the Executive Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Executive Committee.

54. Not less than two clear days' notice in writing of every meeting of the Executive Committee shall be given to all members and alternate members of the Executive Committee, other than to members and alternate members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Housing Minister. In respect of every notice required to be given to the Housing Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136, shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

55. The quorum necessary for the transaction of the business of the Executive Committee shall be any five members thereof, or such other number of members thereof as the Executive Committee may from time to time prescribe. Any meeting of the Executive Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Executive Committee.

56. Questions arising at any meeting of the Executive Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

57. At every meeting of the Executive Committee the Chairman shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if the Chairman is not present, the members of the Executive Committee present at such meeting shall elect one of their number to be chairman of such meeting.

58. Subject to the provisions of these Articles, the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

59. All acts bona fide done by any meeting of the Executive Committee, or by any person acting as a member (or alternate member) of the Executive Committee, shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member (or as the case may be alternate member) of the Executive Committee.

60. The Executive Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all General Meetings of the Council and all meetings of the Executive Committee or of any sub-committee thereof, and any minutes of any such General Meeting or meeting, if purported to be signed, by the Chairman thereof, or by the chairman of the next succeeding such General Meeting or (as the case may be) meeting, shall be sufficient evidence without any further proof of the facts therein stated.

61. A resolution in writing signed by all the members (including alternate members) of the Executive Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and constituted.

THE SCOTTISH COMMITTEE

62.(A) As from and after the Effective Day there shall continue to be a standing Committee of the Council known as the Scottish Committee.

(B) Every member of the Scottish Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

63. The Scottish Committee shall consist of:-

(A) Every person who is for the time being a member of the Council pursuant to any nomination effected by any Nominating Body (or by any two Joint Nominating Bodies) in accordance with Article 8 (B).

(B) Every person who is for the time being a member of the Council pursuant to a resolution of the Scottish Committee under Article 11 (A).

(C) The person (if any) who is for the time being both a member of the Council pursuant to Article 11 (B) and the Chairman of the Scottish Committee by virtue of paragraph (C) of Article 64.

THE CHAIRMAN OF THE SCOTTISH COMMITTEE

64.(A) The Scottish Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is already a member of the Scottish Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is not already a member of the Scottish Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Council in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Scottish Committee of any person whose appointment to that office is resolved upon in accordance with paragraph (A) of this Article (which said period shall commence when such appointment takes effect) shall, subject to paragraph (E) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Scottish Committee may from time to time and at any time during the currency of such period

of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Scottish Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Scottish Minister, such approval to be in any form for the time being prescribed or permitted by the Scottish Committee.

(F) The Chairman of the Scottish Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day, subject to the provisions of this Article and of Article 65.

65. The office of the Chairman of the Scottish Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Scottish Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE SCOTTISH COMMITTEE

66. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Scottish Committee as if every reference therein to the Executive Committee were a reference to the Scottish Committee.

67. The office of a member of the Scottish Committee shall ipso facto be vacated, if, holding the office of Chairman of the Scottish Committee pursuant to an appointment effected in accordance with Articles 11 (B) and 64 (C), his period of office (or extended period of office) as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE SCOTTISH COMMITTEE

68. The Scottish Committee, in addition to exercising the other powers and authorities expressly conferred upon the Scottish Committee by these Articles, shall, notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the Council for the maintenance of the Scottish Register, and for the exercise of all powers which are vested in the Council in relation to the Scottish Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council, or which, being in any way incidental to the maintenance of the Scottish Register, or to any of the powers aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Scottish Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Northern Ireland Committee, or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Council or any powers or discretion required by the Act or by any rule of law to be exercised by the Executive Committe.

69. Subject to the provisions of Article 72 the members for the time being of the Scottish Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Scottish Committee.

PROCEEDINGS OF THE SCOTTISH COMMITTEE

70. Any member of the Scottish Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Scottish Committee.

71. Not less than two clear days' notice in writing of every meeting of the Scottish Committee shall be given to all members of the Scottish Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Scottish Minister. In respect of every notice required to be given to the Scottish Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

72. The quorum necessary for the transaction of the business of the Scottish Committee shall be any five members thereof, or such other number of members as the Scottish Committee may from time to time prescribe. Any meeting of the Scottish Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Scottish Committee.

73. Subject as provided by proviso (i) to Article 11 (A), questions arising at any meeting of the Scottish Committee shall be determined by a majority of votes; and, subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

74. At every meeting of the Scottish Committee the Chairman of the Scottish Committee shall be the chairman thereof, but if at any such meeting there be no Chairman of the Scottish Committee, or if he is not present, the members of the Scottish Committee present at such meeting shall elect one of their number to be chairman of such meeting.

75. Subject to the provisions of these Articles, the Scottish Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

76. All acts bona fide done by any meeting of the Scottish Committee, or by any person acting as a member of the Scottish Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Scottish Committee.

77. The Scottish Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Scottish Committee or of any sub-committees thereof, and any minutes of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

78. A resolution in writing signed by all the members of the Scottish Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Scottish Committee duly convened and constituted. Provided that this Article shall not apply in respect of any such resolution of the Scottish Committee as is referred to in Article 11 (A).

THE NORTHERN IRELAND COMMITTEE

79.(A) As from the Effective Day there shall continue to be a standing Committee of the Council known as the Northern Ireland Committee.

(B) Every member of the Northern Ireland Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles, and shall continue as such a member from and after the Effective Day, subject to these Articles.

80. The Northern Ireland Committee shall consist of:-

(A) Every person who is for the time being a member of the Council pursuant to any nomination effected by any Nominated Body under Article 8 (C).

(B) Every person who is for the time being a member of the Council pursuant to a resolution of the Northern Ireland Committee under Article 11 (A).

(C) The person (if any) who is for the time being both a member of the Council pursuant to Article 11 (C) and the Chairman of the Northern Ireland Committee by virtue of Article 81.

THE CHAIRMAN OF THE NORTHERN IRELAND COMMITTEE

81.(A) The Northern Ireland Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is already a member of the Northern Ireland Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is not already a member of the Northern Ireland Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Council in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Northern Ireland Committee of any person whose appointment to that office is so resolved upon (which said period shall commence when such appointment takes effect) shall, subject to paragraph (D) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Northern Ireland Committee may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Northern Ireland Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Northern Ireland Minister, such approval to be in any form for the time being prescribed or permitted by the Northern Ireland Committee.

82. The office of the Chairman of the Northern Ireland Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE NORTHERN IRELAND COMMITTEE

83. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Northern Ireland Committee as if every reference therein to the Executive Committee were a reference to the Northern Ireland Committee.

84. The office of a member of the Northern Ireland Committee shall ipso facto be vacated, if, holding the office of Chairman of the Northern Ireland Committee pursuant to an appointment effected in accordance with Articles 11 (C) and 81, his period of office (or extended period of office), as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE NORTHERN IRELAND COMMITTEE

85. The Northern Ireland Committee, in addition to exercising the other powers and authorities expressly conferred upon the Northern Ireland Committee by these Articles, shall notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the Council for the maintenance of the Northern Ireland Register, and for the exercise of all powers which are vested in the Council in relation to the Northern Ireland Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council or which, being in any way incidental to the maintenance of the Northern Ireland Register, or to any of the powers

aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Northern Ireland Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Scottish Committee or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Council or any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

86. Subject to the provisions of Article 89 the members for the time being of the Northern Ireland Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Northern Ireland Committee.

PROCEEDINGS OF THE NORTHERN IRELAND COMMITTEE

87. Any member of the Northern Ireland Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Northern Ireland Committee.

88. Not less than two clear days' notice in writing of every meeting of the Northern Ireland Committee shall be given to all members of the Northern Ireland Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Northern Ireland Minister. In respect of every notice required to be given to the Northern Ireland Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

89. The quorum necessary for the transaction of the business of the Northern Ireland Committee shall be any three members thereof, or such other number of members as the Northern Ireland Committee may from time to time prescribe. Any meeting of the Northern Ireland Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Northern Ireland Committee.

90. Subject as provided by proviso (i) to Article 11 (A), questions arising at any meeting of the Northern Ireland Committee shall be determined by a majority of votes; and subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

91. At every meeting of the Northern Ireland Committee the Chairman of the Northern Ireland Committee shall be the chairman thereof, but if at any such meeting there be no Chairman of the Northern Ireland Committee, or if he is not present, the members of the Northern Ireland Committee present at such meeting shall elect one of their number to be chairman of such meeting.

92. Subject to the provisions of these Articles, the Northern Ireland Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

93. All acts bona fide done by any meeting of the Northern Ireland Committee, or by any person acting as a member of the Northern Ireland Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Northern Ireland Committee.

94. The Northern Ireland Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Northern Ireland Committee or of any sub-committee thereof, and any minutes of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

95. A resolution in writing signed by all the members of the Northern Ireland Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Northern Ireland Committee duly convened and constituted. Provided that this Article shall not apply in respect of any such resolution of the Northern Ireland Committee as is referred to in Article 11 (A).

THE FINANCE COMMITTEE

96. As from and after the Effective Day there shall continue to be a standing Committee of the Council known as the Finance Committee.

97. Every member of the Finance Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

98. The Finance Committee shall consist of:-

(A) Every person who is for the time being a member of the Association pursuant to the nomination under Article 8 (A), of the Housing Minister, and who is also therefore a member of the Executive Committee by virtue of Article 38 (B).

(B) Not more than two of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (A).

(C) Not more than three of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (E).

(D) Not more than one person who is for the time being a member of the Scottish Committee and who is co-opted by the Finance Committee in accordance with Article 100.

(E) Not more than one person who is for the time being a member of the Northern Ireland Committee and who is co-opted by the Finance Committee in accordance with Article 100.

(F) The Director General.

99. The Executive Committee shall from time to time and in its absolute discretion choose the members of the Finance Committee referred to in paragraphs (B) and (C) of Article 98, and may at any time in the like discretion terminate the tenure of office of any such member.

100.(A) The Finance Committee may from time to time co-opt any person who is for the time being a member of the Scottish Committee and any person who is for the time being a member of the Northern Ireland Committee for such term of office, not exceeding three years as, subject to Article 102, the Finance Committee shall in its absolute discretion determine at the time of co-option. Provided that no person shall be so co-opted unless he has previously been recommended for such co-option by a resolution of the Scottish Committee or (as the case may be) of the Northern Ireland Committee.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

THE CHAIRMAN OF THE FINANCE COMMITTEE

101. The Finance Committee may from time to time choose any of its members for the time being (not being any such member as is referred to in paragraphs (D) and (E) of Article 98) to be its Chairman, and subject always to Articles 102 and 103, may determine the terms of his office as such Chairman.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE FINANCE COMMITTEE

102. The office of a member of the Finance Committee shall ipso facto be vacated:-

(A) if, holding his said office pursuant to paragraph (A), (B) or (C) of Article 98, he shall for any reason cease to be a member of the Executive Committee;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning such office;

(C) if, holding his said office pursuant to paragraph (D) of Article 98:-

(i) his period of co-option (as determined in accordance with Article 100 (A)) shall expire; or

(ii) the Scottish Committee shall resolve that he should cease to be a member of the Finance Committee; or

(iii) he shall for any reason cease to be a member of the Scottish Committee;

(D) if, holding his said office pursuant to paragraph (E) of Article 98:-

(i) his period of co-option (as determined in accordance with Article 100 (A)) shall expire; or

(ii) the Northern Ireland Committee shall resolve that he should cease to be a member of the Finance Committee; or

(iii) he shall for any reason cease to be a member of the Northern Ireland Committee;

(E) if, holding his said office pursuant to paragraph (F) of Article 98, he ceases for any reason to be Director General.

103. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Finance Committee as if every reference therein to the Executive Committee were a reference to the Finance Committee.

POWERS OF THE FINANCE COMMITTEE

104. Without prejudice to the other powers and discretions expressly conferred upon the Finance Committee by these Articles, the following powers and discretions shall, notwithstanding anything in Articles 50, 51, 68 and 85 contained, but subject as hereinafter provided, be exercised by the Finance Committee:-

(A) all powers and discretions of the Council to borrow and raise money, and to acquire and dispose of property;

(B) all the powers and discretions vested in the Council by paragraph (11) of Clause 3 (B) of its Memorandum of Association;

(C) all powers and discretions of the Council relating to the engagement, dismissal and terms of employment of its staff and employees;

(D) all powers and discretions of the Council regarding the investment of its funds; and

(E) all other powers and discretions of the Council which directly affect the finances of the Council.

PROVIDED ALWAYS that:-

(i) Nothing in this Article contained shall apply to any of the powers and discretions expressly conferred upon the Executive Committee by Articles 129 to 131 (both inclusive), or to any of the powers and discretions of the Executive Committee which in any way

relate to General Meetings of the Council, or to any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

(ii) Subject to proviso (i) to this Article, in the event of any doubt or dispute arising at any time howsoever as to the nature or extent of the powers and discretions exercisable by the Finance Committee under this Article, such doubt or dispute shall be determined upon and resolved by the Chairman, whose decision in that behalf shall be binding and conclusive for all purposes.

105. The Finance Committee may at any time and from time to time authorise the repayment by the Council, to any member of the Executive Committee (including any alternate member thereof appointed under Article 41), or of the Scottish Committee, or of the Northern Ireland Committee, or of the Finance Committee, or of any sub-committee of the Executive Committee, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, of all or any out-of-pocket expenses incurred by him in consequence of his attendance at any General Meeting of the Council or at any meeting of any such Committee or sub-committee as aforesaid, or otherwise howsoever in the performance of his duties in connection with the affairs of the Council, and he shall in such event be repaid out of the funds of the Council all of the out-of-pocket expenses the repayment of which is so authorised.

106. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts of monies paid to the Council shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Finance Committee shall from time to time determine.

107. Subject to the provisions of Article 110 the members for the time being of the Finance Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Finance Committee.

PROCEEDINGS OF THE FINANCE COMMITTEE

108. Any member of the Finance Committee (not being a member for the time being holding membership thereof pursuant to paragraph (D) or paragraph (E) of Article 98) may at any time, and on the request of any member of the Finance Committee (not being such a member as aforesaid) the Secretary forthwith shall, summon a meeting of the Finance Committee.

109.(A) No member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall be entitled to receive notice of or attend at any meeting of the Finance Committee unless, not less than four clear days prior to the date of the meeting in question, the Chairman of the Finance Committee shall have certified in writing to the Secretary that in the opinion of such Chairman (which opinion shall be final and conclusive) there will or may arise at that meeting a question which is directly relevant to the exercise by the Scottish Committee of some one or more of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of some one or more of the powers vested in the Northern Ireland Committee by Article 85.

(B) Subject to paragraph (A) of this Article, not less than two clear days' notice in writing of every meeting of the Finance Committee shall be given to all members of the Finance Committee, other than to members thereof who are for the time being absent from the United Kingdom; in respect of every notice required to be given pursuant to this paragraph (B) all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

110. The quorum necessary for the transaction of the business of the Finance Committee shall be any two members thereof, but excluding for this purpose any person for the time being holding membership of the Finance Committee pursuant to paragraph (D) or paragraph (E) of Article 98. Any meeting of the Finance Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Finance Committee.

111. Any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall not be entitled to vote on any question arising at any meeting of the Finance Committee, unless in the opinion of the chairman of that meeting (which opinion shall be final and conclusive) that question is directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of any of the powers vested in the Northern Ireland Committee by Article 85. Save as aforesaid (and subject as provided by Article 112) in any question arising at any meeting of the Finance Committee every member thereof (present at such meeting) shall have one vote.

112. All questions arising at any meeting of the Finance Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

113. At every meeting of the Finance Committee the Chairman for the time being of the Finance Committee (holding office as such in accordance with Article 101) shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if such Chairman is not present, the members of the Finance Committee present at such meeting shall elect one of their number (not being a member for the time being holding membership of the Finance Committee pursuant to paragraph (D) or paragraph (E) of Article 98) to be chairman of such meeting.

114. Subject to the provisions of these Articles, the Finance Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

115. All the provisions of Articles 76 and 77 shall apply mutatis mutandis to the Finance Committee as if every reference therein to the Scottish Committee were a reference to the Finance Committee.

116. A resolution in writing signed by all the members of the Finance Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effective as if it had been duly passed at a meeting of the Finance Committee duly convened and constituted. Provided that the signing of any resolution in writing by any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall not be necessary for such resolution to be valid under this Article if (but only if) the Chairman of the Finance Committee shall certify in writing that in his opinion (which shall be final and conclusive) such resolution is not directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of any of the powers vested in the Northern Ireland Committee by Article 85.

SUB-COMMITTEES AND DELEGATION OF POWERS

117.(A) The Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee respectively shall have power at any time and from time to time to constitute such sub-committees of each such Committee respectively, consisting of such member or members of the Council (none of whom need necessarily be a member of the respective or any other such Committee), as such Committee may think fit; to dissolve any sub-committee so constituted; to delegate to any such sub-committee all or any of the powers and discretions for the time being

vested in that Committee by or pursuant to these Articles (other than powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11 (A)); to reconstitute any such sub-committee; and to revoke any such delegation as aforesaid.

(B) Every such sub-committee constituted as aforesaid by the Executive Committee, the Scottish Committee, the Northern Ireland Committe or the Finance Committee shall, in the exercise of any powers and discretions delegated to it by the same Committee, conform to any regulations and conditions which may from time to time be imposed upon it by that Committee. Subject as otherwise provided by any such regulations and conditions for the time being in force:-

(i) any such sub-committee (being a sub-committee consisting of more than one member of the Council) may elect a chairman of its meetings, and if at any meeting of that sub-committee the chairman so elected is not present, the members of the sub-committee present may choose one of their number to be chairman of that meeting; and

(ii) with regard to the meetings of and otherwise with regard to the proceedings of any such sub-committee, all the provisions of Articles 53, 56, 58 and 76 shall apply mutatis mutandis as though every reference in those Articles to the Executive Committee or to the Scottish Committee were a reference to such sub-committee.

(C) Notwithstanding anything in this Article (or in Article 118) contained, any person who is for the time being a member of any sub-committee constituted pursuant to this Article, and who ceases for any reason to be a member of the Council, shall forthwith upon such cessation cease to be a member of that sub-committee.

118. Each of them the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee shall have power at any time and from time to time to delegate to any other of such Committees, or to any sub-committees (constituted pursuant to Article 117) of any other such Committee, all or any of the powers vested in such first-mentioned Committee by these Articles (other than any powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11 (A)), and to revoke any such delegation as aforesaid. Every Committee or sub-committee to which any powers or discretions have been delegated under this Article shall, in the exercise of such powers and discretions, conform to any regulations and conditions which may from time to time be imposed upon it by the Committee effecting such delegation.

THE SEAL

119. Unless otherwise resolved by the Finance Committee, two members of the Finance Committee and the Secretary shall sign every instrument to which the Seal is affixed.

THE DIRECTOR GENERAL

120.(A) The senior executive officer of the Council shall be known as the Director General.

(B) Save as otherwise expressly provided by or pursuant to these Articles, the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee, and any sub-committee of any such Committee, may entrust to the Director General any of the powers and discretions for the time being vested in or delegated to such respective Committee or (as the case may be) such sub-committee upon such terms and conditions and subject to such restrictions as such Committee or (as the case may be) such sub-committee may think fit.

(C) The Director General shall be such person as shall from time to time be appointed in that behalf by, and his appointment shall be for such period and upon such terms as shall be decided by, the Finance Committee, which may at any time revoke any such appointment, but without prejudice to any rights of compensation which the appointee may have in respect of such revocation under any agreement between himself and the Council.

(D) The person holding the office of Director General as at the Effective Day shall be deemed to have been appointed as the Director General pursuant to paragraph (C) of this Article upon the terms regulating his appointment as such Director General at the Effective Day.

121. The provisions of Sections 177 and 179 of the Act, relating to the Secretary, shall apply and be observed.

THE MINISTERS

122. The Housing Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Executive Committee in accordance with Articles 20, 54, 135 and 137), shall be given notice of all meetings of each sub-committee of the Executive Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Housing Minister.

123. The Scottish Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Scottish Committee in accordance with Articles 20, 71, 135 and 137), shall be given notice of all meetings of each sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Scottish Minister.

124. The Northern Ireland Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Northern Ireland Committee in accordance with Articles 20, 88, 135 and 137), shall be given notice of all meetings of each sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Northern Ireland Minister.

125. The Housing Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Executive Committee, and at any meeting of any sub-committee of the Executive Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

126. The Scottish Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Scottish Committee, and at any meeting of any sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

127. The Northern Ireland Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Northern Ireland Committee, and at any meeting of any sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117; and to be furnished

by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

ACCOUNTS

128. Without prejudice to any duties of the Executive Committee in that behalf under sub-sections (1) and (2) of Section 147 of the Act, the Finance Committee shall be responsible for ensuring that proper books of account are kept with respect to:-

(A) all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place;

(B) all sales and purchases of goods by the Council; and

(C) the assets and liabilities of the Council.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Council's affairs and to explain its transactions.

129. The books of account shall be kept at the Office, or, subject to sub-section (3) of Section 147 of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of members of the Executive Committee, of the Scottish Committee and of the Northern Ireland Committee. The books of account shall also during normal business hours be open to the inspection of members of the Council who are not members either of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, subject to such reasonable restrictions as the Finance Committee may in its discretion from time to time impose.

130. At the Annual General Meeting in every year the Executive Committee shall lay before the Council an income and expenditure account showing the receipts and expenditure of the Council for the period since the last preceding account, made up to a date not more than nine months before such Meeting.

131. A balance sheet shall be made out and laid before the Council at the Annual General Meeting in every year, made up to the same date as the income and expenditure account. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and of the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with the requirements of the Act and of the Companies Act 1967 and with any other statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting, subject nevertheless to the provision of Section 158 (1) (c) of the Act, be sent to all persons entitled to receive notice of General Meetings (including the Auditors and the Ministers) in the manner in which notices are hereinafter authorised to be served. The Auditor's report shall be open to inspection and shall be read before the Meeting as required by Section 14 (2) of the Companies Act 1967.

AUDIT

132. Once at least in every year the accounts of the Council shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

133. Auditors shall be appointed and their duties regulated in the manner provided by the relevant provisions of the Act and of the Companies Act 1967.

NOTICES

134. Any notice may be served by the Council upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, 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 Council for the giving of notices to him.

135. Any notice required by any of the provisions of these Articles to be given to any of the Ministers, may be served upon him either personally or by sending through the post in a prepaid letter, addressed to him at the address (if any) in the United Kingdom for the time being supplied by him to the Council for the giving of notices to him, or (in the event of there being no such address for the time being) at such address as the Council may in its discretion consider appropriate.

136. Any notice, if served by post, shall be deemed to have been served twenty-four hours after the letter containing the same shall have been posted; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put into the post-office or into any post box subject to the control of the Postmaster-General.

137. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(A) every member of the Council except those members who (having no registered address within the United Kingdom) have not supplied to the Council an address within the United Kingdom for the giving of notices to them; and

(B) the Auditors for the time being of the Council; and

(C) the Ministers.

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

INDEMNITY

138. Every member for the time being of the Council and/or of the Executive Committee and/or of the Scottish Committee and/or of the Northern Ireland Committee and/or of the Finance Committee, and/or any sub-committee of any of such Committee as aforesaid, and every Auditor, Director General, Secretary and other officer, agent or employee for the time being of the Council, shall be indemnified out of the assets of the Council against 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 448 of the Act in which relief is granted to him by the Court.

WINDING UP AND DISSOLUTION

139. Clause 9 of the Memorandum of Association of the Council, relating to the winding up and dissolution of the Council, shall have effect and be observed as if the same were repeated in these Articles.

LICENCE BY THE BOARD OF TRADE

pursuant to Section 18 of the Companies Act 1929.

WHEREAS it has been proved by the Board of Trade that THE HOUSING IMPROVEMENT ASSOCIATION which is about to be registered under the Companies Act 1929, as an Association limited by guarantee is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of that Act and that it is the intention of the said Association that the income and property of that Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit to the Members of the said Association.

NOW THEREFORE the Board of Trade in pursuance of the powers in them vested and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seven Members thereof on the 12th day of November 1936 do by this their Licence direct THE HOUSING IMPROVEMENT ASSOCIATION to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade this 14th day of November 1936.

(sd.) E.H.S MARKER
Comptroller of the Companies Department authorised on that behalf by the President of the Board of Trade.

No. 320784

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum

(As amended by Special Resolutions
passed respectively on the 25th day of July, 1968,
the 6th day of September, 1973
on the 7th day of December, 1981
and on the 21st day of November, 1986)

AND

NEW

Articles of Association

(Adopted by Special Resolutions
passed respectively on the 6th day of September, 1973,
on the 7th day of December, 1981,
on the 12th day of December, 1984
and on the 22nd day of November 1985)

NATIONAL HOUSE-BUILDING
COUNCIL

Incorporated the 17th day of November, 1936

COMPANIES REGISTRATION
11 APR 1987
M OFFICE 1

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 320784

I hereby certify that

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

NATIONAL HOUSE-BUILDING COUNCIL

Given under my hand at London the 8TH OCTOBER 1973

(N. TAYLOR)

Assistant Registrar of Companies

No. 320784

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS THE HOUSING IMPROVEMENT ASSOCIATION (the word "Limited" being omitted by Licence of the Board of Trade) was incorporated as a limited company under the Companies Act, 1929, on the 17th November, 1936.

AND WHEREAS by special resolution of the Company and with the approval of the Board of Trade it has changed its name

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL.

GIVEN under my hand at London, this 9th August, 1967.

L. S. WHITFIELD

Assistant Registrar of Companies.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-OF-

NATIONAL HOUSE-BUILDING COUNCIL

(As amended by Special Resolutions passed respectively on the 25th day of July 1968 and on the 6th day of September 1973).

1. The name of the Company (hereinafter called "the Council") is "NATIONAL HOUSE-BUILDING COUNCIL".

2. The registered office of the Council will be situate in England.

3. (A) The object for which the Council is established is the improvement of the house-building industry throughout the United Kingdom, the Channel Islands and the Isle of Man (including in such industry the building of all forms of home accommodation).

(B) The Council shall have the following powers, all of which shall be ancillary to the object set forth in sub-clause (A) hereof and exercisable in the furtherance of such object but for no other purpose whatsoever, that is to say:-

(1) To establish and maintain in such manner as the Council may from time to time think fit, Registers containing the names of house-builders and developers who in the opinion of the Council observe and maintain sufficiently high standards of house-building.

(2) To make, and from time to time in the discretion of the Council to add to, amend and revoke, and to operate, enforce, observe and comply with, such conditions or rules as the Council may think fit for regulating the establishment and maintenance of the above-mentioned Registers and for prescribing the rights and obligations of house-builders and developers whose names are entered on such Registers, and the rights and obligations of the Council against and to such house-builders and developers and purchasers and lessees of houses built by such house-builders and developers, and for any other purposes in any way connected with or referable to such Registers, or with or to houses built by such house-builders and developers, as the Council may think desirable.

(3) To prescribe or otherwise provide for the manner in which and the terms upon which applications should or may be made by house-builders and developers for entry of their names on the above mentioned Registers, the manner in which such applications should or may be considered and determined upon by the Council, and the pre-requisites which should be or may be required to be satisfied before acceptance by the Council of such applications.

(4) To promote, enter into and carry on schemes under which the Council may or will accept responsibility, to purchasers and lessees of houses from house-builders and developers whose names are entered on the above-mentioned Registers, for defects in the houses so purchased or leased, or for loss or damage suffered otherwise howsoever by such purchasers and lessees in consequence of any defaults by such house-builders and developers.

(5) To promote, encourage and in any way finance research into and interest in matters affecting standards in the design of houses and in the workmanship and materials used in houses, and any technical, scientific or other problems associated therewith, and for such purposes as aforesaid, but without prejudice to the generality of the foregoing, to provide and assist in the provision of scholarships, fellowships, study groups, lectures and seminars.

(6) To conduct and hold, and to sponsor, encourage and assist in the conducting and holding of surveys, investigations and inquiries on a local or national scale of and into matters affecting the standards of design of houses and of the workmanship and materials employed in the building of houses and any technical, scientific or other problems associated therewith.

(7) To print, publish, issue, circulate, and sell or otherwise dispose of papers, periodicals, books, circulars and other literature, and generally to undertake programmes of publicity, with a view to promoting understanding of the work of the Council, or to providing information and guidance to house-builders and developers and others as to the nature of, and as to the desirability of adopting observing and maintaining, proper standards in house-building, or otherwise with a view to promoting the object of the Council.

(8) To hold, associate with, sponsor and promote periodical and other congresses, conferences and public meetings for the ventilation and discussion of, or otherwise relating to, the adoption, observance and maintenance of higher standards of house-building.

(9) To promote support and encourage any policies which will or may affect or tend to affect standards of house-building, and for this purpose, or otherwise with a view to promoting the object of the Council, to advise or co-operate with any Government Department or public or private authority, society, association, body or individual.

(10) To provide, and to assist, promote and encourage in the provision of, facilities for the education and training, in subjects involving the study of or research into the standards of design of houses and of the standards of workmanship and materials employed or employable in building houses, of persons engaged in or associated with, or unlikely to be engaged in or associated with the house-building industry.

(11) To insure the Council against or in respect of any liabilities or contingent or potential liabilities of or in any way undertaken by the Council, and in particular, but without prejudice to the generality of the foregoing, against or in respect of any liabilities incurred or undertaken by the Council pursuant to any of the powers of the Council under paragraphs (2) and (4) of this sub-clause (B).

(12) To establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, and to make payments for or towards the insurance of, any employees or ex-employees of the Council and the relations, connections and dependants of any such employees or ex-employees.

(13) To establish, maintain, control and manage branches of the Council in any part of the United Kingdom, and from time to time to determine the constitutions, rights, privileges and obligations of such branches, and when thought fit, to dissolve such branches or to modify such constitutions, privileges and obligations.

(14) To apply for, collect, organise the collection of, and receive, from private individuals, corporations and from any other source or sources, donations, grants, subscriptions and other financial assistance, and generally to raise funds for the purposes of the Council in such ways as the Council may think fit.

(15) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Council.

(16) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Council.

(17) To undertake and execute any charitable trusts which may lawfully be undertaken by the Council.

(18) To borrow or raise money on such terms and on such security as may be thought fit.

(19) To invest the moneys of the Council not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(20) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

(21) To do all such other things as are incidental or conductive to the attainment of the object of the Council.

PROVIDED ALWAYS THAT notwithstanding anything hereinbefore on this Clause 3 contained:-

(I) In case the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(II) The Council shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Council would make it a Trade Union.

(III) In case the Council shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or of the Secretary of State for Education and Science, the Council shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee or Governing Body of the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or Governing Body have been if no incorporation had been affected and the incorporation of the Council shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Executive Committee or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Council were not incorporated.

4. The income and property of the Council whencesoever derived shall be applied solely towards the promotion of the object of the Council as set forth inthis Memorandum of Association and no portion thereof shall be paid or transferred to the Members of the Council.

Provided that nothing herein contained shall prevent the Council from paying a Member of the Council:-

(a) reasonable expenses (including the expense of attending any meeting of the Council, its Committees or Sub-Committees, and travelling and other out-of-pocket expenses) incurred in the performance of his duties as such Member;

(b) a reasonable remuneration for services rendered to the Council by such Member not related to his position as a Member;

(c) interest at a rate not exceeding the Clearing Bank rate for lending on money lent to the Council, or a reasonable rent for premises let to the Council, by such Member.

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association of the Council for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade and Industry.

6. Clauses 4 and 5 of this Memorandum of Association contain conditions to which a licence, granted by the Department of Trade and Industry to the Council in pursuance of Section 18 of the Companies Act 1929 is subject.

7. The liability of the Members is limited.

8. Every Member of the Council undertakes to contribute to the assets of the Council in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Council, contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Council, but shall be given or transferred to some other institution or institutions having charitable objects similar to the object of the Council, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Council under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Council at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

NATIONAL HOUSE BUILDING COUNCIL

(Adopted by Special Resolutions passed on the 6th day of September, 1973)

PRELIMINARY

1. (A) In these Articles, unless inconsistent with the subject or context:-

(i) "the Council" means National House Building Council;

(ii) "the Act" means the Companies Act, 1948;

(iii) "these Articles" means these Articles of Association as originally framed or other Articles of Association of the Council for the time being in force;

(iv) "the Executive Committee" means the Executive Committee for the time being of the Council;

(v) "the Scottish Committee" means the Scottish Committee for the time being of the Council;

(vi) "the Northern Ireland Committee" means the Northern Ireland Committee for the time being of the Council;

(vii) "the Finance Committee" means the Finance Committee for the time being of the Council;

(viii) "the Office" means the registered office for the time being of the Council;

(ix) "the Seal" means the common seal of the Council;

(x) "the United Kingdom" means the United Kingdom of Great Britain and Northern Ireland;

(xi) "month" means calendar month and "year" means calendar year;

(xii) "in writing" means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in visible form;

(xiii) "the Effective Day" means the day upon which these Articles of Association (as originally framed) take effect pursuant to the Special Resolution of the Council adopting the same which was passed at the Extraordinary General Meeting thereof held on the 7th day of December 1981;

(xiv) "the Secretary" includes any assistant or deputy Secretary or other person for the time being authorised to perform any of the duties of the Secretary of the Council and, where two or more persons have been appointed to act as Joint Secretaries, includes any one or more of such persons;

(xv) "the Chairman" means the Chairman for the time being of the Council holding office in that behalf pursuant to Article 42;

(xvi) "the Nominating Bodies" means the bodies and persons specified in paragraphs (A) (B) and (C) of Article 8 and "Nominating Body" means and includes any of the Nominating Bodies;

(xvii) "the English Register" means the Register of house-builders and developers operating as such in England and Wales (or any part thereof), maintained by the Council pursuant to Article 6(A);

(xviii) "the Scottish Register" means the Register of house-builders and developers operating as such in Scotland (or any part thereof), maintained by the Council pursuant to Article 6(B);

(xix) "the Northern Ireland Register" means the Register of house-builders and developers operating as such in Northern Ireland (or any part thereof), maintained by the Council pursuant to Article 6(C);

(xx) "the Housing Minister" means the Secretary of State for the Environment for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Executive Committee, the appropriate functions of the Secretary of State);

(xxi) "the Scottish Minister" means the Secretary of State for Scotland for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Scottish Committee, the appropriate functions of that Secretary of State);

(xxii) "the Northern Ireland Minister" means the Minister of Development for the time being in the Government of Northern Ireland (or such other Minister (if any) as may for the time being be performing, in the opinion of the Northern Ireland Committee, the appropriate functions of that Minister);

(xxiii) "the Ministers" means and includes the Housing Minister, the Scottish Minister and the Northern Ireland Minister;

(xxiv) words importing the singular include the plural and vice-versa;

(xxv) words importing the masculine gender include the feminine gender;

(xxvi) "person" excludes a body corporate, and words importing persons shall be construed accordingly.

(B) Subject to paragraph (A) of this Article, any words or expressions defined in the Act shall, unless inconsistent with the subject or context, bear the same meaning in these Articles.

2. The number of members with which the Council was registered on the incorporation thereof under the Companies Act, 1929 was seven, but the Executive Committee may from time to time, in accordance with the provision of Section 7(3) of the Act, register an increase in the number of members of the Council.

3. The Council shall, in relation to its register of members observe the provisions of Section 110 of the Act.

4. The Council is established for the purposes expressed in the Memorandum of Association of the Council.

OFFICE

5. The Office shall be in such a place as the Executive Committee may from time to time appoint.

REGISTERS OF HOUSE-BUILDERS

6. In pursuance of (but without prejudice to the generality of) the powers conferred upon the Council by Clause 3(B)(1) of its Memorandum of Association, the Council:-

(A) shall maintain a Register containing the names of house-builders and developers operating as such in England and Wales (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building;

(B) shall maintain a Register containing the names of house-builders and developers operating as such in Scotland (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building; and

(C) shall maintain a Register containing the names of house-builders and developers operating as such in Northern Ireland (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building.

MEMBERSHIP

7. Every member of the Council as at the Effective Day, who became such a member pursuant to any provision or provisions of any Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles.

8. (A) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate under this paragraph (A) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the nomination under this paragraph (A) of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body:-

Name of Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body
The Royal Insitute of British Architects	3
The Royal Insitution of Chartered Surveyors	4
The Building Employers Confederation	14
The Building Societies Association	4
Union of Construction Allied Trades and Technicians	3
The Greater London Council	1
The Association of Metropolitan Authorities	1
The Association of District Councils	2
The Society of Community Medicine	1

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body
The Insitution of Civil Engineers	1
The National Council of Women of Great Britain	1
The National Federation of Owner Occupiers Association	1
Consumers Standards Advisory Committee of the British Standards Institution	1
The Chartered Institute of Building	1
The Consumers' Association	1
The Federation of Master Builders	3
The Royal Town Planning Institute	1
The National Council of Building Material Producers	1
The Housing Minister	2
The Law Society	1

(B) As from and after the Effective Day the Nominating Bodies hereinafter specified shall continue to be entitled from time to time and at any time to nominate under this paragraph (B) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the

nomination under this paragraph (B) of a Nominating Body (or of the joint nomination under this paragraph (B) of two joint Nominating Bodies in any case where such a joint nomination is necessary as hereinafter appearing) greater than the number hereinafter set opposite the name of that particular Nominating Body (or the joint names of those two joint Nominating Bodies in any such case as aforesaid):-

Name of the Nominating Body (or joint names of the two joint Nominating Bodies)	Maximum number of persons capable of holding membership pursuant to a nomination under this paragraph (B) by the Nominating Body (or to a joint nomination under this paragraph (B) by the two joint Nominating Bodies
The Royal Incorporation of Architects in Scotland and The Royal Institute of British Architects	Joint Nomination 1
The Scottish Branch of The Royal Institution of Chartered Surveyors	1
The Scottish House-Builders Association	6
The Building Societies' Association	3
The Scottish Branch of the Chartered Institute of Building	1
The Law Society of Scotland	1
The Association of Consulting Engineers	1

(C) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate, under this paragraph (C) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the nomination under this paragraph (C) of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body:-

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (C) by the Nominating Body
The Federation of Building Trade Employers or Northern Ireland	3
The Building Societies Association	1
The Royal Institution of Chartered Surveyors	1
The Royal Society of Ulster Architects	1

(D) Without prejudice to the generality of but subject to the limitations upon the powers conferred by paragraph (A) or (B) or (C) of this Article on a Nominating Body (or on two joint Nominating Bodies), that Nominating Body (or those two joint Nominating Bodies) may at any time pursuant to such paragraph (A) or (B) or (C) nominate any person for membership of the Council in place of a person who, having held membership of the Council pursuant to the nomination of that Nominating Body (or those two joint Nominating Bodies) under such paragraph (A) or (B) or (C), has been removed by such Nominating Body (or two joint Nominating Bodies) from membership in accordance with Article 15 (A) or has for any other reason ceased to be a member of the Council.

(E) Any and every nomination for membership made by a Nominating Body (or two joint Nominating Bodies) pursuant to paragraph (A) or (B) or (C) of this Article shall be effected by delivering at the Office a Form of Nomination and Consent, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies) and also signed by the person thereby nominated. Every such Form of Nomination and Consent shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of National House-Building Council.

I/We (name of the Nominating Body or names of the joint Nominating Bodies) hereby nominate (full name and address of person nominated) for membership of National House-Building Council, pursuant to the powers in that behalf conferred upon me/us by paragraph (A) or (as the case may be), (B) or (as the case may be), (C) of Article 8 of its Articles of Association.

Signed .....

Dated this day of 19 .

I, the above-named (full name of person nominated) hereby agree and consent to become a member of National House-Building Council, pursuant to the nomination above set forth, and upon and subject to the terms and provisions of the Memorandum and Articles of Association of National House-Building Council.

Signed .....

Dated this day of 19 .

(F) Forthwith upon the delivery at the office of a Form of Nomination and Consent which complies with the provisions of paragraph (A) or (B) or (C), and also paragraph (E), of this Article, the Secretary shall enter the name of the person thereby nominated for membership in the appropriate register of members of the Council.

8A. As from and after the Effective Day the Director General of the Council for the time being shall be a Member of the Council and his name shall be entered by the Secretary in the register of the Members of the Council.

9. Subject as hereinafter provided the Council in General Meeting may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person to represent the interests of consumers, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the Register of members of the Council. Provided always that there shall not at any time be more than two persons holding membership of the Council pursuant to this Article.

10. Subject as hereinafter provided, the Executive Committee may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person whom it considers should be so admitted, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the register of members of the Council. Provided always that there shall not at any one time be more than two persons holding membership of the Council pursuant to this Article.

11. (A) Subject as hereinafter provided both the Scottish Committee and the Northern Ireland Committee may from time to time and at any time in their absolute discretion resolve to admit to membership of the Council any person whom they respectively consider should be so admitted and the name of any such person so resolved upon shall forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (A) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the respective Committee) be entered by the Secretary in the register of members of the Council. Provided always that:-

(i) no such resolution shall be effective for the purposes of this paragraph (A) unless not less than two-thirds of the members of the appropriate Committee for the time being vote in favour of such resolution; and

(ii) there shall not at any one time be more than the following number of persons holding membership of the Council pursuant to this paragraph (A) namely two persons as a result of resolutions passed by the Scottish Committee and two persons as a result of resolutions passed by the Northern Ireland Committee.

(B) Where the Scottish Committee has resolved, in accordance with paragraphs (A), (C) and (E) of Article 64, to appoint as the Chairman of the Scottish Committee a person who is not already a member of the Scottish Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (B) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Scottish Committee), the name of such person shall be entered by the Secretary in the register of members of the Council. Provided always that no person may become a member of the Council pursuant to

this paragraph (B) at any time when there is already another person holding the office of Chairman of the Scottish Committee, and there shall not at any time be more than one person holding membership of the Council pursuant to this paragraph (B).

(C) Where the Northern Ireland Committee has resolved, in accordance with paragraphs (A), (B) and (D) of Article 81, to appoint a person as the Chairman of the Northern Ireland Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (C), (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Northern Ireland Committee), the name of such person shall be entered by the Secretary in the register of members of the Council. Provided always that no person may become a member of the Council pursuant to this paragraph (C) at any time when there is already another person holding the office of Chairman of the Northern Ireland Committee, and there shall not at any one time be more than one person holding membership of the Council pursuant to this paragraph (C).

12. As from and after the Effective Day no person shall be capable of becoming a member of the Council other than pursuant to and in accordance with the provisions of Article 8, 8A, 9, 10 and 11.

13. Notwithstanding anything in these Articles contained no body corporate shall be able or eligible to become a member of the Council and no person shall be entitled or able to become a member of the Council jointly with any other person or persons.

14. Membership of the Council shall not be in any way either transferable or transmissible.

CESSATION OF MEMBERSHIP

15. (A) Any Nominating Body (or two joint Nominating Bodies) shall be entitled at any time and from time to time, subject as hereinafter provided to remove from membership of the Council any person for the time being holding membership thereof pursuant to a nomination made in that behalf by that Nominating Body (or those two joint Nominating Bodies). Every such removal as aforesaid shall be effected by delivering at the Office a Form of Removal, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies). Every such Form of Removal shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of National House-Building Council.

I/We (name of the Nominating Body or names of the two joint Nominating Bodies) hereby remove (full name and address of member intended to be removed) from membership of National House-Building Council, pursuant to the powers in that behalf conferred upon me/us by Article 15(A) of its Articles of Association.

Signed .....

Dated this day of 19 ."

Provided always that if and for so long as any person, for the time being holding membership of the Council pursuant to a nomination in that behalf made under Article 8 (B) by any Nominating Body (or two joint Nominating Bodies), is the Chairman of the Scottish Committee, that person may not be removed from his said membership by such Nominating Body (or two joint Nominating Bodies) under this paragraph (A).

(B) Forthwith upon the delivery at the Office of a Form of Removal which complies with the provisions of paragraph (A) of this Article, the Secretary shall remove the name of the member therein named from the register of members of the Council.

16. (A) A person who is for the time being a member of the Council shall ipso facto cease to be such a member:-

(i) if he dies, or is adjudicated, bankrupt, or becomes of unsound mind;

(ii) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his membership;

(iii) if, being a person holding membership pursuant to Article 9, the Council in General Meeting in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(iv) if, being a person holding membership pursuant to Article 10, the Executive Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(v) if, being a person holding membership pursuant to a nomination in that behalf made under Article 8 (A) by any of the Nominating Bodies referred to in paragraphs (A), (B) and (G) of Article 38, that person ceases for any reason to be a member of the Executive Committee;

(vi) if, being a person holding membership either pursuant to any nomination in that behalf made under Article 8 (B), or pursuant to paragraph (A) of Article 11 (and to a resolution of the Scottish Committee), or pursuant to paragraph (B) of Article 11 that person ceases for any reason to be a member of the Scottish Committee;

(vii) if, being a person holding membership pursuant to paragraph (A) of Article 11 and to a resolution of the Scottish Committee (who is not for the time being the Chairman of the Scottish Committee), the Scottish Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(viii) if, being a person holding membership either pursuant to any nomination in that behalf made under Article 8 (C), or pursuant to paragraph (A) of Article 11 (and to a resolution of the Northern Ireland Committee), or pursuant to paragraph (C) of Article 11, that person ceases for any reason to be a member of the Northern Ireland Committee;

(xi) if, being a person holding membership pursuant to paragraph (A) of Article 11 and to a resolution of the Northern Ireland Committee, the Northern Ireland Committee in its absloute discretion shall resolve that such person should cease to be a member of the Council;

(x) if, being the Director General, he ceases for any reason to be the Director General.

(B) Any person who is for the time being a member of the Council pursuant to a nomination made in that behalf by the Housing Minister under Article 8 (A) shall ipso facto cease to be such a member upon the expiration of three calendar years from his last having become a member in accordance with Article 8 (F).

(C) The Secretary shall forthwith remove from the register of members of the Council the name of any person who ceased to be a member of the Council pursuant to any of the provisions of paragraphs (A) and (B) of this Article.

GENERAL MEETINGS

17. The Council shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceeding Annual General Meeting.

18. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

19. The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

20. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors, the Ministers) as are under these Articles or under the Act entitled to receive such notices from the Council; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of General Meetings other than Annual General Meetings, a General Meeting may be convened by such notices as those members may think fit.

21. The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceedings had, at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS AND VOTES OF MEMBERS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and a balance sheet, and the reports of the Executive Committee and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

23. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided eight members personally present and entitled to vote shall be a quorum.

24. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of 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 at such other place as the Executive Committee may determine, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the members present (provided not less than four of them are entitled to vote thereat) shall be a quorum.

25. Every member of the Council, whether or not he is entitled to vote thereat, shall be entitled to attend and (save as otherwise expressly provided by these Articles) generally take part in the proceedings at every General Meeting.

26. The Chairman shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members of the Council present shall choose some member of the Executive Committee to preside as chairman of the Meeting, or if no such member be present, or if all the members of the Executive Committee present decline to take the chair, the members of the Council present shall choose one of their number (being a person entitled to vote thereat) to preside as chairman of the Meeting.

27. The chairman of any General Meeting at which a quorum is present may, with the consent of such Meeting (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 business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting, and to the same persons. Save as aforesaid, no person shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

28. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the Meeting, or by at least three members present and entitled to vote at the Meeting, or by a number of members present and representing one-tenth of the total voting rights of all the members having the right to vote at the Meeting, and unless a poll be so demanded a declaration by the chairman of the Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Council shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

29. Subject to the provisions of Article 30 if a poll be demanded in manner aforesaid, it shall be taken at the General Meeting in such manner as the Chairman of the General Meeting shall direct.

30. No poll shall be demanded on the election of a chairman of any General Meeting, or on any question of adjournment of any General Meeting.

31. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a second or casting vote.

32. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.

33.(A) Save as provided by paragraphs (B) and (C) of this Article, no person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (B), or who for the time being holds membership of the Council pursuant to Article 11 (A) (and to a resolution of the Scottish Committee), and who (in either such case) is not for the time being the Chairman of the Scottish Committee, shall be entitled to vote at any General Meeting.

(B) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meeting by paragraph (A) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that there shall not at any one time be more than three members who are entitled to vote at General Meetings pursuant to this paragraph (B).

(C) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (A) of this Article (and who is not for the time being himself entitled to vote at General Meetings pursuant to paragraph (B) of this Article), the entitlement from thenceforth to vote at any and every General Meeting at which some member (who shall be specified in such resolution) for the time being entitled to vote at General Meetings pursuant to paragraph (B) of this Article is

not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that:-

(i) there shall not at any time be more than one member entitled to vote pursuant to this paragraph (C) as an alternate for the same member entitled to vote at General Meetings pursuant to paragraph (B) of this Article;

(ii) no member may at any time be entitled to vote pursuant to this paragraph (C) as an alternate for more than one member entitled to vote at General Meetings pursuant to paragraph (B) of this Article; and

(iii) the entitlement of a member to vote pursuant to this paragraph (C) as an alternate shall ipso facto be revoked if such member should himself become entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee, or if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee.

(D) Save as provided by paragraphs (E) and (F) of this Article, no person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (C), or who for the time being holds membership of the Council pursuant to Article 11 (A) (and to a resolution of the Northern Ireland Committee), shall be entitled to vote at any General Meeting.

(E) The Nothern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that there shall not at any one time be more than one member who is entitled to vote at General Meetings pursuant to this paragraph (E).

(F) The Northern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at any and every General Meeting at which the member if any (which member if any shall be specified in such resolution) for the time being entitled to vote at General Meeting pursuant to paragraph (E) of this Article is not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that:-

(i) there shall not at any time be more than one member entitled to vote as an alternate pursuant to this paragraph (F); and

(ii) the entitlement of a member to vote pursuant to this paragraph (F) as an alternate shall ipso facto be revoked if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (E) of this Article.

34. Every person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (A), or pursuant to Article 9 or 10, or who is for the time being the Chairman of the Scottish Committee, or who is for the time being the Chairman of the Northern Ireland Committee, shall be entitled to vote at all General Meetings.

35. Subject as provided by Article 31, and by sub-paragraphs (iii), (iv) and (v) of Article 39 (B), on any question or resolution arising at any General Meeting every member of the Council present at that General Meeting who is entitled to vote at such General Meeting shall, whether on a show of hands or on a poll, have one vote.

36. No member shall be allowed or entitled to attend or vote at any General Meeting by proxy.

THE EXECUTIVE COMMITTEE

37. Every member (or alternate member) of any Executive Committee as at the Effective Day, who became such a member (or alternate member) pursuant to any provision or provisions of the Articles of Assocaition of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member (or alternate member) pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member (or alternate member) from and after the Effective Day, subject to these Articles.

38. As from and after the Effective Day the Executive Committee shall consist of:-

(A) Every person who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of The Building Societies' Association.

(B) Every person who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of the Housing Minister.

(C) One of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Royal Institute of British Architects.

(D) Two of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Royal Institution of Chartered Surveyors.

(E) Not more than five of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Building Employers Confederation.

(F) One of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Union of Construction Allied Trades and Technicians.

(G) The person (if any) who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of the Consumers' Association.

(H) One of the persons (if any) who are for the time being members of the Council pursuant to a Resolution of the Council in General Meeting under Article 9.

(I) Not more than one person who is for the time being a member of the Council pursuant to Article 10, and who is co-opted by the Executive Committee in accordance with Article 40.

(J) The Director General.

39. The mode of appointment to the Executive Committee of, and the tenure of office of, the members of the Executive Committee referred to in paragraphs (C) to (F) (both inclusive) and (H) of Article 38, shall, subject to Article 48, be governed by the following provisions:-

(A) At the Annual General Meeting of the Council held in 1973, and at every third Annual General Meeting held thereafter, all of the members of the Executive Committee for the time being holding office in accordance with the said paragraphs (C) to (F) (both inclusive) and (H) shall retire from office (but shall be eligible for re-election), and the vacancies then existing in the categories of members of the Executive Committee respectively referred to in those paragraphs, shall, in accordance with but subject to paragraph (B) of this Article, be filled by election.

(B) At each such Annual General Meeting as is referred to in paragraph (A) of this Article:-

(i) every person who is for the time being a member of the Council pursuant to the nomination of a Nominating Body referred to in any of the said paragraphs (C) to (F) (both inclusive) and (H) shall be eligible for election as a member of the Executive Committee pursuant to the relative paragraph;

(ii) the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) shall be elected in turn by the Annual General Meeting, from amongst the persons respectively eligible therefor;

(iii) on any election of the category of members of the Executive Committee referred to in paragraph (D) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting,

shall (whether on a show of hands or on a poll) be entitled to cast up to two votes (but shall not be able to case more than one vote in favour of any one of the persons eligible for that category), and the two eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that two persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is or are elected;

(iv) on any election of the category of members of the Executive Committee referred to in paragraph (E) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast up to five votes (but shall not be able to cast more than one vote in favour of any one of the persons eligible for that category), and the five eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that five persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is or are elected;

(v) on any election of any such category of member of the Executive Committee as is referred to in paragraphs (C), (F) and (H) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such

Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast one vote, and the eligible person receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) the chairman of the Annual General Meeting shall have a second or casting vote;

(vi) save as provided by sub-paragraphs (iii), (iv) and (v) hereof all the provisions of these Articles relative to proceedings at General Meetings of the Council and to votes of members thereat shall apply in respect of any election of any of the categories of the members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H);

(vii) if the number of persons eligible for any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) shall not exceed the number of the vacancy or vacancies to be filled in that category, then unless the Annual General Meeting otherwise resolves the person or persons so eligible shall not be deemed to be elected and instead such vacancy or vacancies shall be filled by the Executive Committee in accordance with paragraph (C) of this Article.

(C) In the event of there being at any time any vacancy or vacancies in any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) by virtue of the operation of paragraph (B) (vii) of this Article, or of any such vacancy or vacancies at any time existing or occurring due to any other reason whatsoever the Executive Committee shall, as soon as practicable after the same shall have first occurred, appoint to fill the same some person or persons eligible for that category but so that if and for so long as the number

of persons so eligible does not exceed the number of such vacancy or vacancies the Executive Committee may in its absolute discretion determine not to fill the same pursuant to this paragraph (C).

(D) Every person elected or appointed as a member of the Executive Committee pursuant to paragraph (B) or (C) of this Article shall, subject only to Article 48, thereafter continue to be such a member until he shall retire from his office as such in accordance with paragraph (A) of this Article.

40.(A) The Executive Committee may from time to time co-opt any person who is for the time being a member of the Council pursuant to Article 10 for such term of office not exceeding three calendar years, as, subject to Article 48, the Executive Committee shall in its absolute discretion determine at the time of co-option.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

41.(A) Each of the Nominating Bodies respectively referred to in paragraphs (C), (D) and (F) of Article 38 shall be entitled at any time and from time to time, by delivering at the Office a notice in writing to that effect signed by its duly authorised officer or representative, (such notice to be in any form from time to time prescribed or permitted by the Executive Committee), to appoint any person, who is for the time being a person holding membership of the Council pursuant to the nomination under Article 8 (A) of that particular Nominating Body, to be an alternate member of the Executive Committee to any person who is for the time being a member of the Executive Committee pursuant to such of the said paragraphs of Article 38 as refers to that particular Nominating Body, and may at any time and from time to time, by delivering at the Office a notice in writing to that effect signed as aforesaid, (and being in any such form as aforesaid) remove from office any person so appointed, but so that there shall not at any one time be more than one person holding office as an alternate member of the Executive Committee under this paragraph (A) pursuant to the appointment of the same Nominating Body.

(B) The appointment of any alternate member of the Executive Committee effected pursuant to paragraph (A) of this Article shall ipso facto determine on the happening (in relation to such alternate members) of any of the events referred to in paragraphs (A) to (D) (both inclusive) of Article 48, and his appointment shall also determine ipso facto if the person to whom he has been appointed an alternate ceases either as a result of retirement under Article 39 (A) or for any other reason whatsoever to be a member of the Executive Committee.

(C) An alternate member of the Executive Committee appointed pursuant to paragraph (A) of this Article shall be entitled to attend and to vote, and to be counted towards the quorum required by or pursuant to Article 55, as a member of the Executive Committee, at any meeting of the Executive Committee at which the person to whom he has been appointed an alternate is not personally present, and generally at any such meeting as aforesaid to perform all the functions of such person as a member of the Executive Committee.

41A. No member of the Executive Committee of the Council (other than the Director General) shall be appointed to any office for reward of the Council.

THE CHAIRMAN

42. The Chairman shall be such of the persons, for the time being holding membership of the Council pursuant to the nomination under Article 8(A) of the Housing Minister, as the Housing Minister shall at any time and from time to time in his absolute discretion appoint, and subject as aforesaid the Housing Minister shall have the like discretion at any time and from time to time to remove any such person from the office of Chairman. Any such appointment or removal as aforesaid shall be effected by delivering at the Office a notice in writing to that effect signed by, or by a duly authorised officer or representative of the Housing Minister; and shall take effect forthwith upon such delivery as aforesaid.

43. The office of the Chairman shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Executive Committee.

44. The Chairman as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed the Chairman under Article 42 at the date when he in fact became the Chairman; and he shall continue in office as the Chairman from and after the Effective Day, subject to Articles 42 and 43.

HONORARY PRESIDENT AND VICE-PRESIDENTS OF THE ASSOCIATION

45.(a) The Council in General Meeting may at any time and from time to time elect any person, whether or not he is a member of the Council or of the Executive Committee, to be an Honorary President or an Honorary Vice-President of the Council, for such period of office as the Council in General Meeting may from time to time in its absolute discretion determine.

(b) At any one time there shall not be more than one person holding office as Honorary President of the Council or more than six persons under the age of 75 holding office as Honorary Vice-Presidents of the Council.

(c) No person shall be capable of being appointed an Honorary Vice-President of the Council if at the time of his appointment he has attained the age of seventy-five.

(d) An Honorary Vice-President of the Council appointed after the Effective Day shall vacate his office upon attaining the age of seventy-five.

(e) The Council in General Meeting may at any time and for any reason remove the Honorary President or any Honorary Vice-President before the expiration of his period of office.

46. The Honorary President and any Honorary Vice-President whether or not (in either case) he is a member of the Council or of the Executive Committee, shall be entitled to attend and to speak at any General Meeting of the Council and at any meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, but shall not by virtue of holding the office of Honorary President or Honorary Vice-President (as the case may be) be entitled to vote at any such General Meeting or meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

47. The offices of the Honorary President and of an Honorary Vice-President shall not confer or impose upon the respective holders of such offices any powers, discretions or duties in relation to the affairs of the Council, and no holder of either such office shall, by virtue of holding the same, for any of the purposes of these Articles or of the Act be or be deemed to be a member of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

48. The office of a member of the Executive Committee shall ipso facto be vacated:-

(A) if for any reason he ceases to be a member of the Council;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his said office;

(C) if he becomes prohibited from being a director of a Company by reason of any order made under Section 188 of the Act;

(D) if he is removed from his said office by a resolution duly passed pursuant to Section 184 of the Act;

(E) if, being a member of the Executive Committee pursuant to Article 38 (B), he ceases for any reason to be a member of the Finance Committee.

49. None of the provisions of Section 185 of the Act, or of any statutory re-enactment, modification, or extension thereof for the time being in force, shall apply to the Council or to any member or prospective member of the Executive Committee.

POWERS OF THE EXECUTIVE COMMITTEE

50. The business of the Council shall be managed by the Executive Committee, which, in addition to exercising the powers and authorities expressly conferred upon the Executive Committee by these Articles, may exercise all such powers and discretions of the Council, and do all such acts and things, as may be exercised and done by the Council, and as are not by these Articles or by statute directed or required to be exercised or done by the Council in General Meeting, and as are not by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, but subject nevertheless to the provisions of the Act, of the Companies Act, 1967, and of these Articles.

51. Without prejudice to the generality of the powers conferred upon the Executive Committee by Article 50, but subject always to Article 104, the Executive Committee shall be responsible on behalf of the Council for the maintenance of the English Register, and for the exercise of all powers which are vested in the Council in relation to the English Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council, or which, being in any way incidental to the maintenance of the English Register or to any of the powers aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Executive Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Scottish Committee, by the Northern Ireland Committee, or by the Finance Committee.

52. Subject to the provisions of Article 55, the members for the time being of the Executive Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Executive Committee.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

53. Any member of the Executive Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Executive Committee.

54. Not less than two clear days' notice in writing of every meeting of the Executive Committee shall be given to all members and alternate members of the Executive Committee, other than to members and alternate members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Housing Minister. In respect of every notice required to be given to the Housing Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136, shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

55. The quorum necessary for the transaction of the business of the Executive Committee shall be any five members thereof, or such other number of members thereof as the Executive Committee may from time to time prescribe. Any meeting of the Executive Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Executive Committee.

56. Questions arising at any meeting of the Executive Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

57. At every meeting of the Executive Committee the Chairman shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if the Chairman is not present, the members of the Executive Committee present at such meeting shall elect one of their number to be chairman of such meeting.

58. Subject to the provisions of these Articles, the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

59. All acts bona fide done by any meeting of the Executive Committee, or by any person acting as a member (or alternate member) of the Executive Committee, shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member (or as the case may be alternate member) of the Executive Committee.

60. The Executive Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all General Meetings of the Council and all meetings of the Executive Committee or of any sub-committee thereof, and any minutes of any such General Meeting or meeting, if purported to be signed, by the Chairman thereof, or by the chairman of the next succeeding such General Meeting or (as the case may be) meeting, shall be sufficient evidence without any further proof of the facts therein stated.

61. A resolution in writing signed by all the members (including alternate members) of the Executive Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and constituted.

THE SCOTTISH COMMITTEE

62.(A) As from and after the Effective Day there shall continue to be a standing Committee of the Council known as the Scottish Committee.

(B) Every member of the Scottish Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

63. The Scottish Committee shall consist of:-

(A) Every person who is for the time being a member of the Council pursuant to any nomination effected by any Nominating Body (or by any two Joint Nominating Bodies) in accordance with Article 8 (B).

(B) Every person who is for the time being a member of the Council pursuant to a resolution of the Scottish Committee under Article 11 (A).

(C) The person (if any) who is for the time being both a member of the Council pursuant to Article 11 (B) and the Chairman of the Scottish Committee by virtue of paragraph (C) of Article 64.

THE CHAIRMAN OF THE SCOTTISH COMMITTEE

64.(A) The Scottish Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is already a member of the Scottish Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is not already a member of the Scottish Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Council in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Scottish Committee of any person whose appointment to that office is resolved upon in accordance with paragraph (A) of this Article (which said period shall commence when such appointment takes effect) shall, subject to paragraph (E) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Scottish Committee may from time to time and at any time during the currency of such period

of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Scottish Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Scottish Minister, such approval to be in any form for the time being prescribed or permitted by the Scottish Committee.

(F) The Chairman of the Scottish Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day, subject to the provisions of this Article and of Article 65.

65. The office of the Chairman of the Scottish Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Scottish Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE SCOTTISH COMMITTEE

66. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Scottish Committee as if every reference therein to the Executive Committee were a reference to the Scottish Committee.

67. The office of a member of the Scottish Committee shall ipso facto be vacated, if, holding the office of Chairman of the Scottish Committee pursuant to an appointment effected in accordance with Articles 11 (B) and 64 (C), his period of office (or extended period of office) as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE SCOTTISH COMMITTEE

68. The Scottish Committee, in addition to exercising the other powers and authorities expressly conferred upon the Scottish Committee by these Articles, shall, notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the Council for the maintenance of the Scottish Register, and for the exercise of all powers which are vested in the Council in relation to the Scottish Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council, or which, being in any way incidental to the maintenance of the Scottish Register, or to any of the powers aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Scottish Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Northern Ireland Committee, or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Council or any powers or discretion required by the Act or by any rule of law to be exercised by the Executive Committe.

69. Subject to the provisions of Article 72 the members for the time being of the Scottish Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Scottish Committee.

PROCEEDINGS OF THE SCOTTISH COMMITTEE

70. Any member of the Scottish Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Scottish Committee.

71. Not less than two clear days' notice in writing of every meeting of the Scottish Committee shall be given to all members of the Scottish Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Scottish Minister. In respect of every notice required to be given to the Scottish Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

72. The quorum necessary for the transaction of the business of the Scottish Committee shall be any five members thereof, or such other number of members as the Scottish Committee may from time to time prescribe. Any meeting of the Scottish Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Scottish Committee.

73. Subject as provided by proviso (i) to Article 11 (A), questions arising at any meeting of the Scottish Committee shall be determined by a majority of votes; and, subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

THE NORTHERN IRELAND COMMITTEE

79.(A) As from the Effective Day there shall continue to be a standing Committee of the Council known as the Northern Ireland Committee.

(B) Every member of the Northern Ireland Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles, and shall continue as such a member from and after the Effective Day, subject to these Articles.

80. The Northern Ireland Committee shall consist of:-

(A) Every person who is for the time being a member of the Council pursuant to any nomination effected by any Nominated Body under Article 8 (C).

(B) Every person who is for the time being a member of the Council pursuant to a resolution of the Northern Ireland Committee under Article 11 (A).

(C) The person (if any) who is for the time being both a member of the Council pursuant to Article 11 (C) and the Chairman of the Northern Ireland Committee by virtue of Article 81.

THE CHAIRMAN OF THE NORTHERN IRELAND COMMITTEE

81.(A) The Northern Ireland Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is already a member of the Northern Ireland Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is not already a member of the Northern Ireland Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Council in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Northern Ireland Committee of any person whose appointment to that office is so resolved upon (which said period shall commence when such appointment takes effect) shall, subject to paragraph (D) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Northern Ireland Committee may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Northern Ireland Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Northern Ireland Minister, such approval to be in any form for the time being prescribed or permitted by the Northern Ireland Committee.

82. The office of the Chairman of the Northern Ireland Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE NORTHERN IRELAND COMMITTEE

83. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Northern Ireland Committee as if every reference therein to the Executive Committee were a reference to the Northern Ireland Committee.

84. The office of a member of the Northern Ireland Committee shall ipso facto be vacated, if, holding the office of Chairman of the Northern Ireland Committee pursuant to an appointment effected in accordance with Articles 11 (C) and 81, his period of office (or extended period of office), as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE NORTHERN IRELAND COMMITTEE

85. The Northern Ireland Committee, in addition to exercising the other powers and authorities expressly conferred upon the Northern Ireland Committee by these Articles, shall notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the Council for the maintenance of the Northern Ireland Register, and for the exercise of all powers which are vested in the Council in relation to the Northern Ireland Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council or which, being in any way incidental to the maintenance of the Northern Ireland Register, or to any of the powers

aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Northern Ireland Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Scottish Committee or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Council or any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

86. Subject to the provisions of Article 89 the members for the time being of the Northern Ireland Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Northern Ireland Committee.

PROCEEDINGS OF THE NORTHERN IRELAND COMMITTEE

87. Any member of the Northern Ireland Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Northern Ireland Committee.

88. Not less than two clear days' notice in writing of every meeting of the Northern Ireland Committee shall be given to all members of the Northern Ireland Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Northern Ireland Minister. In respect of every notice required to be given to the Northern Ireland Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

89. The quorum necessary for the transaction of the business of the Northern Ireland Committee shall be any three members thereof, or such other number of members as the Northern Ireland Committee may from time to time prescribe. Any meeting of the Northern Ireland Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Northern Ireland Committee.

90. Subject as provided by proviso (i) to Article 11 (A), questions arising at any meeting of the Northern Ireland Committee shall be determined by a majority of votes; and subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

91. At every meeting of the Northern Ireland Committee the Chairman of the Northern Ireland Committee shall be the chairman thereof, but if at any such meeting there be no Chairman of the Northern Ireland Committee, or if he is not present, the members of the Northern Ireland Committee present at such meeting shall elect one of their number to be chairman of such meeting.

92. Subject to the provisions of these Articles, the Northern Ireland Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

93. All acts bona fide done by any meeting of the Northern Ireland Committee, or by any person acting as a member of the Northern Ireland Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Northern Ireland Committee.

94. The Northern Ireland Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Northern Ireland Committee or of any sub-committee thereof, and any minutes of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

95. A resolution in writing signed by all the members of the Northern Ireland Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Northern Ireland Committee duly convened and constituted. Provided that this Article shall not apply in respect of any such resolution of the Northern Ireland Committee as is referred to in Article 11 (A).

THE FINANCE COMMITTEE

96. As from and after the Effective Day there shall continue to be a standing Committee of the Council known as the Finance Committee.

97. Every member of the Finance Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

98. The Finance Committee shall consist of:-

(A) Every person who is for the time being a member of the Association pursuant to the nomination under Article 8 (A), of the Housing Minister, and who is also therefore a member of the Executive Committee by virtue of Article 38 (B).

(B) Not more than two of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (A).

(C) Not more than three of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (E).

(D) Not more than one person who is for the time being a member of the Scottish Committee and who is co-opted by the Finance Committee in accordance with Article 100.

(E) Not more than one person who is for the time being a member of the Northern Ireland Committee and who is co-opted by the Finance Committee in accordance with Article 100.

(F) The Director General.

99. The Executive Committee shall from time to time and in its absolute discretion choose the members of the Finance Committee referred to in paragraphs (B) and (C) of Article 98, and may at any time in the like discretion terminate the tenure of office of any such member.

100.(A) The Finance Committee may from time to time co-opt any person who is for the time being a member of the Scottish Committee and any person who is for the time being a member of the Northern Ireland Committee for such term of office, not exceeding three years as, subject to Article 102, the Finance Committee shall in its absolute discretion determine at the time of co-option. Provided that no person shall be so co-opted unless he has previously been recommended for such co-option by a resolution of the Scottish Committee or (as the case may be) of the Northern Ireland Committee.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

THE CHAIRMAN OF THE FINANCE COMMITTEE

101. The Finance Committee may from time to time choose any of its members for the time being (not being any such member as is referred to in paragraphs (D) and (E) of Article 98) to be its Chairman, and subject always to Articles 102 and 103, may determine the terms of his office as such Chairman.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE FINANCE COMMITTEE

102. The office of a member of the Finance Committee shall ipso facto be vacated:-

(A) if, holding his said office pursuant to paragraph (A), (B) or (C) of Article 98, he shall for any reason cease to be a member of the Executive Committee;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning such office;

(C) if, holding his said office pursuant to paragraph (D) of Article 98:-

(i) his period of co-option (as determined in accordance with Article 100 (A)) shall expire; or

(ii) the Scottish Committee shall resolve that he should cease to be a member of the Finance Committee; or

(iii) he shall for any reason cease to be a member of the Scottish Committee;

(D) if, holding his said office pursuant to paragraph (E) of Article 98:-

(i) his period of co-option (as determined in accordance with Article 100 (A)) shall expire; or

(ii) the Northern Ireland Committee shall resolve that he should cease to be a member of the Finance Committee; or

(iii) he shall for any reason cease to be a member of the Northern Ireland Committee;

(E) if, holding his said office pursuant to paragraph (F) of Article 98, he ceases for any reason to be Director General.

103. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Finance Committee as if every reference therein to the Executive Committee were a reference to the Finance Committee.

POWERS OF THE FINANCE COMMITTEE

104. Without prejudice to the other powers and discretions expressly conferred upon the Finance Committee by these Articles, the following powers and discretions shall, notwithstanding anything in Articles 50, 51, 68 and 85 contained, but subject as hereinafter provided, be exercised by the Finance Committee:-

(A) all powers and discretions of the Council to borrow and raise money, and to acquire and dispose of property;

(B) all the powers and discretions vested in the Council by paragraph (11) of Clause 3 (B) of its Memorandum of Association;

(C) all powers and discretions of the Council relating to the engagement, dismissal and terms of employment of its staff and employees;

(D) all powers and discretions of the Council regarding the investment of its funds; and

(E) all other powers and discretions of the Council which directly affect the finances of the Council.

PROVIDED ALWAYS that:-

(i) Nothing in this Article contained shall apply to any of the powers and discretions expressly conferred upon the Executive Committee by Articles 129 to 131 (both inclusive), or to any of the powers and discretions of the Executive Committee which in any way

relate to General Meetings of the Council, or to any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

(ii) Subject to proviso (i) to this Article, in the event of any doubt or dispute arising at any time howsoever as to the nature or extent of the powers and discretions exercisable by the Finance Committee under this Article, such doubt or dispute shall be determined upon and resolved by the Chairman, whose decision in that behalf shall be binding and conclusive for all purposes.

105. The Finance Committee may at any time and from time to time authorise the repayment by the Council, to any member of the Executive Committee (including any alternate member thereof appointed under Article 41), or of the Scottish Committee, or of the Northern Ireland Committee, or of the Finance Committee, or of any sub-committee of the Executive Committee, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, of all or any out-of-pocket expenses incurred by him in consequence of his attendance at any General Meeting of the Council or at any meeting of any such Committee or sub-committee as aforesaid, or otherwise howsoever in the performance of his duties in connection with the affairs of the Council, and he shall in such event be repaid out of the funds of the Council all of the out-of-pocket expenses the repayment of which is so authorised.

106. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts of monies paid to the Council shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Finance Committee shall from time to time determine.

107. Subject to the provisions of Article 110 the members for the time being of the Finance Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Finance Committee.

PROCEEDINGS OF THE FINANCE COMMITTEE

108. Any member of the Finance Committee (not being a member for the time being holding membership thereof pursuant to paragraph (D) or paragraph (E) of Article 98) may at any time, and on the request of any member of the Finance Committee (not being such a member as aforesaid) the Secretary forthwith shall, summon a meeting of the Finance Committee.

109.(A) No member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall be entitled to receive notice of or attend at any meeting of the Finance Committee unless, not less than four clear days prior to the date of the meeting in question, the Chairman of the Finance Committee shall have certified in writing to the Secretary that in the opinion of such Chairman (which opinion shall be final and conclusive) there will or may arise at that meeting a question which is directly relevant to the exercise by the Scottish Committee of some one or more of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of some one or more of the powers vested in the Northern Ireland Committee by Article 85.

(B) Subject to paragraph (A) of this Article, not less than two clear days' notice in writing of every meeting of the Finance Committee shall be given to all members of the Finance Committee, other than to members thereof who are for the time being absent from the United Kingdom; in respect of every notice required to be given pursuant to this paragraph (B) all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

110. The quorum necessary for the transaction of the business of the Finance Committee shall be any two members thereof, but excluding for this purpose any person for the time being holding membership of the Finance Committee pursuant to paragraph (D) or paragraph (E) of Article 98. Any meeting of the Finance Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Finance Committee.

111. Any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall not be entitled to vote on any question arising at any meeting of the Finance Committee, unless in the opinion of the chairman of that meeting (which opinion shall be final and conclusive) that question is directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of any of the powers vested in the Northern Ireland Committee by Article 85. Save as aforesaid (and subject as provided by Article 112) in any question arising at any meeting of the Finance Committee every member thereof (present at such meeting) shall have one vote.

112. All questions arising at any meeting of the Finance Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

113. At every meeting of the Finance Committee the Chairman for the time being of the Finance Committee (holding office as such in accordance with Article 101) shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if such Chairman is not present, the members of the Finance Committee present at such meeting shall elect one of their number (not being a member for the time being holding membership of the Finance Committee pursuant to paragraph (D) or paragraph (E) of Article 98) to be chairman of such meeting.

114. Subject to the provisions of these Articles, the Finance Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

115. All the provisions of Articles 76 and 77 shall apply mutatis mutandis to the Finance Committee as if every reference therein to the Scottish Committee were a reference to the Finance Committee.

116. A resolution in writing signed by all the members of the Finance Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effective as if it had been duly passed at a meeting of the Finance Committee duly convened and constituted. Provided that the signing of any resolution in writing by any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall not be necessary for such resolution to be valid under this Article if (but only if) the Chairman of the Finance Committee shall certify in writing that in his opinion (which shall be final and conclusive) such resolution is not directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of any of the powers vested in the Northern Ireland Committee by Article 85.

SUB-COMMITTEES AND DELEGATION OF POWERS

117.(A) The Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee respectively shall have power at any time and from time to time to constitute such sub-committees of each such Committee respectively, consisting of such member or members of the Council (none of whom need necessarily be a member of the respective or any other such Committee), as such Committee may think fit; to dissolve any sub-committee so constituted; to delegate to any such sub-committee all or any of the powers and discretions for the time being

vested in that Committee by or pursuant to these Articles (other than powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11 (A)); to reconstitute any such sub-committee; and to revoke any such delegation as aforesaid.

(B) Every such sub-committee constituted as aforesaid by the Executive Committee, the Scottish Committee, the Northern Ireland Committe or the Finance Committee shall, in the exercise of any powers and discretions delegated to it by the same Committee, conform to any regulations and conditions which may from time to time be imposed upon it by that Committee. Subject as otherwise provided by any such regulations and conditions for the time being in force:-

(i) any such sub-committee (being a sub-committee consisting of more than one member of the Council) may elect a chairman of its meetings, and if at any meeting of that sub-committee the chairman so elected is not present, the members of the sub-committee present may choose one of their number to be chairman of that meeting; and

(ii) with regard to the meetings of and otherwise with regard to the proceedings of any such sub-committee, all the provisions of Articles 53, 56, 58 and 76 shall apply mutatis mutandis as though every reference in those Articles to the Executive Committee or to the Scottish Committee were a reference to such sub-committee.

(C) Notwithstanding anything in this Article (or in Article 118) contained, any person who is for the time being a member of any sub-committee constituted pursuant to this Article, and who ceases for any reason to be a member of the Council, shall forthwith upon such cessation cease to be a member of that sub-committee.

118. Each of them the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee shall have power at any time and from time to time to delegate to any other of such Committees, or to any sub-committees (constituted pursuant to Article 117) of any other such Committee, all or any of the powers vested in such first-mentioned Committee by these Articles (other than any powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11 (A)), and to revoke any such delegation as aforesaid. Every Committee or sub-committee to which any powers or discretions have been delegated under this Article shall, in the exercise of such powers and discretions, conform to any regulations and conditions which may from time to time be imposed upon it by the Committee effecting such delegation.

THE SEAL

119. Unless otherwise resolved by the Finance Committee, two members of the Finance Committee and the Secretary shall sign every instrument to which the Seal is affixed.

THE DIRECTOR GENERAL

120.(A) The senior executive officer of the Council shall be known as the Director General.

(B) Save as otherwise expressly provided by or pursuant to these Articles, the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee, and any sub-committee of any such Committee, may entrust to the Director General any of the powers and discretions for the time being vested in or delegated to such respective Committee or (as the case may be) such sub-committee upon such terms and conditions and subject to such restrictions as such Committee or (as the case may be) such sub-committee may think fit.

(C) The Director General shall be such person as shall from time to time be appointed in that behalf by, and his appointment shall be for such period and upon such terms as shall be decided by, the Finance Committee, which may at any time revoke any such appointment, but without prejudice to any rights of compensation which the appointee may have in respect of such revocation under any agreement between himself and the Council.

(D) The person holding the office of Director General as at the Effective Day shall be deemed to have been appointed as the Director General pursuant to paragraph (C) of this Article upon the terms regulating his appointment as such Director General at the Effective Day.

121. The provisions of Sections 177 and 179 of the Act, relating to the Secretary, shall apply and be observed.

THE MINISTERS

122. The Housing Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Executive Committee in accordance with Articles 20, 54, 135 and 137), shall be given notice of all meetings of each sub-committee of the Executive Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Housing Minister.

123. The Scottish Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Scottish Committee in accordance with Articles 20, 71, 135 and 137), shall be given notice of all meetings of each sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Scottish Minister.

124. The Northern Ireland Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Northern Ireland Committee in accordance with Articles 20, 88, 135 and 137), shall be given notice of all meetings of each sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Northern Ireland Minister.

125. The Housing Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Executive Committee, and at any meeting of any sub-committee of the Executive Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

126. The Scottish Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Scottish Committee, and at any meeting of any sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

127. The Northern Ireland Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Northern Ireland Committee, and at any meeting of any sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117; and to be furnished

by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

ACCOUNTS

128. Without prejudice to any duties of the Executive Committee in that behalf under sub-sections (1) and (2) of Section 147 of the Act, the Finance Committee shall be responsible for ensuring that proper books of account are kept with respect to:-

(A) all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place;

(B) all sales and purchases of goods by the Council; and

(C) the assets and liabilities of the Council.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Council's affairs and to explain its transactions.

129. The books of account shall be kept at the Office, or, subject to sub-section (3) of Section 147 of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of members of the Executive Committee, of the Scottish Committee and of the Northern Ireland Committee. The books of account shall also during normal business hours be open to the inspection of members of the Council who are not members either of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, subject to such reasonable restrictions as the Finance Committee may in its discretion from time to time impose.

130. At the Annual General Meeting in every year the Executive Committee shall lay before the Council an income and expenditure account showing the receipts and expenditure of the Council for the period since the last preceding account, made up to a date not more than nine months before such Meeting.

131. A balance sheet shall be made out and laid before the Council at the Annual General Meeting in every year, made up to the same date as the income and expenditure account. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and of the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with the requirements of the Act and of the Companies Act 1967 and with any other statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting, subject nevertheless to the provision of Section 158 (1) (c) of the Act, be sent to all persons entitled to receive notice of General Meetings (including the Auditors and the Ministers) in the manner in which notices are hereinafter authorised to be served. The Auditor's report shall be open to inspection and shall be read before the Meeting as required by Section 14 (2) of the Companies Act 1967.

AUDIT

132. Once at least in every year the accounts of the Council shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

133. Auditors shall be appointed and their duties regulated in the manner provided by the relevant provisions of the Act and of the Companies Act 1967.

NOTICES

134. Any notice may be served by the Council upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, 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 Council for the giving of notices to him.

135. Any notice required by any of the provisions of these Articles to be given to any of the Ministers, may be served upon him either personally or by sending through the post in a prepaid letter, addressed to him at the address (if any) in the United Kingdom for the time being supplied by him to the Council for the giving of notices to him, or (in the event of there being no such address for the time being) at such address as the Council may in its discretion consider appropriate.

136. Any notice, if served by post, shall be deemed to have been served twenty-four hours after the letter containing the same shall have been posted; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put into the post-office or into any post box subject to the control of the Postmaster-General.

137. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(A) every member of the Council except those members who (having no registered address within the United Kingdom) have not supplied to the Council an address within the United Kingdom for the giving of notices to them; and

(B) the Auditors for the time being of the Council; and

(C) the Ministers.

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

INDEMNITY

138. Every member for the time being of the Council and/or of the Executive Committee and/or of the Scottish Committee and/or of the Northern Ireland Committee and/or of the Finance Committee, and/or any sub-committee of any of such Committee as aforesaid, and every Auditor, Director General, Secretary and other officer, agent or employee for the time being of the Council, shall be indemnified out of the assets of the Council against 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 448 of the Act in which relief is granted to him by the Court.

WINDING UP AND DISSOLUTION

139. Clause 9 of the Memorandum of Association of the Council, relating to the winding up and dissolution of the Council, shall have effect and be observed as if the same were repeated in these Articles.

LICENCE BY THE BOARD OF TRADE

pursuant to Section 18 of the Companies Act 1929.

WHEREAS it has been proved by the Board of Trade that THE HOUSING IMPROVEMENT ASSOCIATION which is about to be registered under the Companies Act 1929, as an Association limited by guarantee is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of that Act and that it is the intention of the said Association that the income and property of that Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit to the Members of the said Association.

NOW THEREFORE the Board of Trade in pursuance of the powers in them vested and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seven Members thereof on the 12th day of November 1936 do by this their Licence direct THE HOUSING IMPROVEMENT ASSOCIATION to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade this 14th day of November 1936.

(sd.) E.H.S MARKER
Comptroller of the Companies Department authorised on that behalf by the President of the Board of Trade.

PRIVATE AND CONFIDENTIAL

320784

NH86/557
Item 10

NATIONAL HOUSE BUILDING COUNCIL

ANNUAL GENERAL MEETING OF THE COUNCIL

to be held at The Savoy London, Strand, London, WC2.
on Friday 21st November 1986, at 11.00 a.m.

CHANGES TO MEMORANDUM AND ARTICLES OF ASSOCIATION

Reason for Referral

1. The Council is asked to approve an amendment to NHBC's Memorandum of Association to enable it to operate in the Channel Islands and the Isle of Man.

Background

2. The States of Jersey approached NHBC earlier this year to ask if NHBC would extend its scheme to Jersey; approximately 200 houses per annum would be covered.

3. Subsequently, NHBC received a similar request from a development company in the Isle of Man for the NHBC scheme to cover 200 dwellings on three sites.

4. Both the Finance and the Executive Committees have approved this proposal.

Recommendation

5. That Clause 3(A) of the Memorandum of Association should be amended by adding the words underlined:

> "The object for which the Council is established is the improvement of the house-building industry throughout the United Kingdom, the Channel Islands and the Isle of Man (including in such industry the building of all forms of home accommodation)."

CLASSIFIED
11 APR 1987
C R O

11 APR 1987
C R O

NATIONAL HOUSE BUILDING COUNCIL

Extract of Minutes of the Annual General Meeting
held on 21st November 1986

10. Changes to Memorandum and Articles of Association

The Chairman introduced Paper NH86/557 and called for formal approval to allow the Council to conduct the scheme in the Channel Islands and the Isle of Man. Mr. M. Freshney proposed the amendment as set out in Paper NH86/557. This was seconded by Mr. J.C. Sharp.

..... DISCUSSION FOLLOWED .....

The matter was then put to the vote and carried.

No. 320784

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum

(As amended by Special Resolutions
passed respectively on the 25th day of July, 1968,
on the 6th day of September, 1973
on the 7th day of December, 1981,
and on the 21st day of November 1986
and on the 30th day of November 1988)

AND

NEW

Articles of Association

(Adopted by Special Resolutions
passed respectively on the 6th day of September, 1973
on the 7th day of December, 1981,
on the 12th day of December, 1984
and on the 22nd day of November 1985)

OF

NATIONAL HOUSE-BUILDING
COUNCIL

Incorporated the 17th day of November, 1936

COMPANIES HOUSE
11 OCT 1989
M 28

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 320784

I hereby certify that

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

NATIONAL HOUSE-BUILDING COUNCIL

Given under my hand at London the 8TH OCTOBER 1973

(N. TAYLOR)

Assistant Registrar of Companies

No. 323784

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS THE HOUSING IMPROVEMENT ASSOCIATION (the word "Limited" being omitted by Licence of the Board of Trade) was incorporated as a limited company under the Companies Act, 1929, on the 17th November, 1936.

AND WHEREAS by special resolution of the Company and with the approval of the Board of Trade it has changed its name

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL.

GIVEN under my hand at London, this 9th August, 1967.

L. S. WHITFIELD

Assistant Registrar of Companies.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-OF-

NATIONAL HOUSE-BUILDING COUNCIL

(As amended by Special Resolutions passed respectively on the 25th day of July 1968 on the 6th day of September 1973, on the 7th day of December 1981, on the 21st day of November 1986, and on the 30th day of November 1988).

1. The name of the Company (hereinafter called "the Council") is "NATIONAL HOUSE-BUILDING COUNCIL".

2. The registered office of the Council will be situate in England.

3. (A) The object for which the Council is established is the improvement of the house building industry throughout the United Kingdom, the Channel Islands and the Isle of Man (including in such industry the building or alteration or extension of all forms of home accommodation) and the provision of ancillary services to the industry and to purchasers of new and existing homes.

(B) The Council shall have the following powers, all of which shall be ancillary to the object set forth in sub-clause (A) hereof and exercisable in the furtherance of such object but for no other purpose whatsoever, that is to say:-

(1) To establish and maintain in such manner as the Council may from time to time think fit, Registers containing the names of house-builders and developers who in the opinion of the Council observe and maintain sufficiently high standards of house-building.

(2) To make, and from time to time in the discretion of the Council to add to, amend and revoke, and to operate, enforce, observe and comply with, such conditions or rules as the Council may think fit for regulating the establishment and maintenance of the above-mentioned Registers and for prescribing the rights and obligations of house-builders and developers whose names are entered on such Registers, and the rights and obligations of the Council against and to such house-builders and developers and purchasers and lessees of houses built by such house-builders and developers, and for any other purposes in any way connected with or referable to such Registers, or with or to houses built by such house-builders and developers, as the Council may think desirable.

(3) To prescribe or otherwise provide for the manner in which and the terms upon which applications should or may be made by house-builders and developers for entry of their names on the above mentioned Registers, the manner in which such applications should or may be considered and determined upon by the Council, and the pre-requisites which should be or may be required to be satisfied before acceptance by the Council of such applications.

(4) To promote, enter into and carry on schemes under which the Council may or will accept responsibility, to purchasers and lessees of houses from house-builders and developers whose names are entered on the above-mentioned Registers, for defects in the houses so purchased or leased, or for loss or damage suffered otherwise howsoever by such purchasers and lessees in consequence of any defaults by such house-builders and developers.

(5) To promote, encourage and in any way finance research into and interest in matters affecting standards in the design of houses and in the workmanship and materials used in houses, and any technical, scientific or other problems associated therewith, and for such purposes as aforesaid, but without prejudice to the generality of the foregoing, to provide and assist in the provision of scholarships, fellowships, study groups, lectures and seminars.

(6) To conduct and hold, and to sponsor, encourage and assist in the conducting and holding of surveys, investigations and inquiries on a local or national scale of and into matters affecting the standards of design of houses and of the workmanship and materials employed in the building of houses and any technical, scientific or other problems associated therewith.

(7) To print, publish, issue, circulate, and sell or otherwise dispose of papers, periodicals, books, circulars and other literature, and generally to undertake programmes of publicity, with a view to promoting understanding of the work of the Council, or to providing information and guidance to house-builders and developers and others as to the nature of, and as to the desirability of adopting observing and maintaining, proper standards in house-building, or otherwise with a view to promoting the object of the Council.

(8) To hold, associate with, sponsor and promote periodical and other congresses, conferences and public meetings for the ventilation and discussion of, or otherwise relating to, the adoption, observance and maintenance of higher standards of house-building.

(9) To promote support and encourage any policies which will or may affect or tend to affect standards of house-building, and for this purpose, or otherwise with a view to promoting the object of the Council, to advise or co-operate with any Government Department or public or private authority, society, association, body or individual.

(10) To provide, and to assist, promote and encourage in the provision of, facilities for the education and training, in subjects involving the study of or research into the standards of design of houses and of the standards of workmanship and materials employed or employable in building houses, of persons engaged in or associated with, or unlikely to be engaged in or associated with the house-building industry.

(11) To insure the Council against or in respect of any liabilities or contingent or potential liabilities of or in any way undertaken by the Council, and in particular, but without prejudice to the generality of the foregoing, against or in respect of any liabilities incurred or undertaken by the Council pursuant to any of the powers of the Council under paragraphs (2) and (4) of this sub-clause (B).

(12) To establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, and to make payments for or towards the insurance of, any employees or ex-employees of the Council and the relations, connections and dependants of any such employees or ex-employees.

(13) To establish, maintain, control and manage branches of the Council in any part of the United Kingdom, and from time to time to determine the constitutions, rights, privileges and obligations of such branches, and when thought fit, to dissolve such branches or to modify such constitutions, privileges and obligations.

(14) To apply for, collect, organise the collection of, and receive, from private individuals, corporations and from any other source or sources, donations, grants, subscriptions and other financial assistance, and generally to raise funds for the purposes of the Council in such ways as the Council may think fit.

(15) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Council.

(16) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Council.

(17) To undertake and execute any charitable trusts which may lawfully be undertaken by the Council.

(18) To borrow or raise money on such terms and on such security as may be thought fit.

(19) To invest the moneys of the Council not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(20) To provide loans, bonds, assurities, warranties, guarantees and indemnities whether secured or not and other financial services to local or public authorities, house builders and developers and to purchasers and lessees of houses built by such authorities, house builders and developers for the purposes of or in connection with the funding, guaranteeing or assisting completion or repair of any such houses or of services or facilities connected therewith, whether or not any such work is carried out at the instigation of the Council or any third party.

(21) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

(22) To do all such other things as are incidental or conductive to the attainment of the object of the Council.

PROVIDED ALWAYS THAT notwithstanding anything hereinbefore on this Clause 3 contained:-

(I) In case the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(II) The Council shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Council would make it a Trade Union.

(III) In case the Council shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or of the Secretary of State for Education and Science, the Council shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee or Governing Body of the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or Governing Body have been if no incorporation had been affected and the incorporation of the Council shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Executive Committee or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Council were not incorporated.

4. The income and property of the Council whencesoever derived shall be applied solely towards the promotion of the object of the Council as set forth inthis Memorandum of Association and no portion thereof shall be paid or transferred to the Members of the Council.

Provided that nothing herein contained shall prevent the Council from paying a Member of the Council:-

(a) reasonable expenses (including the expense of attending any meeting of the Council, its Committees or Sub-Committees, and travelling and other out-of-pocket expenses) incurred in the performance of his duties as such Member;

(b) a reasonable remuneration for services rendered to the Council by such Member not related to his position as a Member;

(c) interest at a rate not exceeding the Clearing Bank rate for lending on money lent to the Council, or a reasonable rent for premises let to the Council, by such Member.

5. Clause 4 of this Memorandum contains conditions the fulfilment of which enables the Council to omit the word "Limited" from its name pursuant to Section 30 of the Companies Act 1985.

6. The liability of the Members is limited.

7. Every member of the Council undertakes to contribute to the assets of the Council in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Council, contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

8. If upon the winding up or dissolution of the Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Council, but shall be given or transferred to some other institution or institutions having charitable objects similar to the object of the Council, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Council under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Council at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

NATIONAL HOUSE BUILDING COUNCIL

(Adopted by Special Resolutions passed
on the 6th day of September, 1973,
on the 7th day of December, 1981,
on the 12th day of December, 1984
and on the 22nd day of November 1985)

PRELIMINARY

1. (A) In these Articles, unless inconsistent with the subject or context:-

(i) "the Council" means National House Building Council;

(ii) "the Act" means the Companies Act, 1948;

(iii) "these Articles" means these Articles of Association as originally framed or other Articles of Association of the Council for the time being in force;

(iv) "the Executive Committee" means the Executive Committee for the time being of the Council;

(v) "the Scottish Committee" means the Scottish Committee for the time being of the Council;

(vi) "the Northern Ireland Committee" means the Northern Ireland Committee for the time being of the Council;

(vii) "the Finance Committee" means the Finance Committee for the time being of the Council;

(viii) "the Office" means the registered office for the time being of the Council;

(ix) "the Seal" means the common seal of the Council;

(x) "the United Kingdom" means the United Kingdom of Great Britain and Northern Ireland;

(xi) "month" means calendar month and "year" means calendar year;

(xii) "in writing" means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in visible form;

(xiii) "the Effective Day" means the day upon which these Articles of Association (as originally framed) take effect pursuant to the Special Resolution of the Council adopting the same which was passed at the Extraordinary General Meeting thereof held on the 7th day of December 1981;

(xiv) "the Secretary" includes any assistant or deputy Secretary or other person for the time being authorised to perform any of the duties of the Secretary of the Council and, where two or more persons have been appointed to act as Joint Secretaries, includes any one or more of such persons;

(xv) "the Chairman" means the Chairman for the time being of the Council holding office in that behalf pursuant to Article 42;

(xvi) "the Nominating Bodies" means the bodies and persons specified in paragraphs (A) (B) and (C) of Article 8 and "Nominating Body" means and includes any of the Nominating Bodies;

(xvii) "the English Register" means the Register of house-builders and developers operating as such in England and Wales (or any part thereof), maintained by the Council pursuant to Article 6(A);

(xviii) "the Scottish Register" means the Register of house-builders and developers operating as such in Scotland (or any part thereof), maintained by the Council pursuant to Article 6(B);

(xix) "the Northern Ireland Register" means the Register of house-builders and developers operating as such in Northern Ireland (or any part thereof), maintained by the Council pursuant to Article 6(C);

(xx) "the Housing Minister" means the Secretary of State for the Environment for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Executive Committee, the appropriate functions of the Secretary of State);

(xxi) "the Scottish Minister" means the Secretary of State for Scotland for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Scottish Committee, the appropriate functions of that Secretary of State);

(xxii) "the Northern Ireland Minister" means the Minister of Development for the time being in the Government of Northern Ireland (or such other Minister (if any) as may for the time being be performing, in the opinion of the Northern Ireland Committee, the appropriate functions of that Minister);

(xxiii) "the Ministers" means and includes the Housing Minister, the Scottish Minister and the Northern Ireland Minister;

(xxiv) words importing the singular include the plural and vice-versa;

(xxv) words importing the masculine gender include the feminine gender;

(xxvi) "person" excludes a body corporate, and words importing persons shall be construed accordingly.

(B) Subject to paragraph (A) of this Article, any words or expressions defined in the Act shall, unless inconsistent with the subject or context, bear the same meaning in these Articles.

2. The number of members with which the Council was registered on the incorporation thereof under the Companies Act, 1929 was seven, but the Executive Committee may from time to time, in accordance with the provision of Section 7(3) of the Act, register an increase in the number of members of the Council.

3. The Council shall, in relation to its register of members observe the provisions of Section 110 of the Act.

4. The Council is established for the purposes expressed in the Memorandum of Association of the Council.

OFFICE

5. The Office shall be in such a place as the Executive Committee may from time to time appoint.

REGISTERS OF HOUSE-BUILDERS

6. In pursuance of (but without prejudice to the generality of) the powers conferred upon the Council by Clause 3(B)(1) of its Memorandum of Association, the Council:-

(A) shall maintain a Register containing the names of house-builders and developers operating as such in England and Wales (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building;

(B) shall maintain a Register containing the names of house-builders and developers operating as such in Scotland (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building; and

(C) shall maintain a Register containing the names of house-builders and developers operating as such in Northern Ireland (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building.

MEMBERSHIP

7. Every member of the Council as at the Effective Day, who became such a member pursuant to any provision or provisions of any Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles.

8. (A) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate under this paragraph (A) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the nomination under this paragraph (A) of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body:-

Name of Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body
The Royal Insitute of British Architects	3
The Royal Insitution of Chartered Surveyors	4
The Building Employers Confederation	14
The Building Societies Association	4
Union of Construction Allied Trades and Technicians	3
The Greater London Council	1
The Association of Metropolitan Authorities	1
The Association of District Councils	2
The Society of Community Medicine	1

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body
The Insitution of Civil Engineers	1
The National Council of Women of Great Britain	1
The National Federation of Owner Occupiers Association	1
Consumers Standards Advisory Committee of the British Standards Institution	1
The Chartered Institute of Building	1
The Consumers' Association	1
The Federation of Master Builders	3
The Royal Town Planning Institute	1
The National Council of Building Material Producers	1
The Housing Minister	2
The Law Society	1

(B) As from and after the Effective Day the Nominating Bodies hereinafter specified shall continue to be entitled from time to time and at any time to nominate under this paragraph (B) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the

nomination under this paragraph (B) of a Nominating Body (or of the joint nomination under this paragraph (B) of two joint Nominating Bodies in any case where such a joint nomination is necessary as hereinafter appearing) greater than the number hereinafter set opposite the name of that particular Nominating Body (or the joint names of those two joint Nominating Bodies in any such case as aforesaid):-

Name of the Nominating Body (or joint names of the two joint Nominating Bodies)	Maximum number of persons capable of holding membership pursuant to a nomination under this paragraph (B) by the Nominating Body (or to a joint nomination under this paragraph (B) by the two joint Nominating Bodies
The Royal Incorporation of Architects in Scotland and The Royal Institute of British Architects	Joint Nomination 1
The Scottish Branch of The Royal Institution of Chartered Surveyors	1
The Scottish House-Builders Association	6
The Building Societies' Association	3
The Scottish Branch of the Chartered Institute of Building	1
The Law Society of Scotland	1
The Association of Consulting Engineers	1

(C) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate, under this paragraph (C) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the nomination under this paragraph (C) of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body:-

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (C) by the Nominating Body
The Federation of Building Trade Employers or Northern Ireland	3
The Building Societies Association	1
The Royal Institution of Chartered Surveyors	1
The Royal Society of Ulster Architects	1

(D) Without prejudice to the generality of but subject to the limitations upon the powers conferred by paragraph (A) or (B) or (C) of this Article on a Nominating Body (or on two joint Nominating Bodies), that Nominating Body (or those two joint Nominating Bodies) may at any time pursuant to such paragraph (A) or (B) or (C) nominate any person for membership of the Council in place of a person who, having held membership of the Council pursuant to the nomination of that Nominating Body (or those two joint Nominating Bodies) under such paragraph (A) or (B) or (C), has been removed by such Nominating Body (or two joint Nominating Bodies) from membership in accordance with Article 15 (A) or has for any other reason ceased to be a member of the Council.

(E) Any and every nomination for membership made by a Nominating Body (or two joint Nominating Bodies) pursuant to paragraph (A) or (B) or (C) of this Article shall be effected by delivering at the Office a Form of Nomination and Consent, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies) and also signed by the person thereby nominated. Every such Form of Nomination and Consent shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of National House-Building Council.

I/We (name of the Nominating Body or names of the joint Nominating Bodies) hereby nominate (full name and address of person nominated) for membership of National House-Building Council, pursuant to the powers in that behalf conferred upon me/us by paragraph (A) or (as the case may be), (B) or (as the case may be), (C) of Article 8 of its Articles of Association.

Signed .....

Dated this day of 19 .

I, the above-named (full name of person nominated) hereby agree and consent to become a member of National House-Building Council, pursuant to the nomination above set forth, and upon and subject to the terms and provisions of the Memorandum and Articles of Association of National House-Building Council.

Signed .....

Dated this day of 19 .

(F) Forthwith upon the delivery at the office of a Form of Nomination and Consent which complies with the provisions of paragraph (A) or (B) or (C), and also paragraph (E), of this Article, the Secretary shall enter the name of the person thereby nominated for membership in the appropriate register of members of the Council.

8A. As from and after the Effective Day the Director General of the Council for the time being shall be a Member of the Council and his name shall be entered by the Secretary in the register of the Members of the Council.

9. Subject as hereinafter provided the Council in General Meeting may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person to represent the interests of consumers, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the Register of members of the Council. Provided always that there shall not at any time be more than two persons holding membership of the Council pursuant to this Article.

10. Subject as hereinafter provided, the Executive Committee may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person whom it considers should be so admitted, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the register of members of the Council. Provided always that there shall not at any one time be more than two persons holding membership of the Council pursuant to this Article.

11. (A) Subject as hereinafter provided both the Scottish Committee and the Northern Ireland Committee may from time to time and at any time in their absolute discretion resolve to admit to membership of the Council any person whom they respectively consider should be so admitted and the name of any such person so resolved upon shall forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (A) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the respective Committee) be entered by the Secretary in the register of members of the Council. Provided always that:-

(i) no such resolution shall be effective for the purposes of this paragraph (A) unless not less than two-thirds of the members of the appropriate Committee for the time being vote in favour of such resolution; and

(ii) there shall not at any one time be more than the following number of persons holding membership of the Council pursuant to this paragraph (A) namely two persons as a result of resolutions passed by the Scottish Committee and two persons as a result of resolutions passed by the Northern Ireland Committee.

(B) Where the Scottish Committee has resolved, in accordance with paragraphs (A), (C) and (E) of Article 64, to appoint as the Chairman of the Scottish Committee a person who is not already a member of the Scottish Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (B) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Scottish Committee), the name of such person shall be entered by the Secretary in the register of members of the Council. Provided always that no person may become a member of the Council pursuant to

this paragraph (B) at any time when there is already another person holding the office of Chairman of the Scottish Committee, and there shall not at any time be more than one person holding membership of the Council pursuant to this paragraph (B).

(C) Where the Northern Ireland Committee has resolved, in accordance with paragraphs (A), (B) and (D) of Article 81, to appoint a person as the Chairman of the Northern Ireland Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (C), (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Northern Ireland Committee), the name of such person shall be entered by the Secretary in the register of members of the Council. Provided always that no person may become a member of the Council pursuant to this paragraph (C) at any time when there is already another person holding the office of Chairman of the Northern Ireland Committee, and there shall not at any one time be more than one person holding membership of the Council pursuant to this paragraph (C).

12. As from and after the Effective Day no person shall be capable of becoming a member of the Council other than pursuant to and in accordance with the provisions of Article 8, 8A, 9, 10 and 11.

13. Notwithstanding anything in these Articles contained no body corporate shall be able or eligible to become a member of the Council and no person shall be entitled or able to become a member of the Council jointly with any other person or persons.

14. Membership of the Council shall not be in any way either transferable or transmissible.

CESSATION OF MEMBERSHIP

15. (A) Any Nominating Body (or two joint Nominating Bodies) shall be entitled at any time and from time to time, subject as hereinafter provided to remove from membership of the Council any person for the time being holding membership thereof pursuant to a nomination made in that behalf by that Nominating Body (or those two joint Nominating Bodies). Every such removal as aforesaid shall be effected by delivering at the Office a Form of Removal, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies). Every such Form of Removal shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of National House-Building Council.

I/We (name of the Nominating Body or names of the two joint Nominating Bodies) hereby remove (full name and address of member intended to be removed) from membership of National House-Building Council, pursuant to the powers in that behalf conferred upon me/us by Article 15(A) of its Articles of Association.

Signed .....

Dated this day of 19 ."

Provided always that if and for so long as any person, for the time being holding membership of the Council pursuant to a nomination in that behalf made under Article 8 (B) by any Nominating Body (or two joint Nominating Bodies), is the Chairman of the Scottish Committee, that person may not be removed from his said membership by such Nominating Body (or two joint Nominating Bodies) under this paragraph (A).

(B) Forthwith upon the delivery at the Office of a Form of Removal which complies with the provisions of paragraph (A) of this Article, the Secretary shall remove the name of the member therein named from the register of members of the Council.

16. (A) A person who is for the time being a member of the Council shall ipso facto cease to be such a member:-

(i) if he dies, or is adjudicated, bankrupt, or becomes of unsound mind;

(ii) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his membership;

(iii) if, being a person holding membership pursuant to Article 9, the Council in General Meeting in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(iv) if, being a person holding membership pursuant to Article 10, the Executive Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(v) if, being a person holding membership pursuant to a nomination in that behalf made under Article 8 (A) by any of the Nominating Bodies referred to in paragraphs (A), (B) and (G) of Article 38, that person ceases for any reason to be a member of the Executive Committee;

(vi) if, being a person holding membership either pursuant to any nomination in that behalf made under Article 8 (B), or pursuant to paragraph (A) of Article 11 (and to a resolution of the Scottish Committee), or pursuant to paragraph (B) of Article 11 that person ceases for any reason to be a member of the Scottish Committee;

(vii) if, being a person holding membership pursuant to paragraph (A) of Article 11 and to a resolution of the Scottish Committee (who is not for the time being the Chairman of the Scottish Committee), the Scottish Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(viii) if, being a person holding membership either pursuant to any nomination in that behalf made under Article 8 (C), or pursuant to paragraph (A) of Article 11 (and to a resolution of the Northern Ireland Committee), or pursuant to paragraph (C) of Article 11, that person ceases for any reason to be a member of the Northern Ireland Committee;

(xi) if, being a person holding membership pursuant to paragraph (A) of Article 11 and to a resolution of the Northern Ireland Committee, the Northern Ireland Committee in its absloute discretion shall resolve that such person should cease to be a member of the Council;

(x) if, being the Director General, he ceases for any reason to be the Director General.

(B) Any person who is for the time being a member of the Council pursuant to a nomination made in that behalf by the Housing Minister under Article 8 (A) shall ipso facto cease to be such a member upon the expiration of three calendar years from his last having become a member in accordance with Article 8 (F).

(C) The Secretary shall forthwith remove from the register of members of the Council the name of any person who ceased to be a member of the Council pursuant to any of the provisions of paragraphs (A) and (B) of this Article.

GENERAL MEETINGS

17. The Council shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceeding Annual General Meeting.

18. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

19. The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

20. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors, the Ministers) as are under these Articles or under the Act entitled to receive such notices from the Council; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of General Meetings other than Annual General Meetings, a General Meeting may be convened by such notices as those members may think fit.

21. The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceedings had, at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS AND VOTES OF MEMBERS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and a balance sheet, and the reports of the Executive Committee and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

23. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided eight members personally present and entitled to vote shall be a quorum.

24. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of 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 at such other place as the Executive Committee may determine, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the members present (provided not less than four of them are entitled to vote thereat) shall be a quorum.

25. Every member of the Council, whether or not he is entitled to vote thereat, shall be entitled to attend and (save as otherwise expressly provided by these Articles) generally take part in the proceedings at every General Meeting.

26. The Chairman shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members of the Council present shall choose some member of the Executive Committee to preside as chairman of the Meeting, or if no such member be present, or if all the members of the Executive Committee present decline to take the chair, the members of the Council present shall choose one of their number (being a person entitled to vote thereat) to preside as chairman of the Meeting.

27. The chairman of any General Meeting at which a quorum is present may, with the consent of such Meeting (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 business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting, and to the same persons. Save as aforesaid, no person shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

28. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the Meeting, or by at least three members present and entitled to vote at the Meeting, or by a number of members present and representing one-tenth of the total voting rights of all the members having the right to vote at the Meeting, and unless a poll be so demanded a declaration by the chairman of the Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Council shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

29. Subject to the provisions of Article 30 if a poll be demanded in manner aforesaid, it shall be taken at the General Meeting in such manner as the Chairman of the General Meeting shall direct.

30. No poll shall be demanded on the election of a chairman of any General Meeting, or on any question of adjournment of any General Meeting.

31. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a second or casting vote.

32. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.

33.(A) Save as provided by paragraphs (B) and (C) of this Article, no person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (B), or who for the time being holds membership of the Council pursuant to Article 11 (A) (and to a resolution of the Scottish Committee), and who (in either such case) is not for the time being the Chairman of the Scottish Committee, shall be entitled to vote at any General Meeting.

(B) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meeting by paragraph (A) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that there shall not at any one time be more than three members who are entitled to vote at General Meetings pursuant to this paragraph (B).

(C) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (A) of this Article (and who is not for the time being himself entitled to vote at General Meetings pursuant to paragraph (B) of this Article), the entitlement from thenceforth to vote at any and every General Meeting at which some member (who shall be specified in such resolution) for the time being entitled to vote at General Meetings pursuant to paragraph (B) of this Article is

not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that:-

(i) there shall not at any time be more than one member entitled to vote pursuant to this paragraph (C) as an alternate for the same member entitled to vote at General Meetings pursuant to paragraph (B) of this Article;

(ii) no member may at any time be entitled to vote pursuant to this paragraph (C) as an alternate for more than one member entitled to vote at General Meetings pursuant to paragraph (B) of this Article; and

(iii) the entitlement of a member to vote pursuant to this paragraph (C) as an alternate shall ipso facto be revoked if such member should himself become entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee, or if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee.

(D) Save as provided by paragraphs (E) and (F) of this Article, no person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (C), or who for the time being holds membership of the Council pursuant to Article 11 (A) (and to a resolution of the Northern Ireland Committee), shall be entitled to vote at any General Meeting.

(E) The Nothern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that there shall not at any one time be more than one member who is entitled to vote at General Meetings pursuant to this paragraph (E).

(F) The Northern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at any and every General Meeting at which the member if any (which member if any shall be specified in such resolution) for the time being entitled to vote at General Meeting pursuant to paragraph (E) of this Article is not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that:-

(i) there shall not at any time be more than one member entitled to vote as an alternate pursuant to this paragraph (F); and

(ii) the entitlement of a member to vote pursuant to this paragraph (F) as an alternate shall ipso facto be revoked if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (E) of this Article.

34. Every person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (A), or pursuant to Article 9 or 10, or who is for the time being the Chairman of the Scottish Committee, or who is for the time being the Chairman of the Northern Ireland Committee, shall be entitled to vote at all General Meetings.

35. Subject as provided by Article 31, and by sub-paragraphs (iii), (iv) and (v) of Article 39 (B), on any question or resolution arising at any General Meeting every member of the Council present at that General Meeting who is entitled to vote at such General Meeting shall, whether on a show of hands or on a poll, have one vote.

36. No member shall be allowed or entitled to attend or vote at any General Meeting by proxy.

THE EXECUTIVE COMMITTEE

37. Every member (or alternate member) of any Executive Committee as at the Effective Day, who became such a member (or alternate member) pursuant to any provision or provisions of the Articles of Assocaition of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member (or alternate member) pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member (or alternate member) from and after the Effective Day, subject to these Articles.

38. As from and after the Effective Day the Executive Committee shall consist of:-

(A) Every person who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of The Building Societies' Association.

(B) Every person who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of the Housing Minister.

(C) One of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Royal Institute of British Architects.

(D) Two of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Royal Institution of Chartered Surveyors.

(E) Not more than five of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Building Employers Confederation.

(F) One of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Union of Construction Allied Trades and Technicians.

(G) The person (if any) who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of the Consumers' Association.

(H) One of the persons (if any) who are for the time being members of the Council pursuant to a Resolution of the Council in General Meeting under Article 9.

(I) Not more than one person who is for the time being a member of the Council pursuant to Article 10, and who is co-opted by the Executive Committee in accordance with Article 40.

(J) The Director General.

39. The mode of appointment to the Executive Committee of, and the tenure of office of, the members of the Executive Committee referred to in paragraphs (C) to (F) (both inclusive) and (H) of Article 38, shall, subject to Article 48, be governed by the following provisions:-

(A) At the Annual General Meeting of the Council held in 1973, and at every third Annual General Meeting held thereafter, all of the members of the Executive Committee for the time being holding office in accordance with the said paragraphs (C) to (F) (both inclusive) and (H) shall retire from office (but shall be eligible for re-election), and the vacancies then existing in the categories of members of the Executive Committee respectively referred to in those paragraphs, shall, in accordance with but subject to paragraph (B) of this Article, be filled by election.

(B) At each such Annual General Meeting as is referred to in paragraph (A) of this Article:-

(i) every person who is for the time being a member of the Council pursuant to the nomination of a Nominating Body referred to in any of the said paragraphs (C) to (F) (both inclusive) and (H) shall be eligible for election as a member of the Executive Committee pursuant to the relative paragraph;

(ii) the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) shall be elected in turn by the Annual General Meeting, from amongst the persons respectively eligible therefor;

(iii) on any election of the category of members of the Executive Committee referred to in paragraph (D) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting,

shall (whether on a show of hands or on a poll) be entitled to cast up to two votes (but shall not be able to case more than one vote in favour of any one of the persons eligible for that category), and the two eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that two persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is or are elected;

(iv) on any election of the category of members of the Executive Committee referred to in paragraph (E) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast up to five votes (but shall not be able to cast more than one vote in favour of any one of the persons eligible for that category), and the five eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that five persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is or are elected;

(v) on any election of any such category of member of the Executive Committee as is referred to in paragraphs (C), (F) and (H) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such

Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast one vote, and the eligible person receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) the chairman of the Annual General Meeting shall have a second or casting vote;

(vi) save as provided by sub-paragraphs (iii), (iv) and (v) hereof all the provisions of these Articles relative to proceedings at General Meetings of the Council and to votes of members thereat shall apply in respect of any election of any of the categories of the members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H);

(vii) if the number of persons eligible for any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) shall not exceed the number of the vacancy or vacancies to be filled in that category, then unless the Annual General Meeting otherwise resolves the person or persons so eligible shall not be deemed to be elected and instead such vacancy or vacancies shall be filled by the Executive Committee in accordance with paragraph (C) of this Article.

(C) In the event of there being at any time any vacancy or vacancies in any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) by virtue of the operation of paragraph (B) (vii) of this Article, or of any such vacancy or vacancies at any time existing or occurring due to any other reason whatsoever the Executive Committee shall, as soon as practicable after the same shall have first occurred, appoint to fill the same some person or persons eligible for that category but so that if and for so long as the number

of persons so eligible does not exceed the number of such vacancy or vacancies the Executive Committee may in its absolute discretion determine not to fill the same pursuant to this paragraph (C).

(D) Every person elected or appointed as a member of the Executive Committee pursuant to paragraph (B) or (C) of this Article shall, subject only to Article 48, thereafter continue to be such a member until he shall retire from his office as such in accordance with paragraph (A) of this Article.

40.(A) The Executive Committee may from time to time co-opt any person who is for the time being a member of the Council pursuant to Article 10 for such term of office not exceeding three calendar years, as, subject to Article 48, the Executive Committee shall in its absolute discretion determine at the time of co-option.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

41.(A) Each of the Nominating Bodies respectively referred to in paragraphs (C), (D) and (F) of Article 38 shall be entitled at any time and from time to time, by delivering at the Office a notice in writing to that effect signed by its duly authorised officer or representative, (such notice to be in any form from time to time prescribed or permitted by the Executive Committee), to appoint any person, who is for the time being a person holding membership of the Council pursuant to the nomination under Article 8 (A) of that particular Nominating Body, to be an alternate member of the Executive Committee to any person who is for the time being a member of the Executive Committee pursuant to such of the said paragraphs of Article 38 as refers to that particular Nominating Body, and may at any time and from time to time, by delivering at the Office a notice in writing to that effect signed as aforesaid, (and being in any such form as aforesaid) remove from office any person so appointed, but so that there shall not at any one time be more than one person holding office as an alternate member of the Executive Committee under this paragraph (A) pursuant to the appointment of the same Nominating Body.

(B) The appointment of any alternate member of the Executive Committee effected pursuant to paragraph (A) of this Article shall ipso facto determine on the happening (in relation to such alternate members) of any of the events referred to in paragraphs (A) to (D) (both inclusive) of Article 48, and his appointment shall also determine ipso facto if the person to whom he has been appointed an alternate ceases either as a result of retirement under Article 39 (A) or for any other reason whatsoever to be a member of the Executive Committee.

(C) An alternate member of the Executive Committee appointed pursuant to paragraph (A) of this Article shall be entitled to attend and to vote, and to be counted towards the quorum required by or pursuant to Article 55, as a member of the Executive Committee, at any meeting of the Executive Committee at which the person to whom he has been appointed an alternate is not personally present, and generally at any such meeting as aforesaid to perform all the functions of such person as a member of the Executive Committee.

41A. No member of the Executive Committee of the Council (other than the Director General) shall be appointed to any office for reward of the Council.

THE CHAIRMAN

42. The Chairman shall be such of the persons, for the time being holding membership of the Council pursuant to the nomination under Article 8(A) of the Housing Minister, as the Housing Minister shall at any time and from time to time in his absolute discretion appoint, and subject as aforesaid the Housing Minister shall have the like discretion at any time and from time to time to remove any such person from the office of Chairman. Any such appointment or removal as aforesaid shall be effected by delivering at the Office a notice in writing to that effect signed by, or by a duly authorised officer or representative of the Housing Minister; and shall take effect forthwith upon such delivery as aforesaid.

43. The office of the Chairman shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Executive Committee.

44. The Chairman as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed the Chairman under Article 42 at the date when he in fact became the Chairman; and he shall continue in office as the Chairman from and after the Effective Day, subject to Articles 42 and 43.

HONORARY PRESIDENT AND VICE-PRESIDENTS OF THE ASSOCIATION

45.(a) The Council in General Meeting may at any time and from time to time elect any person, whether or not he is a member of the Council or of the Executive Committee, to be an Honorary President or an Honorary Vice-President of the Council, for such period of office as the Council in General Meeting may from time to time in its absolute discretion determine.

(b) At any one time there shall not be more than one person holding office as Honorary President of the Council or more than six persons under the age of 75 holding office as Honorary Vice-Presidents of the Council.

(c) No person shall be capable of being appointed an Honorary Vice-President of the Council if at the time of his appointment he has attained the age of seventy-five.

(d) An Honorary Vice-President of the Council appointed after the Effective Day shall vacate his office upon attaining the age of seventy-five.

(e) The Council in General Meeting may at any time and for any reason remove the Honorary President or any Honorary Vice-President before the expiration of his period of office.

46. The Honorary President and any Honorary Vice-President whether or not (in either case) he is a member of the Council or of the Executive Committee, shall be entitled to attend and to speak at any General Meeting of the Council and at any meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, but shall not by virtue of holding the office of Honorary President or Honorary Vice-President (as the case may be) be entitled to vote at any such General Meeting or meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

47. The offices of the Honorary President and of an Honorary Vice-President shall not confer or impose upon the respective holders of such offices any powers, discretions or duties in relation to the affairs of the Council, and no holder of either such office shall, by virtue of holding the same, for any of the purposes of these Articles or of the Act be or be deemed to be a member of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

48. The office of a member of the Executive Committee shall ipso facto be vacated:-

(A) if for any reason he ceases to be a member of the Council;

(B) if he shall [illegible] the Office a notice in writing signed by him and addressed to the Secretary, resigning his said office;

(C) if he becomes prohibited from being a director of a company by reason of any order made under Section 188 of the Act.

(D) if he is removed from his said office by a resolution duly passed pursuant to Section 184 of the Act;

(E) if, being a member of the Executive Committee pursuant to Article 38 (B), he ceases for any reason to be a member of the Finance Committee.

49. None of the provisions of Section 185 of the Act, or of any statutory re-enactment, modification, or extension thereof for the time being in force, shall apply to the Council or to any member or prospective member of the Executive Committee.

POWERS OF THE EXECUTIVE COMMITTEE

50. The business of the Council shall be managed by the Executive Committee, which, in addition to exercising the powers and authorities expressly conferred upon the Executive Committee by these Articles, may exercise all such powers and discretions of the Council, and do all such acts and things, as may be exercised and done by the Council, and as are not by these Articles or by statute directed or required to be exercised or done by the Council in General Meeting, and as are not by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, but subject nevertheless to the provisions of the Act, of the Companies Act, 1967, and of these Articles.

51. Without prejudice to the generality of the powers conferred upon the Executive Committee by Article 50, but subject always to Article 104, the Executive Committee shall be responsible on behalf of the Council for the maintenance of the English Register, and for the exercise of all powers which are vested in the Council in relation to the English Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council, or which, being in any way incidental to the maintenance of the English Register or to any of the powers aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Executive Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Scottish Committee, by the Northern Ireland Committee, or by the Finance Committee.

52. Subject to the provisions of Article 55, the members for the time being of the Executive Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Executive Committee.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

53. Any member of the Executive Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Executive Committee.

54. Not less than two clear days' notice in writing of every meeting of the Executive Committee shall be given to all members and alternate members of the Executive Committee, other than to members and alternate members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Housing Minister. In respect of every notice required to be given to the Housing Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136, shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

55. The quorum necessary for the transaction of the business of the Executive Committee shall be any five members thereof, or such other number of members thereof as the Executive Committee may from time to time prescribe. Any meeting of the Executive Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Executive Committee.

56. Questions arising at any meeting of the Executive Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

57. At every meeting of the Executive Committee the Chairman shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if the Chairman is not present, the members of the Executive Committee present at such meeting shall elect one of their number to be chairman of such meeting.

58. Subject to the provisions of these Articles, the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

59. All acts bona fide done by any meeting of the Executive Committee, or by any person acting as a member (or alternate member) of the Executive Committee, shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member (or as the case may be alternate member) of the Executive Committee.

60. The Executive Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all General Meetings of the Council and all meetings of the Executive Committee or of any sub-committee thereof, and any minutes of any such General Meeting or meeting, if purported to be signed, by the Chairman thereof, or by the chairman of the next succeeding such General Meeting or (as the case may be) meeting, shall be sufficient evidence without any further proof of the facts therein stated.

61. A resolution in writing signed by all the members (including alternate members) of the Executive Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and constituted.

THE SCOTTISH COMMITTEE

62.(A) As from and after the Effective Day there shall continue to be a standing Committee of the Council known as the Scottish Committee.

(B) Every member of the Scottish Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

63. The Scottish Committee shall consist of:-

(A) Every person who is for the time being a member of the Council pursuant to any nomination effected by any Nominating Body (or by any two Joint Nominating Bodies) in accordance with Article 8 (B).

(B) Every person who is for the time being a member of the Council pursuant to a resolution of the Scottish Committee under Article 11 (A).

(C) The person (if any) who is for the time being both a member of the Council pursuant to Article 11 (B) and the Chairman of the Scottish Committee by virtue of paragraph (C) of Article 64.

THE CHAIRMAN OF THE SCOTTISH COMMITTEE

64.(A) The Scottish Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is already a member of the Scottish Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is not already a member of the Scottish Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Council in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Scottish Committee of any person whose appointment to that office is resolved upon in accordance with paragraph (A) of this Article (which said period shall commence when such appointment takes effect) shall, subject to paragraph (E) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Scottish Committee may from time to time and at any time during the currency of such period

of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Scottish Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Scottish Minister, such approval to be in any form for the time being prescribed or permitted by the Scottish Committee.

(F) The Chairman of the Scottish Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day, subject to the provisions of this Article and of Article 65.

65. The office of the Chairman of the Scottish Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Scottish Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE SCOTTISH COMMITTEE

66. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Scottish Committee as if every reference therein to the Executive Committee were a reference to the Scottish Committee.

67. The office of a member of the Scottish Committee shall ipso facto be vacated, if, holding the office of Chairman of the Scottish Committee pursuant to an appointment effected in accordance with Articles 11 (B) and 64 (C), his period of office (or extended period of office) as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE SCOTTISH COMMITTEE

68. The Scottish Committee, in addition to exercising the other powers and authorities expressly conferred upon the Scottish Committee by these Articles, shall, notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the Council for the maintenance of the Scottish Register, and for the exercise of all powers which are vested in the Council in relation to the Scottish Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council, or which, being in any way incidental to the maintenance of the Scottish Register, or to any of the powers aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Scottish Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Northern Ireland Committee, or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Council or any powers or discretion required by the Act or by any rule of law to be exercised by the Executive Committe.

69. Subject to the provisions of Article 72 the members for the time being of the Scottish Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Scottish Committee.

PROCEEDINGS OF THE SCOTTISH COMMITTEE

70. Any member of the Scottish Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Scottish Committee.

71. Not less than two clear days' notice in writing of every meeting of the Scottish Committee shall be given to all members of the Scottish Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Scottish Minister. In respect of every notice required to be given to the Scottish Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

72. The quorum necessary for the transaction of the business of the Scottish Committee shall be any five members thereof, or such other number of members as the Scottish Committee may from time to time prescribe. Any meeting of the Scottish Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Scottish Committee.

73. Subject as provided by proviso (i) to Article 11 (A), questions arising at any meeting of the Scottish Committee shall be determined by a majority of votes; and, subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

74. At every meeting of the Scottish Committee the Chairman of the Scottish Committee shall be the chairman thereof, but if at any such meeting there be no Chairman of the Scottish Committee, or if he is not present, the members of the Scottish Committee present at such meeting shall elect one of their number to be chairman of such meeting.

75. Subject to the provisions of these Articles, the Scottish Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

76. All acts bona fide done by any meeting of the Scottish Committee, or by any person acting as a member of the Scottish Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Scottish Committee.

77. The Scottish Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Scottish Committee or of any sub-committees thereof, and any minutes of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

78. A resolution in writing signed by all the members of the Scottish Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Scottish Committee duly convened and constituted. Provided that this Article shall not apply in respect of any such resolution of the Scottish Committee as is referred to in Article 11 (A).

THE NORTHERN IRELAND COMMITTEE

79.(A) As from the Effective Day there shall continue to be a standing Committee of the Council known as the Northern Ireland Committee.

(B) Every member of the Northern Ireland Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles, and shall continue as such a member from and after the Effective Day, subject to these Articles.

80. The Northern Ireland Committee shall consist of:-

(A) Every person who is for the time being a member of the Council pursuant to any nomination effected by any Nominated Body under Article 8 (C).

(B) Every person who is for the time being a member of the Council pursuant to a resolution of the Northern Ireland Committee under Article 11 (A).

(C) The person (if any) who is for the time being both a member of the Council pursuant to Article 11 (C) and the Chairman of the Northern Ireland Committee by virtue of Article 81.

THE CHAIRMAN OF THE NORTHERN IRELAND COMMITTEE

81.(A) The Northern Ireland Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is already a member of the Northern Ireland Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is not already a member of the Northern Ireland Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Council in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Northern Ireland Committee of any person whose appointment to that office is so resolved upon (which said period shall commence when such appointment takes effect) shall, subject to paragraph (D) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Northern Ireland Committee may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Northern Ireland Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Northern Ireland Minister, such approval to be in any form for the time being prescribed or permitted by the Northern Ireland Committee.

82. The office of the Chairman of the Northern Ireland Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE NORTHERN IRELAND COMMITTEE

83. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Northern Ireland Committee as if every reference therein to the Executive Committee were a reference to the Northern Ireland Committee.

84. The office of a member of the Northern Ireland Committee shall ipso facto be vacated, if, holding the office of Chairman of the Northern Ireland Committee pursuant to an appointment effected in accordance with Articles 11 (C) and 81, his period of office (or extended period of office), as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE NORTHERN IRELAND COMMITTEE

85. The Northern Ireland Committee, in addition to exercising the other powers and authorities expressly conferred upon the Northern Ireland Committee by these Articles, shall notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the Council for the maintenance of the Northern Ireland Register, and for the exercise of all powers which are vested in the Council in relation to the Northern Ireland Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council or which, being in any way incidental to the maintenance of the Northern Ireland Register, or to any of the powers

aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Northern Ireland Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Scottish Committee or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Council or any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

86. Subject to the provisions of Article 89 the members for the time being of the Northern Ireland Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Northern Ireland Committee.

PROCEEDINGS OF THE NORTHERN IRELAND COMMITTEE

87. Any member of the Northern Ireland Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Northern Ireland Committee.

88. Not less than two clear days' notice in writing of every meeting of the Northern Ireland Committee shall be given to all members of the Northern Ireland Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Northern Ireland Minister. In respect of every notice required to be given to the Northern Ireland Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

89. The quorum necessary for the transaction of the business of the Northern Ireland Committee shall be any three members thereof, or such other number of members as the Northern Ireland Committee may from time to time prescribe. Any meeting of the Northern Ireland Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Northern Ireland Committee.

90. Subject as provided by proviso (i) to Article 11 (A), questions arising at any meeting of the Northern Ireland Committee shall be determined by a majority of votes; and subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

91. At every meeting of the Northern Ireland Committee the Chairman of the Northern Ireland Committee shall be the chairman thereof, but if at any such meeting there be no Chairman of the Northern Ireland Committee, or if he is not present, the members of the Northern Ireland Committee present at such meeting shall elect one of their number to be chairman of such meeting.

92. Subject to the provisions of these Articles, the Northern Ireland Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

93. All acts bona fide done by any meeting of the Northern Ireland Committee, or by any person acting as a member of the Northern Ireland Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Northern Ireland Committee.

94. The Northern Ireland Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Northern Ireland Committee or of any sub-committee thereof, and any minutes of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

95. A resolution in writing signed by all the members of the Northern Ireland Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Northern Ireland Committee duly convened and constituted. Provided that this Article shall not apply in respect of any such resolution of the Northern Ireland Committee as is referred to in Article 11 (A).

THE FINANCE COMMITTEE

96. As from and after the Effective Day there shall continue to be a standing Committee of the Council known as the Finance Committee.

97. Every member of the Finance Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

98. The Finance Committee shall consist of:-

(A) Every person who is for the time being a member of the Association pursuant to the nomination under Article 8 (A), of the Housing Minister, and who is also therefore a member of the Executive Committee by virtue of Article 38 (B).

(B) Not more than two of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (A).

(C) Not more than three of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (E).

(D) Not more than one person who is for the time being a member of the Scottish Committee and who is co-opted by the Finance Committee in accordance with Article 100.

(E) Not more than one person who is for the time being a member of the Northern Ireland Committee and who is co-opted by the Finance Committee in accordance with Article 100.

(F) The Director General.

99. The Executive Committee shall from time to time and in its absolute discretion choose the members of the Finance Committee referred to in paragraphs (B) and (C) of Article 98, and may at any time in the like discretion terminate the tenure of office of any such member.

100.(A) The Finance Committee may from time to time co-opt any person who is for the time being a member of the Scottish Committee and any person who is for the time being a member of the Northern Ireland Committee for such term of office, not exceeding three years as, subject to Article 102, the Finance Committee shall in its absolute discretion determine at the time of co-option. Provided that no person shall be so co-opted unless he has previously been recommended for such co-option by a resolution of the Scottish Committee or (as the case may be) of the Northern Ireland Committee.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

THE CHAIRMAN OF THE FINANCE COMMITTEE

101. The Finance Committee may from time to time choose any of its members for the time being (not being any such member as is referred to in paragraphs (D) and (E) of Article 98) to be its Chairman, and subject always to Articles 102 and 103, may determine the terms of his office as such Chairman.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE FINANCE COMMITTEE

102. The office of a member of the Finance Committee shall ipso facto be vacated:-

(A) if, holding his said office pursuant to paragraph (A), (B) or (C) of Article 98, he shall for any reason cease to be a member of the Executive Committee;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning such office;

(C) if, holding his said office pursuant to paragraph (D) of Article 98:-

(i) his period of co-option (as determined in accordance with Article 100 (A)) shall expire; or

(ii) the Scottish Committee shall resolve that he should cease to be a member of the Finance Committee; or

(iii) he shall for any reason cease to be a member of the Scottish Committee;

(D) if, holding his said office pursuant to paragraph (E) of Article 98:-

(i) his period of co-option (as determined in accordance with Article 100 (A)) shall expire; or

(ii) the Northern Ireland Committee shall resolve that he should cease to be a member of the Finance Committee; or

(iii) he shall for any reason cease to be a member of the Northern Ireland Committee;

(E) if, holding his said office pursuant to paragraph (F) of Article 98, he ceases for any reason to be Director General.

103. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Finance Committee as if every reference therein to the Executive Committee were a reference to the Finance Committee.

POWERS OF THE FINANCE COMMITTEE

104. Without prejudice to the other powers and discretions expressly conferred upon the Finance Committee by these Articles, the following powers and discretions shall, notwithstanding anything in Articles 50, 51, 68 and 85 contained, but subject as hereinafter provided, be exercised by the Finance Committee:-

(A) all powers and discretions of the Council to borrow and raise money, and to acquire and dispose of property;

(B) all the powers and discretions vested in the Council by paragraph (11) of Clause 3 (B) of its Memorandum of Association;

(C) all powers and discretions of the Council relating to the engagement, dismissal and terms of employment of its staff and employees;

(D) all powers and discretions of the Council regarding the investment of its funds; and

(E) all other powers and discretions of the Council which directly affect the finances of the Council.

PROVIDED ALWAYS that:-

(i) Nothing in this Article contained shall apply to any of the powers and discretions expressly conferred upon the Executive Committee by Articles 129 to 131 (both inclusive), or to any of the powers and discretions of the Executive Committee which in any way

relate to General Meetings of the Council, or to any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

(ii) Subject to proviso (i) to this Article, in the event of any doubt or dispute arising at any time howsoever as to the nature or extent of the powers and discretions exercisable by the Finance Committee under this Article, such doubt or dispute shall be determined upon and resolved by the Chairman, whose decision in that behalf shall be binding and conclusive for all purposes.

105. The Finance Committee may at any time and from time to time authorise the repayment by the Council, to any member of the Executive Committee (including any alternate member thereof appointed under Article 41), or of the Scottish Committee, or of the Northern Ireland Committee, or of the Finance Committee, or of any sub-committee of the Executive Committee, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, of all or any out-of-pocket expenses incurred by him in consequence of his attendance at any General Meeting of the Council or at any meeting of any such Committee or sub-committee as aforesaid, or otherwise howsoever in the performance of his duties in connection with the affairs of the Council, and he shall in such event be repaid out of the funds of the Council all of the out-of-pocket expenses the repayment of which is so authorised.

106. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts of monies paid to the Council shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Finance Committee shall from time to time determine.

107. Subject to the provisions of Article 110 the members for the time being of the Finance Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Finance Committee.

PROCEEDINGS OF THE FINANCE COMMITTEE

108. Any member of the Finance Committee (not being a member for the time being holding membership thereof pursuant to paragraph (D) or paragraph (E) of Article 98) may at any time, and on the request of any member of the Finance Committee (not being such a member as aforesaid) the Secretary forthwith shall, summon a meeting of the Finance Committee.

109.(A) No member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall be entitled to receive notice of or attend at any meeting of the Finance Committee unless, not less than four clear days prior to the date of the meeting in question, the Chairman of the Finance Committee shall have certified in writing to the Secretary that in the opinion of such Chairman (which opinion shall be final and conclusive) there will or may arise at that meeting a question which is directly relevant to the exercise by the Scottish Committee of some one or more of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of some one or more of the powers vested in the Northern Ireland Committee by Article 85.

(B) Subject to paragraph (A) of this Article, not less than two clear days' notice in writing of every meeting of the Finance Committee shall be given to all members of the Finance Committee, other than to members thereof who are for the time being absent from the United Kingdom; in respect of every notice required to be given pursuant to this paragraph (B) all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

110. The quorum necessary for the transaction of the business of the Finance Committee shall be any two members thereof, but excluding for this purpose any person for the time being holding membership of the Finance Committee pursuant to paragraph (D) or paragraph (E) of Article 98. Any meeting of the Finance Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Finance Committee.

111. Any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall not be entitled to vote on any question arising at any meeting of the Finance Committee, unless in the opinion of the chairman of that meeting (which opinion shall be final and conclusive) that question is directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of any of the powers vested in the Northern Ireland Committee by Article 85. Save as aforesaid (and subject as provided by Article 112) in any question arising at any meeting of the Finance Committee every member thereof (present at such meeting) shall have one vote.

112. All questions arising at any meeting of the Finance Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

113. At every meeting of the Finance Committee the Chairman for the time being of the Finance Committee (holding office as such in accordance with Article 101) shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if such Chairman is not present, the members of the Finance Committee present at such meeting shall elect one of their number (not being a member for the time being holding membership of the Finance Committee pursuant to paragraph (D) or paragraph (E) of Article 98) to be chairman of such meeting.

114. Subject to the provisions of these Articles, the Finance Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

115. All the provisions of Articles 76 and 77 shall apply mutatis mutandis to the Finance Committee as if every reference therein to the Scottish Committee were a reference to the Finance Committee.

116. A resolution in writing signed by all the members of the Finance Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effective as if it had been duly passed at a meeting of the Finance Committee duly convened and constituted. Provided that the signing of any resolution in writing by any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall not be necessary for such resolution to be valid under this Article if (but only if) the Chairman of the Finance Committee shall certify in writing that in his opinion (which shall be final and conclusive) such resolution is not directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of any of the powers vested in the Northern Ireland Committee by Article 85.

SUB-COMMITTEES AND DELEGATION OF POWERS

117.(A) The Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee respectively shall have power at any time and from time to time to constitute such sub-committees of each such Committee respectively, consisting of such member or members of the Council (none of whom need necessarily be a member of the respective or any other such Committee), as such Committee may think fit; to dissolve any sub-committee so constituted; to delegate to any such sub-committee all or any of the powers and discretions for the time being

vested in that Committee by or pursuant to these Articles (other than powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11 (A)); to reconstitute any such sub-committee; and to revoke any such delegation as aforesaid.

(B) Every such sub-committee constituted as aforesaid by the Executive Committee, the Scottish Committee, the Northern Ireland Committe or the Finance Committee shall, in the exercise of any powers and discretions delegated to it by the same Committee, conform to any regulations and conditions which may from time to time be imposed upon it by that Committee. Subject as otherwise provided by any such regulations and conditions for the time being in force:-

(i) any such sub-committee (being a sub-committee consisting of more than one member of the Council) may elect a chairman of its meetings, and if at any meeting of that sub-committee the chairman so elected is not present, the members of the sub-committee present may choose one of their number to be chairman of that meeting; and

(ii) with regard to the meetings of and otherwise with regard to the proceedings of any such sub-committee, all the provisions of Articles 53, 56, 58 and 76 shall apply mutatis mutandis as though every reference in those Articles to the Executive Committee or to the Scottish Committee were a reference to such sub-committee.

(C) Notwithstanding anything in this Article (or in Article 118) contained, any person who is for the time being a member of any sub-committee constituted pursuant to this Article, and who ceases for any reason to be a member of the Council, shall forthwith upon such cessation cease to be a member of that sub-committee.

118. Each of them the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee shall have power at any time and from time to time to delegate to any other of such Committees, or to any sub-committees (constituted pursuant to Article 117) of any other such Committee, all or any of the powers vested in such first-mentioned Committee by these Articles (other than any powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11 (A)), and to revoke any such delegation as aforesaid. Every Committee or sub-committee to which any powers or discretions have been delegated under this Article shall, in the exercise of such powers and discretions, conform to any regulations and conditions which may from time to time be imposed upon it by the Committee effecting such delegation.

THE SEAL

119. Unless otherwise resolved by the Finance Committee, two members of the Finance Committee and the Secretary shall sign every instrument to which the Seal is affixed.

THE DIRECTOR GENERAL

120.(A) The senior executive officer of the Council shall be known as the Director General.

(B) Save as otherwise expressly provided by or pursuant to these Articles, the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee, and any sub-committee of any such Committee, may entrust to the Director General any of the powers and discretions for the time being vested in or delegated to such respective Committee or (as the case may be) such sub-committee upon such terms and conditions and subject to such restrictions as such Committee or (as the case may be) such sub-committee may think fit.

(C) The Director General shall be such person as shall from time to time be appointed in that behalf by, and his appointment shall be for such period and upon such terms as shall be decided by, the Finance Committee, which may at any time revoke any such appointment, but without prejudice to any rights of compensation which the appointee may have in respect of such revocation under any agreement between himself and the Council.

(D) The person holding the office of Director General as at the Effective Day shall be deemed to have been appointed as the Director General pursuant to paragraph (C) of this Article upon the terms regulating his appointment as such Director General at the Effective Day.

121. The provisions of Sections 177 and 179 of the Act, relating to the Secretary, shall apply and be observed.

THE MINISTERS

122. The Housing Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Executive Committee in accordance with Articles 20, 54, 135 and 137), shall be given notice of all meetings of each sub-committee of the Executive Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Housing Minister.

123. The Scottish Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Scottish Committee in accordance with Articles 20, 71, 135 and 137), shall be given notice of all meetings of each sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Scottish Minister.

124. The Northern Ireland Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Northern Ireland Committee in accordance with Articles 20, 88, 135 and 137), shall be given notice of all meetings of each sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Northern Ireland Minister.

125. The Housing Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Executive Committee, and at any meeting of any sub-committee of the Executive Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

126. The Scottish Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Scottish Committee, and at any meeting of any sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

127. The Northern Ireland Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Northern Ireland Committee, and at any meeting of any sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117; and to be furnished

by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

ACCOUNTS

128. Without prejudice to any duties of the Executive Committee in that behalf under sub-sections (1) and (2) of Section 147 of the Act, the Finance Committee shall be responsible for ensuring that proper books of account are kept with respect to:-

(A) all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place;

(B) all sales and purchases of goods by the Council; and

(C) the assets and liabilities of the Council.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Council's affairs and to explain its transactions.

129. The books of account shall be kept at the Office, or, subject to sub-section (3) of Section 147 of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of members of the Executive Committee, of the Scottish Committee and of the Northern Ireland Committee. The books of account shall also during normal business hours be open to the inspection of members of the Council who are not members either of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, subject to such reasonable restrictions as the Finance Committee may in its discretion from time to time impose.

130. At the Annual General Meeting in every year the Executive Committee shall lay before the Council an income and expenditure account showing the receipts and expenditure of the Council for the period since the last preceding account, made up to a date not more than nine months before such Meeting.

131. A balance sheet shall be made out and laid before the Council at the Annual General Meeting in every year, made up to the same date as the income and expenditure account. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and of the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with the requirements of the Act and of the Companies Act 1967 and with any other statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting, subject nevertheless to the provision of Section 158 (1) (c) of the Act, be sent to all persons entitled to receive notice of General Meetings (including the Auditors and the Ministers) in the manner in which notices are hereinafter authorised to be served. The Auditor's report shall be open to inspection and shall be read before the Meeting as required by Section 14 (2) of the Companies Act 1967.

AUDIT

132. Once at least in every year the accounts of the Council shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

133. Auditors shall be appointed and their duties regulated in the manner provided by the relevant provisions of the Act and of the Companies Act 1967.

NOTICES

134. Any notice may be served by the Council upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, 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 Council for the giving of notices to him.

135. Any notice required by any of the provisions of these Articles to be given to any of the Ministers, may be served upon him either personally or by sending through the post in a prepaid letter, addressed to him at the address (if any) in the United Kingdom for the time being supplied by him to the Council for the giving of notices to him, or (in the event of there being no such address for the time being) at such address as the Council may in its discretion consider appropriate.

136. Any notice, if served by post, shall be deemed to have been served twenty-four hours after the letter containing the same shall have been posted; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put into the post-office or into any post box subject to the control of the Postmaster-General.

137. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(A) every member of the Council except those members who (having no registered address within the United Kingdom) have not supplied to the Council an address within the United Kingdom for the giving of notices to them; and

(B) the Auditors for the time being of the Council; and

(C) the Ministers.

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

INDEMNITY

138. Every member for the time being of the Council and/or of the Executive Committee and/or of the Scottish Committee and/or of the Northern Ireland Committee and/or of the Finance Committee, and/or any sub-committee of any of such Committee as aforesaid, and every Auditor, Director General, Secretary and other officer, agent or employee for the time being of the Council, shall be indemnified out of the assets of the Council against 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 448 of the Act in which relief is granted to him by the Court.

WINDING UP AND DISSOLUTION

139. Clause 9 of the Memorandum of Association of the Council, relating to the winding up and dissolution of the Council, shall have effect and be observed as if the same were repeated in these Articles.

LICENCE BY THE BOARD OF TRADE

pursuant to Section 18 of the Companies Act 1929.

WHEREAS it has been proved by the Board of Trade that THE HOUSING IMPROVEMENT ASSOCIATION which is about to be registered under the Companies Act 1929, as an Association limited by guarantee is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of that Act and that it is the intention of the said Association that the income and property of that Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit to the Members of the said Association.

NOW THEREFORE the Board of Trade in pursuance of the powers in them vested and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seven Members thereof on the 12th day of November 1936 do by this their Licence direct THE HOUSING IMPROVEMENT ASSOCIATION to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade this 14th day of November 1936.

(sd.) E.H.S MARKER
Comptroller of the Companies Department authorised on that behalf by the President of the Board of Trade.

320784

PRIVATE AND CONFIDENTIAL

NH88/477
Item 10

NATIONAL HOUSE BUILDING COUNCIL

ANNUAL GENERAL MEETING OF THE COUNCIL

to be held at the Inn on the Park, London,
on Wednesday, 30th November 1988 at 11 a.m.

CHANGES TO MEMORANDUM AND ARTICLES OF ASSOCIATION

1. Members are asked to approve changes to the NHBC Memorandum of Association in order to enable NHBC to provide bonds for roads and sewers free of charge to A1 and A2 builders and to remove a clause made obsolete by the Companies Act 1985 and to make consequential amendments. The proposal has received the approval of the Finance and Executive Committees at their October/November meetings.

2. The proposed amendments are as follows:

(i) Clause 3(a) of the Memorandum of Association should be amended (amended words shown in heavy type):

> "The object for which the Council is established is the improvement of the house building industry throughout the United Kingdom, the Channel Islands and the Isle of Man (including in such industry the building of all forms the building or alteration or extension of all forms of home accommodation) and the provision of ancillary services to the industry and to purchasers of new and existing homes."

(ii) In addition, a new subsidiary power will be added which will state:

> To provide loans, bonds, assurities, warranties, guarantees and indemnities whether secured or not and other financial services to local or public authorities, house builders and developers and to purchasers and lessees of houses built by such authorities, house builders and developers for the purposes of or in connection with the funding, guaranteeing or assisting completion or repair of any such houses or of services or facilities connected therewith, whether or not any such work is carried out at the instigation of the Council or any third party.

COMPANIES
13 DEC 1988
HOUSE

(iii) Clause 5 to be deleted. The consent of the Department of Trade and Industry to changes to the Memorandum and Articles of Association is no longer required by virtue of Section 30 of the Companies Act 1985.

(iv) Clause 6 to be deleted and the following new sub clause to be inserted:

> "Clause 4 of this Memorandum contains conditions the fulfilment of which enables the Council to omit the word "Limited" from its name pursuant to Section 30 of the Companies Act 1985".

3. Members will note that in the proposed amendment to Clause 3(a) the reference to extension or alteration and existing home-owners is to make clear NHBC's powers in relation to, for instance, its conversion scheme and schemes for PRC home-owners and any other schemes of that type for the future. It was felt that the existing wording was sufficiently general to cover such matters, but that whilst the opportunity was being taken to amend Clause 3(a) the matter should be put beyond doubt.

10. The Chairman introduced Paper NH88/477. Mr Bean advised the meeting that the words "of all forms the building" in lines six and seven of the inset part of paragraph 2(i) on page 53 of the Papers should be deleted. In answer to Mr. Emanuel, Mr. Bean confirmed that development of our scheme to cover conversions and extensions was not ruled out. The changes now proposed would allow such a decision without further amendment. In answer to Mr. Ilott, Mr. Bean confirmed that the approval of the appropriate Committees would be obtained before our scheme was extended to include extension and refurbishment work. In answer to Mr. Wakeham, Mr. Bean confirmed that NHBC would explore carefully the risk to be borne if owners pursued NHBC where a builder's bond proved to be insufficient.

Mr. P.B. Short proposed and Mr. A.H. Cherry seconded that the Memorandum of Association be amended as follows:-

(i) Clause 3(a) of the Memorandum of Association should be amended (amended words shown in heavy type):

> "The object for which the Council is established is the improvement of the house building industry throughout the United Kingdom, the Channel Islands and the Isle of Man (including in such industry the building or alteration or extension of all forms of home accommodation) and the provision of ancillary services to the industry and to purchasers of new and existing homes."

(ii) In addition, a new subsidiary power will be added which will state:

> To provide loans, bonds, assurities, warranties, guarantees and indemnities whether secured or not and other financial services to local or public authorities, house builders and developers and to purchasers and lessees of houses built by such authorities, house builders and developers for the purposes of or in connection with the funding, guaranteeing or assisting completion or repair of any such houses or of services or facilities connected therewith, whether or not any such work is carried out at the instigation of the Council or any third party.

(iii) Clause 5 to be deleted. The consent of the Department of Trade and Industry to changes to the Memorandum and Articles of Association is no longer required by virtue of Section 30 of the Companies Act 1985.

(iv) Clause 6 to be deleted and the following new sub clause to be inserted:

"Clause 4 of this Memorandum contains conditions the fulfilment of which enables the Council to omit the word "limited from its name pursuant to Section 30 of the Companies Act 1985"

The proposal was carried unanimously.

PRIVATE AND CONFIDENTIAL

NH89/263
Item 4

Extract from paper from Meeting of the Council - 11th May 1989

COMMITTEE AND PROCEDURAL CHANGES

Reason for Referral

1. This Paper is for the information of Members, save that Members' approval is sought to the changes to the Memorandum and Articles requested in paragraphs 17 and 18 below. The Executive Committee has already considered and approved the contents of this paper.

****

Change of Name of Director General

17. The current title of NHBC's Chief Executive is "Director General", a title which the present incumbent considers to be no longer in keeping with the NHBC in its competitive situation and since it has branched out into other areas, eg. building control. The name was of course entirely appropriate in the 1960s when it suggested a quasi Government body, or rather like a charity or statutory corporation.

18. This is no longer the case, and members are asked to approve the change of title from Director General to "Chief Executive", and the consequent amendments therefore to the NHBC Memorandum and Articles of Association, ie. wherever the words "Director General" appear, they shall be replaced by the words "Chief Executive".

Extract from minutes of Meeting of the Council - 11th May 1989

PAPER NH89/261

ITEM 4

4. Committee and Procedural Changes

Mr Bean introduced Paper NH89/261. The Chairman introduced the paragraphs dealing with the change of name of the Director General. Mr Shepherd proposed and Mrs Lambert seconded that the NHBC Memorandum and Articles of Association be amended so that wherever the words "Director General" appear, they shall be replaced by the words "Chief Executive". This was carried unanimously. The Chairman thanked the meeting for its support in agreeing to the Committee and Procedural changes proposed.

Extract from minutes of Annual General Meeting - 7th Dec. 1989

10. Council Membership

The Chairman introduced Paper NH89/577 which required the Council's approval to changes in the Articles of Association. The amendments will permit the replacement of Building Societies Association by the Council of Mortgage Lenders as a nominating body with an increase in the number of nominees from 4 to 5, and the inclusion of the Housing Corporation as a nominating body with 1 nominee. The Chairman advised the meeting that these changes have already been discussed and approved by the Executive Committee. Mr D.Holliday proposed and Mr D.A. Moody seconded that the Articles of Association be amended as set out in paragraph 5 of NH89/577 as follows:-

RESOLUTION A

Article 8(A) be amended so that where the words

"The Building Societies Association 4" appears, it shall read

"The Council of Mortgage Lenders 5"

RESOLUTION B

At the end of Article 8(A) the words

"The Housing Corporation 1" shall appear

RESOLUTION C

Article 38(A) which states

"Every person who is, for the time being, a member of the Council pursuant to the nomination under Article 8(A) of the Building Societies Association"

shall be replaced by

"Every person who is for the time being a member of the Council pursuant to the nomination under Article 8(A) of the Council of Mortgage Lenders".

This was agreed.

COMPANIES
- 5 MAR 1990
HOUSE

No. 3[illegible]84

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum

(As amended by Special Resolutions
passed respectively on the 25th day of July, 1968,
on the 6th day of September, 1973,
on the 7th day of December, 1981,
on the 21st day of November, 1986,
and on the 30th day of November, 1988)

AND

NEW

Articles of Association

(Adopted by Special Resolutions
passed respectively on the 6th day of September, 1973,
on the 7th day of December, 1981,
on the 12th day of December, 1984,
on the 22nd day of November, 1985,
on the 11th day of May, 1989
and on the 7th day of December, 1989).

OF

NATIONAL HOUSE-BUILDING
COUNCIL

Incorporated the 17th day of November, 1936

COMPANIES
- 5 MAR 1990

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 320784

I hereby certify that

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

NATIONAL HOUSE-BUILDING COUNCIL

Given under my hand at London the 8TH OCTOBER 1973

(N. TAYLOR)

Assistant Registrar of Companies

No. 320784

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS THE HOUSING IMPROVEMENT ASSOCIATION (the word "Limited" being omitted by Licence of the Board of Trade) was incorporated as a limited company under the Companies Act, 1929, on the 17th November, 1936.

AND WHEREAS by special resolution of the Company and with the approval of the Board of Trade it has changed its name

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL.

GIVEN under my hand at London, this 9th August, 1967.

L. S. WHITFIELD

Assistant Registrar of Companies.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-OF-

NATIONAL HOUSE-BUILDING COUNCIL

(As amended by Special Resolutions passed respectively on the 25th day of July 1968 on the 6th day of September 1973, on the 7th day of December 1981, on the 21st day of November 1986, and on the 30th day of November 1988).

1. The name of the Company (hereinafter called "the Council") is "NATIONAL HOUSE-BUILDING COUNCIL".

2. The registered office of the Council will be situate in England.

3. (A) The object for which the Council is established is the improvement of the house building industry throughout the United Kingdom, the Channel Islands and the Isle of Man (including in such industry the building or alteration or extension of all forms of home accommodation) and the provision of ancillary services to the industry and to purchasers of new and existing homes.

(B) The Council shall have the following powers, all of which shall be ancillary to the object set forth in sub-clause (A) hereof and exercisable in the furtherance of such object but for no other purpose whatsoever, that is to say:-

(1) To establish and maintain in such manner as the Council may from time to time think fit, Registers containing the names of house-builders and developers who in the opinion of the Council observe and maintain sufficiently high standards of house-building.

(2) To make, and from time to time in the discretion of the Council to add to, amend and revoke, and to operate, enforce, observe and comply with, such conditions or rules as the Council may think fit for regulating the establishment and maintenance of the above-mentioned Registers and for prescribing the rights and obligations of house-builders and developers whose names are entered on such Registers, and the rights and obligations of the Council against and to such house-builders and developers and purchasers and lessees of houses built by such house-builders and developers, and for any other purposes in any way connected with or referable to such Registers, or with or to houses built by such house-builders and developers, as the Council may think desirable.

(3) To prescribe or otherwise provide for the manner in which and the terms upon which applications should or may be made by house-builders and developers for entry of their names on the above mentioned Registers, the manner in which such applications should or may be considered and determined upon by the Council, and the pre-requisites which should be or may be required to be satisfied before acceptance by the Council of such applications.

(4) To promote, enter into and carry on schemes under which the Council may or will accept responsibility, to purchasers and lessees of houses from house-builders and developers whose names are entered on the above-mentioned Registers, for defects in the houses so purchased or leased, or for loss or damage suffered otherwise howsoever by such purchasers and lessees in consequence of any defaults by such house-builders and developers.

(5) To promote, encourage and in any way finance research into and interest in matters affecting standards in the design of houses and in the workmanship and materials used in houses and any technical, scientific or other problems associated therewith, and for such purposes as aforesaid, but without prejudice to the generality of the foregoing, to provide and assist in the provision of scholarships, fellowships, study groups, lectures and seminars.

(6) To conduct and hold, and to sponsor, encourage and assist in the conducting and holding of surveys, investigations and inquiries on a local or national scale of and into matters affecting the standards of design of houses and of the workmanship and materials employed in the building of houses and any technical, scientific or other problems associated therewith.

(7) To print, publish, issue, circulate, and sell or otherwise dispose of papers, periodicals, books, circulars and other literature, and generally to undertake programmes of publicity, with a view to promoting understanding of the work of the Council, or to providing information and guidance to house-builders and developers and others as to the nature of, and as to the desirability of adopting observing and maintaining, proper standards in house-building, or otherwise with a view to promoting the object of the Council.

(8) To hold, associate with, sponsor and promote periodical and other congresses, conferences and public meetings for the ventilation and discussion of, or otherwise relating to, the adoption, observance and maintenance of higher standards of house-building.

(9) To promote support and encourage any policies which will or may affect or tend to affect standards of house-building, and for this purpose, or otherwise with a view to promoting the object of the Council, to advise or co-operate with any Government Department or public or private authority, society, association, body or individual.

(10) To provide, and to assist, promote and encourage in the provision of, facilities for the education and training, in subjects involving the study of or research into the standards of design of houses and of the standards of workmanship and materials employed or employable in building houses, of persons engaged in or associated with, or unlikely to be engaged in or associated with the house-building industry.

(11) To insure the Council against or in respect of any liabilities or contingent or potential liabilities of or in any way undertaken by the Council, and in particular, but without prejudice to the generality of the foregoing, against or in respect of any liabilities incurred or undertaken by the Council pursuant to any of the powers of the Council under paragraphs (2) and (4) of this sub-clause (B).

(12) To establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, and to make payments for or towards the insurance of, any employees or ex-employees of the Council and the relations, connections and dependants of any such employees or ex-employees.

(13) To establish, maintain, control and manage branches of the Council in any part of the United Kingdom, and from time to time to determine the constitutions, rights, privileges and obligations of such branches, and when thought fit, to dissolve such branches or to modify such constitutions, privileges and obligations.

(14) To apply for, collect, organise the collection of, and receive, from private individuals, corporations and from any other source or sources, donations, grants, subscriptions and other financial assistance, and generally to raise funds for the purposes of the Council in such ways as the Council may think fit.

(15) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Council.

(16) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Council.

(17) To undertake and execute any charitable trusts which may lawfully be undertaken by the Council.

(18) To borrow or raise money on such terms and on such security as may be thought fit.

(19) To invest the moneys of the Council not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(20) To provide loans, bonds, assurities, warranties, guarantees and indemnities whether secured or not and other financial services to local or public authorities, house builders and developers and to purchasers and lessees of houses built by such authorities, house builders and developers for the purposes of or in connection with the funding, guaranteeing or assisting completion or repair of any such houses or of services or facilities connected therewith, whether or not any such work is carried out at the instigation of the Council or any third party.

(21) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

(22) To do all such other things as are incidental or conductive to the attainment of the object of the Council.

PROVIDED ALWAYS THAT notwithstanding anything hereinbefore on this Clause 3 contained:-

(I) In case the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(II) The Council shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Council would make it a Trade Union.

(III) In case the Council shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or of the Secretary of State for Education and Science, the Council shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee or Governing Body of the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or Governing Body have been if no incorporation had been affected and the incorporation of the Council shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Executive Committee or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Council were not incorporated.

4. The income and property of the Council whencesoever derived shall be applied solely towards the promotion of the object of the Council as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred to the Members of the Council.

Provided that nothing herein contained shall prevent the Council from paying a Member of the Council:-

(a) reasonable expenses (including the expense of attending any meeting of the Council, its Committees or Sub-Committees, and travelling and other out-of-pocket expenses) incurred in the performance of his duties as such Member;

(b) a reasonable remuneration for services rendered to the Council by such Member not related to his position as a Member;

(c) interest at a rate not exceeding the Clearing Bank rate for lending on money lent to the Council, or a reasonable rent for premises let to the Council, by such Member.

5. Clause 4 of this Memorandum contains conditions the fulfilment of which enables the Council to omit the word "Limited" from its name pursuant to Section 30 of the Companies Act 1985.

6. The liability of the Members is limited.

7. Every member of the Council undertakes to contribute to the assets of the Council in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Council, contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

8. If upon the winding up or dissolution of the Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Council, but shall be given or transferred to some other institution or institutions having charitable objects similar to the object of the Council, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Council under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Council at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

NATIONAL HOUSE BUILDING COUNCIL

(Adopted by Special Resolutions passed
on the 6th day of September, 1973,
on the 7th day of December, 1981,
on the 12th day of December, 1984,
on the 22nd day of November, 1985,
on the 11th day of May, 1989,
and on the 7th day of December, 1989

PRELIMINARY

1. (A) In these Articles, unless inconsistent with the subject or context:-

(i) "the Council" means National House Building Council;

(ii) "the Act" means the Companies Act, 1948;

(iii) "these Articles" means these Articles of Association as originally framed or other Articles of Association of the Council for the time being in force;

(iv) "the Executive Committee" means the Executive Committee for the time being of the Council;

(v) "the Scottish Committee" means the Scottish Committee for the time being of the Council;

(vi) "the Northern Ireland Committee" means the Northern Ireland Committee for the time being of the Council;

(vii) "the Finance Committee" means the Finance Committee for the time being of the Council;

(viii) "the office" means the registered office for the time being of the Council;

(ix) "the Seal" means the common seal of the Council;

(x) "the United Kingdom" means the United Kingdom of Great Britain and Northern Ireland;

(xi) "month" means calendar month and "year" means calendar year;

(xii) "in writing" means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in visible form;

(xiii) "the Effective Day" means the day upon which these Articles of Association (as originally framed) take effect pursuant to the Special Resolution of the Council adopting the same which was passed at the Extraordinary General Meeting thereof held on the 11th day of May, 1989;

(xiv) "the Secretary" includes any assistant or deputy Secretary or other person for the time being authorised to perform any of the duties of the Secretary of the Council and, where two or more persons have been appointed to act as Joint Secretaries, includes any one or more of such persons;

(xv) "the Chairman" means the Chairman for the time being of the Council holding office in that behalf pursuant to Article 42;

(xvi) "the Nominating Bodies" means the bodies and persons specified in paragraphs (A) (B) and (C) of Article 8 and "Nominating Body" means and includes any of the Nominating Bodies;

(xvii) "the English Register" means the Register of house-builders and developers operating as such in England and Wales (or any part thereof), maintained by the Council pursuant to Article 6(A);

(xviii) "the Scottish Register" means the Register of house-builders and developers operating as such in Scotland (or any part thereof), maintained by the Council pursuant to Article 6(B);

(xix) "the Northern Ireland Register" means the Register of house-builders and developers operating as such in Northern Ireland (or any part thereof), maintained by the Council pursuant to Article 6(C);

(xx) "the Housing Minister" means the Secretary of State for the Environment for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Executive Committee, the appropriate functions of the Secretary of State);

(xxi) "the Scottish Minister" means the Secretary of State for Scotland for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Scottish Committee, the appropriate functions of that Secretary of State);

(xxii) "the Northern Ireland Minister" means the Minister of Development for the time being in the Government of Northern Ireland (or such other Minister (if any) as may for the time being be performing, in the opinion of the Northern Ireland Committee, the appropriate functions of that Minister);

(xxiii) "the Ministers" means and includes the Housing Minister, the Scottish Minister and the Northern Ireland Minister;

(xxiv) words importing the singular include the plural and vice-versa;

(xxv) words importing the masculine gender include the feminine gender;

(xxvi) "person" excludes a body corporate, and words importing persons shall be construed accordingly.

(B) Subject to paragraph (A) of this Article, any words or expressions defined in the Act shall, unless inconsistent with the subject or context, bear the same meaning in these Articles.

2. The number of members with which the Council was registered on the incorporation thereof under the Companies Act, 1929 was seven, but the Executive Committee may from time to time, in accordance with the provision of Section 7(3) of the Act, register an increase in the number of members of the Council.

3. The Council shall, in relation to its register of members observe the provisions of Section 110 of the Act.

4. The Council is established for the purposes expressed in the Memorandum of Association of the Council.

OFFICE

5. The Office shall be in such a place as the Executive Committee may from time to time appoint.

REGISTERS OF HOUSE-BUILDERS

6. In pursuance of (but without prejudice to the generality of) the powers conferred upon the Council by Clause 3(B)(1) of its Memorandum of Association, the Council:-

(A) shall maintain a Register containing the names of house-builders and developers operating as such in England and Wales (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building;

(B) shall maintain a Register containing the names of house-builders and developers operating as such in Scotland (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building; and

(C) shall maintain a Register containing the names of house-builders and developers operating as such in Northern Ireland (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building.

MEMBERSHIP

7. Every member of the Council as at the Effective Day, who became such a member pursuant to any provision or provisions of any Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision of provisions of these Articles.

8. (A) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate under this paragraph (A) and in the matter provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the nomination under this paragraph (A) of the Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body:-

Name of Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body
The Royal Institute of British Architects	3
The Royal Institution of Chartered Surveyors	4
The Building Employers Confederation	14
The Council of Mortgage Lenders	5
Union of Construction Allied Trades and Technicians	3
The Greater London Council	1
The Association of Metropolitan Authorities	1
The Association of District Councils	2
The Society of Community Medicine	1
The Housing Corporation	1

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body
The Institution of Civil Engineers	1
The National Council of Women of Great Britain	1
The National Federation of Owner Occupiers Association	1
Consumers Standards Advisory Committee of the British Standards Institution	1
The Chartered Institute of Building	1
The Consumers' Association	1
The Federation of Master Builders	3
The Royal Town Planning Institute	1
The National Council of Building Material Producers	1
The Housing Minister	2
The Law Society	1

(B) As from and after the Effective Day the Nominating Bodies hereinafter specified shall continue to be entitled from time to time and at any time to nominate under this paragraph (B) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the

nomination under this paragraph (B) of a Nominating Body (or of the joint nomination under this paragraph (B) of two joint Nominating Bodies in any case where such a joint nomination is necessary as hereinafter appearing) greater than the number hereinafter set opposite the name of that particular Nominating Body (or the joint names of those two joint Nominating Bodies in any such case as aforesaid):-

Name of the Nominating Body (or joint names of the two joint Nominating Bodies)		Maximum number of persons capable of holding membership pursuant to a nomination under this paragraph (B) by the Nominating Body (or to a joint nomination under this paragraph (B) by the two joint Nominating Bodies
The Royal Incorporation of Architects in Scotland and The Royal Institute of British Architects	Joint Nomination	1
The Scottish Branch of The Royal Institution of Chartered Surveyors		1
The Scottish House-Builders Association		6
The Building Societies' Association		3
The Scottish Branch of the Chartered Institute of Building		1
The Law Society of Scotland		1
The Association of Consulting Engineers		1

(C) As from and after the *Effective Day* the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate, under this paragraph (C) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the nomination under this paragraph (C) of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body:-

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (C) by the Nominating Body
The Federation of Building Trade Employers or Northern Ireland	3
The Building Societies Association	1
The Royal Institution of Chartered Surveyors	1
The Royal Society of Ulster Architects	1

(D) Without prejudice to the generality of but subject to the limitations upon the powers conferred by paragraph (A) or (B) or (C) of this Article on a Nominating Body (or on two joint Nominating Bodies), that Nominating Body (or those two joint Nominating Bodies) may at any time pursuant to such paragraph (A) or (B) or (C) nominate any person for membership of the Council in place of a person who, having held membership of the Council pursuant to the nomination of that Nominating Body (or those two joint Nominating Bodies) under such paragraph (A) or (B) or (C), has been removed by such Nominating Body (or two joint Nominating Bodies) from membership in accordance with Article 15 (A) or has for any other reason ceased to be a member of the Council.

(E) Any and every nomination for membership made by a Nominating Body (or two joint Nominating Bodies) pursuant to paragraph (A) or (B) or (C) of this Article shall be effected by delivering at the Office a Form of Nomination and Consent, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies) and also signed by the person thereby nominated. Every such Form of Nomination and Consent shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of National House-Building Council.

I/We (name of the Nominating Body or names of the joint Nominating Bodies) hereby nominate (full name and address of person nominated) for membership of National House-Building Council, pursuant to the powers in that behalf conferred upon me/us by paragraph (A) or (as the case may be), (B) or (as the case may be), (C) of Article 8 of its Articles of Association.

Signed .....

Dated this day of 19 .

I, the above-named (full name of person nominated) hereby agree and consent to become a member of National House-Building Council, pursuant to the nomination above set forth, and upon and subject to the terms and provisions of the Memorandum and Articles of Association of National House-Building Council.

Signed .....

Dated this day of 19 .

(F) Forthwith upon the delivery at the office of a Form of Nomination and Consent which complies with the provisions of paragraph (A) or (B) or (C), and also paragraph (E), of this Article, the Secretary shall enter the name of the person thereby nominated for membership in the appropriate register of members of the Council.

8A. As from and after the Effective Day the Chief Executive of the Council for the time being shall be a Member of the Council and his name shall be entered by the Secretary in the register of the Members of the Council.

9. Subject as hereinafter provided the Council in General Meeting may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person to represent the interests of the consumers, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the Register of members of the Council. Provided always that there shall not at any time be more than two persons holding membership of the Council pursuant to this Article.

10. Subject as hereinafter provided, the Executive Committee may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person whom it considers should be so admitted, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the register of members of the Council. Provided always that there shall not at any one time be more than two persons holding membership of the Council pursuant to this Article.

11. (A) Subject as hereinafter provided both the Scottish Committee and the Northern Ireland Committee may from time to time and at any time in their absolute discretion resolve to admit to membership of the Council any person whom they respectively consider should be so admitted and the name of any such person so resolved upon shall forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (A) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the respective Committee) be entered by the Secretary in the register of members of the Council. Provided always that:-

(i) no such resolution shall be effective for the purposes of this paragraph (A) unless not less than two-thirds of the members of the appropriate Committee for the time being vote in favour of such resolution; and

(ii) there shall not at any one time be more than the following number of persons holding membership of the Council pursuant to this paragraph (A) namely two persons as a result of resolutions passed by the Scottish Committee and two persons as a result of resolutions passed by the Northern Ireland Committee.

(B) Where the Scottish Committee has resolved, in accordance with paragraphs (A), (C) and (E) of Article 64, to appoint as the Chairman of the Scottish Committee a person who is not already a member of the Scottish Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (B) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Scottish Committee), the name of such person shall be entered by the Secretary in the register of members of the Council. Provided always that no person may become a member of the Council pursuant to

this paragraph (B) at any time when there is already another person holding the office of Chairman of the Scottish Committee, and there shall not at any time be more than one person holding membership of the Council pursuant to this paragraph (B).

(C) Where the Northern Ireland Committee has resolved, in accordance with paragraphs (A), (B) and (D) of Article 81, to appoint a person as the Chairman of the Northern Ireland Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (C), (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Northern Ireland Committee), the name of such person shall be entered by the Secretary in the register of members of the Council. Provided always that no person may become a member of the Council pursuant to this paragraph (C) at any time when there is already another person holding the office of Chairman of the Northern Ireland Committee, and there shall not at any one time be more than one person holding membership of the Council pursuant to this paragraph (C).

12. As from and after the Effective Day no person shall be capable of becoming a member of the Council other than pursuant to and in accordance with the provisions of Article 8, 8A, 9, 10 and 11.

13. Notwithstanding anything in these Articles contained no body corporate shall be able or eligible to become a member of the Council and no person shall be entitled or able to become a member of the Council jointly with any other person or persons.

14. Membership of the Council shall not be in any way either transferable or transmissible.

CESSATION OF MEMBERSHIP

15. (A) Any Nominating Body (or two joint Nominating Bodies) shall be entitled at any time and from time to time, subject as hereinafter provided to remove from membership of the Council any person for the time being holding membership thereof pursuant to a nomination made in that behalf by that Nominating Body (or those two joint Nominating Bodies). Every such removal as aforesaid shall be effected by delivering at the Office a Form of Removal, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies). Every such Form of Removal shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of National House-Building Council.

I/We (name of the Nominating Body or names of the two joint Nominating Bodies) hereby remove (full name and address of member intended to be removed) from membership of National House-Building Council, pursuant to the powers in that behalf conferred upon me/us by Article 15(A) of its Articles of Association.

Signed .....

Dated this day of 19 ."

Provided always that if and for so long as any person, for the time being holding membership of the Council pursuant to a nomination in that behalf made under Article 8 (B) by any Nominating Body (or two joint Nominating Bodies), is the Chairman of the Scottish Committee, that person may not be removed from his said membership by such Nominating Body (or two joint Nominating Bodies) under this paragraph (A).

(B) Forthwith upon the delivery at the Office of a Form of Removal which complies with the provisions of paragraph (A) of this Article, the Secretary shall remove the name of the member therein named from the register of members of the Council.

16. (A) A person who is for the time being a member of the Council shall ipso facto cease to be such a member:-

(i) if he dies, or is adjudicated, bankrupt, or becomes of unsound mind;

(ii) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his membership;

(iii) if, being a person holding membership pursuant to Article 9, the Council in General Meeting in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(iv) if, being a person holding membership pursuant to Article 10, the Executive Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(v) if, being a person holding membership pursuant to a nomination in that behalf made under Article 8 (A) by any of the Nominating Bodies referred to in paragraphs (A), (B) and (G) of Article 38, that person ceases for any reason to be a member of the Executive Committee;

(vi) if, being a person holding membership either pursuant to any nomination in that behalf made under Article 8 (B), or pursuant to paragraph (A) of Article 11 (and to a resolution of the Scottish Committee), or pursuant to paragraph (B) of Article 11 that person ceases for any reason to be a member of the Scottish Committee;

(vii) if, being a person holding membership pursuant to paragraph (A) of Article 11 and to a resolution of the Scottish Committee (who is not for the time being the Chairman of the Scottish Committee), the Scottish Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(viii) if, being a person holding a membership either pursuant to any nomination in that behalf made under Article 8 (C), or pursuant to paragraph (A) or Article 11 (and to a resolution of the Northern Ireland Committee), or pursuant to paragraph (C) of Article 11, that person ceases for any reason to be a member of the Northern Ireland Committee;

(xi) if, being a person holding membership pursuant to paragraph (A) of Article 11 and to a resolution of the Northern Ireland Committee, the Northern Ireland Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(x) if, being the Chief Executive, he ceases for any reason to be the Chief Executive.

(B) Any person who is for the time being a member of the Council pursuant to a nomination made in that behalf by the Housing Minister under Article 8 (A) shall ipso facto cease to be such a member upon the expiration of three calendar years from his last having become a member in accordance with Article 8 (F).

(C) The Secretary shall forthwith remove from the register of members of the Council the name of any person who ceased to be a member of the Council pursuant to any of the provisions of paragraphs (A) and (B) of this Article.

GENERAL MEETINGS

17. The Council shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceeding Annual General Meeting.

18. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

19. The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

20. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors, the Ministers) as are under these Articles or under the Act entitled to receive such notices from the Council; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of General Meetings other than Annual General Meetings, a General Meeting may be convened by such notices as those members may think fit.

21. The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceedings had, at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS AND VOTES OF MEMBERS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and a balance sheet, and the reports of the Executive Committee and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

23. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided eight members personally present and entitled to vote shall be a quorum.

24. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of 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 at such other place as the Executive Committee may determine, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the members present (provided not less than four of them are entitled to vote thereat) shall be a quorum.

25. Every member of the Council, whether or not he is entitled to vote thereat, shall be entitled to attend and (save as otherwise expressly provided by these Articles) generally take part in the proceedings at every General Meeting.

26. The Chairman shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members of the Council present shall choose some member of the Executive Committee to preside as chairman of the Meeting, or if no such member be present, or if all the members of the Executive Committee present decline to take the chair, the members of the Council present shall choose one of their number (being a person entitled to vote thereat) to preside as chairman of the Meeting.

27. The chairman of any General Meeting at which a quorum is present may, with the consent of such Meeting (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 business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting, and to the same persons. Save as aforesaid, no person shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

28. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the Meeting, or by at least three members present and entitled to vote at the Meeting, or by a number of members present and representing one-tenth of the total voting rights of all the members having the right to vote at the Meeting, and unless a poll be so demanded a declaration by the chairman of the Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Council shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

29. Subject to the provisions of Article 30 if a poll be demanded in manner aforesaid, it shall be taken at the General Meeting in such manner as the Chairman of the General Meeting shall direct.

30. No poll shall be demanded on the election of a chairman of any General Meeting, or on any question of adjournment of any General Meeting.

31. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a second or casting vote.

32. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.

33.(A) Save as provided by paragraphs (B) and (C) of this Article, no person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (B), or who for the time being holds membership of the Council pursuant to Article 11 (A) (and to a resolution of the Scottish Committee), and who (in either such case) is not for the time being the Chairman of the Scottish Committee, shall be entitled to vote at any General Meeting.

(B) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meeting by paragraph (A) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that there shall not at any one time be more than three members who are entitled to vote at General Meetings pursuant to this paragraph (B).

(C) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (A) of this Article (and who is not for the time being himself entitled to vote at General Meetings pursuant to paragraph (B) of this Article), the entitlement from thenceforth to vote at any and every General Meeting at which some member (who shall be specified in such resolution) for the time being entitled to vote at General Meetings pursuant to paragraph (B) of this Article is

not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that:-

(i) there shall not at any time be more than one member entitled to vote pursuant to this paragraph (C) as an alternate for the same member entitled to vote at General Meetings pursuant to paragraph (B) of this Article;

(ii) no member may at any time be entitled to vote pursuant to this paragraph (C) as an alternate for more than one member entitled to vote at General Meetings pursuant to paragraph (B) of this Article; and

(iii) the entitlement of a member to vote pursuant to this paragraph (C) as an alternate shall ipso facto be revoked if such member should himself become entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee, or if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee.

(D) Save as provided by paragraphs (E) and (F) of this Article, no person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (C), or who for the time being holds membership of the Council pursuant to Article 11 (A) (and to a resolution of the Northern Ireland Committee), shall be entitled to vote at any General Meeting.

(E) The Nothern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that there shall not at any one time be more than one member who is entitled to vote at General Meetings pursuant to this paragraph (E).

(F) The Northern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at any and every General Meeting at which the member if any (which member if any shall be specified in such resolution) for the time being entitled to vote at General Meeting pursuant to paragraph (E) of this Article is not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that:-

(i) there shall not at any time be more than one member entitled to vote as an alternate pursuant to this paragraph (F); and

(ii) the entitlement of a member to vote pursuant to this paragraph (F) as an alternate shall ipso facto be revoked if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (E) of this Article.

34. Every person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (A), or pursuant to Article 9 or 10, or who is for the time being the Chairman of the Scottish Committee, or who is for the time being the Chairman of the Northern Ireland Committee, shall be entitled to vote at all General Meetings.

35. Subject as provided by Article 31, and by sub-paragraphs (iii), (iv) and (v) of Article 39 (B), on any question or resolution arising at any General Meeting every member of the Council present at that General Meeting who is entitled to vote at such General Meeting shall, whether on a show of hands or on a poll, have one vote.

36. No member shall be allowed or entitled to attend or vote at any General Meeting by proxy.

THE EXECUTIVE COMMITTEE

37. Every member (or alternate member) of any Executive Committee as at the Effective Day, who became such a member (or alternate member) pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member (or alternate member) pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member (or alternate member) from and after the Effective Day, subject to these Articles.

38. As from and after the Effective Day the Executive Committee shall consist of:-

(A) Every person who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of The Council of Mortgage Lenders.

(B) Every person who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of the Housing Minister.

shall (whether on a show of hands or on a poll) be entitled to cast up to two votes (but shall not be able to case more than one vote in favour of any one of the persons eligible for that category), and the two eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that two persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is or are elected;

(iv) on any election of the category of members of the Executive Committee referred to in paragraph (E) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast up to five votes (but shall not be able to cast more than one vote in favour of any one of the persons eligible for that category), and the five eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that five persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is or are elected;

(v) on any election of any such category of member of the Executive Committee as is referred to in paragraphs (C), (F) and (H) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such

Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast one vote, and the eligible person receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) the chairman of the Annual General Meeting shall have a second or casting vote;

(vi) save as provided by sub-paragraphs (iii), (iv) and (v) hereof all the provisions of these Articles relative to proceedings at General Meetings of the Council and to votes of members thereat shall apply in respect of any election of any of the categories of the members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H);

(vii) if the number of persons eligible for any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) shall not exceed the number of the vacancy or vacancies to be filled in that category, then unless the Annual General Meeting otherwise resolves the person or persons so eligible shall not be deemed to be elected and instead such vacancy or vacancies shall be filled by the Executive Committee in accordance with paragraph (C) of this Article.

(C) In the event of there being at any time any vacancy or vacancies in any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) by virtue of the operation of paragraph (B) (vii) of this Article, or of any such vacancy or vacancies at any time existing or occurring due to any other reason whatsoever the Executive Committee shall, as soon as practicable after the same shall have first occurred, appoint to fill the same some person or persons eligible for that category but so that if and for so long as the number

of persons so eligible does not exceed the number of such vacancy or vacancies the Executive Committee may in its absolute discretion determine not to fill the same pursuant to this paragraph (C).

(D) Every person elected or appointed as a member of the Executive Committee pursuant to paragraph (B) or (C) of this Article shall, subject only to Article 48, thereafter continue to be such a member until he shall retire from his office as such in accordance with paragraph (A) of this Article.

40.(A) The Executive Committee may from time to time co-opt any person who is for the time being a member of the Council pursuant to Article 10 for such term of office not exceeding three calendar years, as, subject to Article 48, the Executive Committee shall in its absolute discretion determine at the time of co-option.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

41.(A) Each of the Nominating Bodies respectively referred to in paragraphs (C), (D) and (F) of Article 38 shall be entitled at any time and from time to time, by delivering at the Office a notice in writing to that effect signed by its duly authorised officer or representative, (such notice to be in any form from time to time prescribed or permitted by the Executive Committee), to appoint any person, who is for the time being a person holding membership of the Council pursuant to the nomination under Article 8 (A) of that particular Nominating Body, to be an alternate member of the Executive Committee to any person who is for the time being a member of the Executive Committee pursuant to such of the said paragraphs of Article 38 as refers to that particular Nominating Body, and may at any time and from time to time, by delivering at the Office a notice in writing to that effect signed as aforesaid, (and being in any such form as aforesaid) remove from office any person so appointed, but so that there shall not at any one time be more than one person holding office as an alternate member of the Executive Committee under this paragraph (A) pursuant to the appointment of the same Nominating Body.

(B) The appointment of any alternate member of the Executive Committee effected pursuant to paragraph (A) of this Article shall ipso facto determine on the happening (in relation to such alternate members) of any of the events referred to in paragraphs (A) to (D) (both inclusive) of Article 48, and his appointment shall also determine ipso facto if the person to whom he has been appointed an alternate ceases either as a result of retirement under Article 39 (A) or for any other reason whatsoever to be a member of the Executive Committee.

(C) An alternate member of the Executive Committee appointed pursuant to paragraph (A) of this Article shall be entitled to attend and to vote, and to be counted towards the quorum required by or pursuant to Article 55, as a member of the Executive Committee, at any meeting of the Executive Committee at which the person to whom he has been appointed an alternate is not personally present, and generally at any such meeting as aforesaid to perform all the functions of such person as a member of the Executive Committee.

41A. No member of the Executive Committee of the Council (other than the Chief Executive) shall be appointed to any office for reward of the Council.

THE CHAIRMAN

42. The Chairman shall be such of the persons, for the time being holding membership of the Council pursuant to the nomination under Article 8 (A) of the Housing Minister, as the Housing Minister shall at any time and from time to time in his absolute discretion appoint, and subject as aforesaid the Housing Minister shall have the like discretion at any time and from time to time to remove any such person from the office of Chairman. Any such appointment or removal as aforesaid shall be effected by delivering at the Office a notice in writing to that effect signed by, or by a duly authorised officer or representative of the Housing Minister; and shall take effect forthwith upon such delivery as aforesaid.

43. The office of the Chairman shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Executive Committee.

44. The Chairman as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed the Chairman under Article 42 at the date when he in fact became the Chairman; and he shall continue in office as the Chairman from and after the Effective Day, subject to Articles 42 and 43.

HONORARY PRESIDENT AND VICE-PRESIDENTS OF THE ASSOCIATION

45.(a) The Council in General Meeting may at any time and from time to time elect any person, whether or not he is a member of the Council or of the Executive Committee, to be an Honorary President or an Honorary Vice-President of the Council, for such period of office as the Council in General Meeting may from time to time in its absolute discretion determine.

(b) At any one time there shall not be more than one person holding office as Honorary President of the Council or more than six persons under the age of 75 holding office as Honorary Vice-Presidents of the Council.

(c) No person shall be capable of being appointed an Honorary Vice-President of the Council if at the time of his appointment he has attained the age of seventy-five.

(d) An Honorary Vice-President of the Council appointed after the Effective Day shall vacate his office upon attaining the age of seventy-five.

(e) The Council in General Meeting may at any time and for any reason remove the Honorary President or any Honorary Vice-President before the expiration of his period of office.

46. The Honorary President and any Honorary Vice-President whether or not (in either case) he is a member of the Council or of the Executive Committee, shall be entitled to attend and to speak at any General Meeting of the Council and at any meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, but shall not by virtue of holding the office of Honorary President or Honorary Vice-President (as the case may be) be entitled to vote at any such General Meeting or meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

47. The offices of the Honorary President and of an Honorary Vice-President shall not confer or impose upon the respective holders of such offices any powers, discretions or duties in relation to the affairs of the Council, and no holder of either such office shall, by virtue of holding the same, for any of the purposes of these Articles or of the Act be or be deemed to be a member of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

48. The office of a member of the Executive Committee shall ipso facto be vacated:-

(A) if for any reason he ceases to be a member of the Council;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his said office;

(C) if he becomes prohibited from being a director of a Company by reason of any order made under Section 188 of the Act;

(D) if he is removed from his said office by a resolution duly passed pursuant to Section 184 of the Act;

(E) if, being a member of the Executive Committee pursuant to Article 38 (B), he ceases for any reason to be a member of the Finance Committee.

49. None of the provisions of Section 185 of the Act, or of any statutory re-enactment, modification, or extension thereof for the time being in force, shall apply to the Council or to any member or prospective member of the Executive Committee.

POWERS OF THE EXECUTIVE COMMITTEE

50. The business of the Council shall be managed by the Executive Committee, which, in addition to exercising the powers and authorities expressly conferred upon the Executive Committee by these Articles, may exercise all such powers and discretions of the Council, and do all such acts and things, as may be exercised and done by the Council, and as are not by these Articles or by statute directed or required to be exercised or done by the Council in General Meeting, and as are not by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, but subject nevertheless to the provisions of the Act, of the Companies Act, 1967, and of these Articles.

51. Without prejudice to the generality of the powers conferred upon the Executive Committee by Article 50, but subject always to Article 104, the Executive Committee shall be responsible on behalf of the Council for the maintenance of the English Register, and for the exercise of all powers which are vested in the Council in relation to the English Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council, or which, being in any way incidental to the maintenance of the English Register or to any of the powers aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Executive Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Scottish Committee, by the Northern Ireland Committee, or by the Finance Committee.

52. Subject to the provisions of Article 55, the members for the time being of the Executive Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Executive Committee.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

53. Any member of the Executive Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Executive Committee.

54. Not less than two clear days' notice in writing of every meeting of the Executive Committee shall be given to all members and alternate members of the Executive Committee, other than to members and alternate members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Housing Minister. In respect of every notice required to be given to the Housing Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136, shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

55. The quorum necessary for the transaction of the business of the Executive Committee shall be any five members thereof, or such other number of members thereof as the Executive Committee may from time to time prescribe. Any meeting of the Executive Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Executive Committee.

56. Questions arising at any meeting of the Executive Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

57. At every meeting of the Executive Committee the Chairman shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if the Chairman is not present, the members of the Executive Committee present at such meeting shall elect one of their number to be chairman of such meeting.

58. Subject to the provisions of these Articles, the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

59. All acts bona fide done by any meeting of the Executive Committee, or by any person acting as a member (or alternate member) of the Executive Committee, shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member (or as the case may be alternate member) of the Executive Committee.

60. The Executive Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all General Meetings of the Council and all meetings of the Executive Committee or of any sub-committee thereof, and any minutes of any such General Meeting or meeting, if purported to be signed, by the Chairman thereof, or by the chairman of the next succeeding such General Meeting or (as the case may be) meeting, shall be sufficient evidence without any further proof of the facts therein stated.

61. A resolution in writing signed by all the members (including alternate members) of the Executive Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and constituted.

THE SCOTTISH COMMITTEE

62.(A) As from and after the Effective Day there shall continue to be a standing Committee of the Council known as the Scottish Committee.

(B) Every member of the Scottish Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

63. The Scottish Committee shall consist of:-

(A) Every person who is for the time being a member of the Council pursuant to any nomination effected by any Nominating Body (or by any two Joint Nominating Bodies) in accordance with Article 8 (B).

(B) Every person who is for the time being a member of the Council pursuant to a resolution of the Scottish Committee under Article 11 (A).

(C) The person (if any) who is for the time being both a member of the Council pursuant to Article 11 (B) and the Chairman of the Scottish Committee by virtue of paragraph (C) of Article 64.

THE CHAIRMAN OF THE SCOTTISH COMMITTEE

64.(A) The Scottish Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is already a member of the Scottish Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is not already a member of the Scottish Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Council in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Scottish Committee of any person whose appointment to that office is resolved upon in accordance with paragraph (A) of this Article (which said period shall commence when such appointment takes effect) shall, subject to paragraph (E) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Scottish Committee may from time to time and at any time during the currency of such period

of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Scottish Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Scottish Minister, such approval to be in any form for the time being prescribed or permitted by the Scottish Committee.

(F) The Chairman of the Scottish Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day, subject to the provisions of this Article and of Article 65.

65. The office of the Chairman of the Scottish Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Scottish Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE SCOTTISH COMMITTEE

66. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Scottish Committee as if every reference therein to the Executive Committee were a reference to the Scottish Committee.

67. The office of a member of the Scottish Committee shall ipso facto be vacated, if, holding the office of Chairman of the Scottish Committee pursuant to an appointment effected in accordance with Articles 11 (B) and 64 (C), his period of office (or extended period of office) as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE SCOTTISH COMMITTEE

68. The Scottish Committee, in addition to exercising the other powers and authorities expressly conferred upon the Scottish Committee by these Articles, shall, notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the Council for the maintenance of the Scottish Register, and for the exercise of all powers which are vested in the Council in relation to the Scottish Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council, or which, being in any way incidental to the maintenance of the Scottish Register, or to any of the powers aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Scottish Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Northern Ireland Committee, or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Council or any powers or discretion required by the Act or by any rule of law to be exercised by the Executive Committe.

69. Subject to the provisions of Article 72 the members for the time being of the Scottish Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Scottish Committee.

PROCEEDINGS OF THE SCOTTISH COMMITTEE

70. Any member of the Scottish Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Scottish Committee.

71. Not less than two clear days' notice in writing of every meeting of the Scottish Committee shall be given to all members of the Scottish Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Scottish Minister. In respect of every notice required to be given to the Scottish Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

72. The quorum necessary for the transaction of the business of the Scottish Committee shall be any five members thereof. or such other number of members as the Scottish Committee may from time to time prescribe. Any meeting of the Scottish Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Scottish Committee.

73. Subject as provided by proviso (i) to Article 11 (A), questions arising at any meeting of the Scottish Committee shall be determined by a majority of votes; and, subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

74. At every meeting of the Scottish Committee the Chairman of the Scottish Committee shall be the chairman thereof, but if at any such meeting there be no Chairman of the Scottish Committee, or if he is not present, the members of the Scottish Committee present at such meeting shall elect one of their number to be chairman of such meeting.

75. Subject to the provisions of these Articles, the Scottish Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

76. All acts bona fide done by any meeting of the Scottish Committee, or by any person acting as a member of the Scottish Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Scottish Committee.

77. The Scottish Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Scottish Committee or of any sub-committees thereof, and any minutes of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

78. A resolution in writing signed by all the members of the Scottish Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Scottish Committee duly convened and constituted. Provided that this Article shall not apply in respect of any such resolution of the Scottish Committee as is referred to in Article 11 (A).

THE NORTHERN IRELAND COMMITTEE

79.(A) As from the Effective Day there shall continue to be a standing Committee of the Council known as the Northern Ireland Committee.

(B) Every member of the Northern Ireland Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles, and shall continue as such a member from and after the Effective Day, subject to these Articles.

80. The Northern Ireland Committee shall consist of:-

(A) Every person who is for the time being a member of the Council pursuant to any nomination effected by any Nominated Body under Article 8 (C).

(B) Every person who is for the time being a member of the Council pursuant to a resolution of the Northern Ireland Committee under Article 11 (A).

(C) The person (if any) who is for the time being both a member of the Council pursuant to Article 11 (C) and the Chairman of the Northern Ireland Committee by virtue of Article 81.

THE CHAIRMAN OF THE NORTHERN IRELAND COMMITTEE

81.(A) The Northern Ireland Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is already a member of the Northern Ireland Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is not already a member of the Northern Ireland Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Council in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Northern Ireland Committee of any person whose appointment to that office is so resolved upon (which said period shall commence when such appointment takes effect) shall, subject to paragraph (D) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Northern Ireland Committee may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Northern Ireland Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Northern Ireland Minister, such approval to be in any form for the time being prescribed or permitted by the Northern Ireland Committee.

82. The office of the Chairman of the Northern Ireland Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE NORTHERN IRELAND COMMITTEE

83. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Northern Ireland Committee as if every reference therein to the Executive Committee were a reference to the Northern Ireland Committee.

84. The office of a member of the Northern Ireland Committee shall ipso facto be vacated, if, holding the office of Chairman of the Northern Ireland Committee pursuant to an appointment effected in accordance with Articles 11 (C) and 81, his period of office (or extended period of office), as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE NORTHERN IRELAND COMMITTEE

85. The Northern Ireland Committee, in addition to exercising the other powers and authorities expressly conferred upon the Northern Ireland Committee by these Articles, shall notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the Council for the maintenance of the Northern Ireland Register, and for the exercise of all powers which are vested in the Council in relation to the Northern Ireland Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council or which, being in any way incidental to the maintenance of the Northern Ireland Register, or to any of the powers

aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Northern Ireland Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Scottish Committee or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Council or any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

86. Subject to the provisions of Article 89 the members for the time being of the Northern Ireland Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Northern Ireland Committee.

PROCEEDINGS OF THE NORTHERN IRELAND COMMITTEE

87. Any member of the Northern Ireland Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Northern Ireland Committee.

88. Not less than two clear days' notice in writing of every meeting of the Northern Ireland Committee shall be given to all members of the Northern Ireland Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Northern Ireland Minister. In respect of every notice required to be given to the Northern Ireland Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

89. The quorum necessary for the transaction of the business of the Northern Ireland Committee shall be any three members thereof, or such other number of members as the Northern Ireland Committee may from time to time prescribe. Any meeting of the Northern Ireland Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Northern Ireland Committee.

90. Subject as provided by proviso (i) to Article 11 (A), questions arising at any meeting of the Northern Ireland Committee shall be determined by a majority of votes; and subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

91. At every meeting of the Northern Ireland Committee the Chairman of the Northern Ireland Committee shall be the chairman thereof, but if at any such meeting there be no Chairman of the Northern Ireland Committee, or if he is not present, the members of the Northern Ireland Committee present at such meeting shall elect one of their number to be chairman of such meeting.

92. Subject to the provisions of these Articles, the Northern Ireland Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

93. All acts bona fide done by any meeting of the Northern Ireland Committee, or by any person acting as a member of the Northern Ireland Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Northern Ireland Committee.

94. The Northern Ireland Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Northern Ireland Committee or of any sub-committee thereof, and any minutes of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

95. A resolution in writing signed by all the members of the Northern Ireland Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Northern Ireland Committee duly convened and constituted. Provided that this Article shall not apply in respect of any such resolution of the Northern Ireland Committee as is referred to in Article 11 (A).

THE FINANCE COMMITTEE

96. As from and after the Effective Day there shall continue to be a standing Committee of the Council known as the Finance Committee.

97. Every member of the Finance Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

98. The Finance Committee shall consist of:-

(A) Every person who is for the time being a member of the Association pursuant to the nomination under Article 8 (A), of the Housing Minister, and who is also therefore a member of the Executive Committee by virtue of Article 38 (B).

(B) Not more than two of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (A).

(C) Not more than three of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (E).

(D) Not more than one person who is for the time being a member of the Scottish Committee and who is co-opted by the Finance Committee in accordance with Article 100.

(E) Not more than one person who is for the time being a member of the Northern Ireland Committee and who is co-opted by the Finance Committee in accordance with Article 100.

(F) The Chief Executive.

99. The Executive Committee shall from time to time and in its absolute discretion choose the members of the Finance Committee referred to in paragraphs (B) and (C) of Article 98, and may at any time in the like discretion terminate the tenure of office of any such member.

100. (A) The Finance Committee may from time to time co-opt any person who is for the time being a member of the Scottish Committee and any person who is for the time being a member of the Northern Ireland Committee for such term of office, not exceeding three years as, subject to Article 102, the Finance Committee shall in its absolute discretion determine at the time of co-option. Provided that no person shall be so co-opted unless he has previously been recommended for such co-option by a resolution of the Scottish Committee or (as the case may be) of the Northern Ireland Committee.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

THE CHAIRMAN OF THE FINANCE COMMITTEE

101. The Finance Committee may from time to time choose any of its members for the time being (not being any such member as is referred to in paragraphs (D) and (E) of Article 98) to be its Chairman, and subject always to Articles 102 and 103, may determine the terms of his office as such Chairman.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE FINANCE COMMITTEE

102. The office of a member of the Finance Committee shall ipso facto be vacated:-

(A) if, holding his said office pursuant to paragraph (A), (B) or (C) of Article 98, he shall for any reason cease to be a member of the Executive Committee;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning such office;

(C) if holding his said office pursuant to paragraph (D) of Article 98:-

(i) his period of co-option (as determined in accordance with Article 100 (A) shall expire; or

(ii) the Scottish Committee shall resolve that he should cease to be a member of the Finance Committee; or

(iii) he shall for any reason cease to be a member of the Scottish Committee;

(D) if, holding his said office pursuant to paragraph (E) of Article 98:-

(i) his period of co-option (as determined in accordance with Article 100 (A) shall expire; or

(ii) the Northern Ireland Committee shall resolve that he should cease to be a member of the Finance Committee; or

(iii) he shall for any reason cease to be a member of the Northern Ireland Committee;

(E) if holding his said office pursuant to paragraph (F) of Article 98, he ceases for any reason to be Chief Executive.

103. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Finance Committee as if every reference therein to the Executive Committee were a reference to the Finance Committee.

POWERS OF THE FINANCE COMMITTEE

104. Without prejudice to the other powers and discretions expressly conferred upon the Finance Committee by these Articles, the following powers and discretions shall, notwithstanding anything in Articles 50, 51, 68 and 85 contained, but subject as hereinafter provided, be exercised by the Finance Committee:-

(A) all powers and discretions of the Council to borrow and raise money, and to acquire and dispose of property;

(B) all the powers and discretions vested in the Council by paragraph (11) of Clause 3 (B) of its Memorandum of Association;

(C) all powers and discretions of the Council relating to the engagement, dismissal and terms of employment of its staff and employees;

(D) all powers and discretions of the Council regarding the investment of its funds; and

(E) all other powers and discretions of the Council which directly affect the finances of the Council.

PROVIDED ALWAYS that:-

(i) Nothing in this Article contained shall apply to any of the powers and discretions expressly conferred upon the Executive Committee by Articles 129 to 131 (both inclusive), or to any of the powers and discretions of the Executive Committee which in any way

relate to General Meetings of the Council, or to any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

(ii) Subject to proviso (i) to this Article, in the event of any doubt or dispute arising at any time howsoever as to the nature or extent of the powers and discretions exercisable by the Finance Committee under this Article, such doubt or dispute shall be determined upon and resolved by the Chairman, whose decision in that behalf shall be binding and conclusive for all purposes.

105. The Finance Committee may at any time and from time to time authorise the repayment by the Council, to any member of the Executive Committee (including any alternate member thereof appointed under Article 41), or of the Scottish Committee, or of the Northern Ireland Committee, or of the Finance Committee, or of any sub-committee of the Executive Committee, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, of all or any out-of-pocket expenses incurred by him in consequence of his attendance at any General Meeting of the Council or at any meeting of any such Committee or sub-committee as aforesaid, or otherwise howsoever in the performance of his duties in connection with the affairs of the Council, and he shall in such event be repaid out of the funds of the Council all of the out-of-pocket expenses the repayment of which is so authorised.

106. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts of monies paid to the Council shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Finance Committee shall from time to time determine.

107. Subject to the provisions of Article 110 the members for the time being of the Finance Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Finance Committee.

PROCEEDINGS OF THE FINANCE COMMITTEE

108. Any member of the Finance Committee (not being a member for the time being holding membership thereof pursuant to paragraph (D) or paragraph (E) of Article 98) may at any time, and on the request of any member of the Finance Committee (not being such a member as aforesaid) the Secretary forthwith shall, summon a meeting of the Finance Committee.

109.(A) No member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall be entitled to receive notice of or attend at any meeting of the Finance Committee unless, not less than four clear days prior to the date of the meeting in question, the Chairman of the Finance Committee shall have certified in writing to the Secretary that in the opinion of such Chairman (which opinion shall be final and conclusive) there will or may arise at that meeting a question which is directly relevant to the exercise by the Scottish Committee of some one or more of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of some one or more of the powers vested in the Northern Ireland Committee by Article 85.

(B) Subject to paragraph (A) of this Article, not less than two clear days' notice in writing of every meeting of the Finance Committee shall be given to all members of the Finance Committee, other than to members thereof who are for the time being absent from the United Kingdom; in respect of every notice required to be given pursuant to this paragraph (B) all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

110. The quorum necessary for the transaction of the business of the Finance Committee shall be any two members thereof, but excluding for this purpose any person for the time being holding membership of the Finance Committee pursuant to paragraph (D) or paragraph (E) of Article 98. Any meeting of the Finance Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Finance Committee.

111. Any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall not be entitled to vote on any question arising at any meeting of the Finance Committee, unless in the opinion of the chairman of that meeting (which opinion shall be final and conclusive) that question is directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of any of the powers vested in the Northern Ireland Committee by Article 85. Save as aforesaid (and subject as provided by Article 112) in any question arising at any meeting of the Finance Committee every member thereof (present at such meeting) shall have one vote.

112. All questions arising at any meeting of the Finance Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

113. At every meeting of the Finance Committee the Chairman for the time being of the Finance Committee (holding office as such in accordance with Article 101) shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if such Chairman is not present, the members of the Finance Committee present at such meeting shall elect one of their number (not being a member for the time being holding membership of the Finance Committee pursuant to paragraph (D) or paragraph (E) of Article 98) to be chairman of such meeting.

114. Subject to the provisions of these Articles, the Finance Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

115. All the provisions of Articles 76 and 77 shall apply mutatis mutandis to the Finance Committee as if every reference therein to the Scottish Committee were a reference to the Finance Committee.

116. A resolution in writing signed by all the members of the Finance Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effective as if it had been duly passed at a meeting of the Finance Committee duly convened and constituted. Provided that the signing of any resolution in writing by any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall not be necessary for such resolution to be valid under this Article if (but only if) the Chairman of the Finance Committee shall certify in writing that in his opinion (which shall be final and conclusive) such resolution is not directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of any of the powers vested in the Northern Ireland Committee by Article 85.

SUB-COMMITTEES AND DELEGATION OF POWERS

117.(A) The Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee respectively shall have power at any time and from time to time to constitute such sub-committees of each such Committee respectively, consisting of such member or members of the Council (none of whom need necessarily be a member of the respective or any other such Committee), as such Committee may think fit; to dissolve any sub-committee so constituted; to delegate to any such sub-committee all or any of the powers and discretions for the time being

vested in that Committee by or pursuant to these Articles (other than powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11 (A)); to reconstitute any such sub-committee; and to revoke any such delegation as aforesaid.

(B) Every such sub-committee constituted as aforesaid by the Executive Committee, the Scottish Committee, the Northern Ireland Committe or the Finance Committee shall, in the exercise of any powers and discretions delegated to it by the same Committee, conform to any regulations and conditions which may from time to time be imposed upon it by that Committee. Subject as otherwise provided by any such regulations and conditions for the time being in force:-

(i) any such sub-committee (being a sub-committee consisting of more than one member of the Council) may elect a chairman of its meetings, and if at any meeting of that sub-committee the chairman so elected is not present, the members of the sub-committee present may choose one of their number to be chairman of that meeting; and

(ii) with regard to the meetings of and otherwise with regard to the proceedings of any such sub-committee, all the provisions of Articles 53, 56, 58 and 76 shall apply mutatis mutandis as though every reference in those Articles to the Executive Committee or to the Scottish Committee were a reference to such sub-committee.

(C) Notwithstanding anything in this Article (or in Article 118) contained, any person who is for the time being a member of any sub-committee constituted pursuant to this Article, and who ceases for any reason to be a member of the Council, shall forthwith upon such cessation cease to be a member of that sub-committee.

118. Each of them the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee shall have power at any time and from time to time to delegate to any other of such Committees, or to any sub-committees (constituted pursuant to Article 117) of any other such Committee, all or any of the powers vested in such first-mentioned Committee by these Articles (other than any powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11 (A), and to revoke any such delegation as aforesaid. Every Committee or sub-committee to which any powers and discretions have been delegated under this Article shall, in the exercise of such powers and discretions, conform to any regulations and conditions which may from time to time be imposed upon it by the Committee effecting such delegation.

THE SEAL

119. Unless otherwise resolved by the Finance Committee, two members of the Finance Committee and the Secretary shall sign every instrument to which the Seal is affixed.

THE CHIEF EXECUTIVE

120.(A) The senior executive officer of the Council shall be known as the Chief Executive.

(B) Save as otherwise expressly provided by or pursuant to these Articles, the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee, and any sub-committee of any such Committee, may entrust to the Chief Executive any of the powers and discretions for the time being vested in or delegated to such respective Committee or (as the case may be) such sub-committee upon such terms and conditions and subject to such restrictions as such Committee or (as the case may be) such sub-committee may think fit.

(C) The Chief Executive shall be such person as shall from time to time be appointed in that behalf by, and his appointment shall be decided by, the Finance Committee, which may at any time revoke any such appointment but without prejudice to any rights of compensation which the appointee may have in respect of such revocation under any agreement between himself and the Council.

(D) The person holding the office of Chief Executive as at the Effective Day shall be deemed to have been appointed as the Chief Executive pursuant to paragraph (C) of this Article upon the terms regulating his appointment as such Chief Executive at the Effective Day.

121. The provisions of Sections 177 and 179 of the Act, relating to the Secretary, shall apply and be observed.

THE MINISTERS

122. The Housing Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Executive Committee in accordance with Articles 20, 54, 135 and 137), shall be given notice of all meetings of each sub-committee of the Executive Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Housing Minister.

123. The Scottish Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Scottish Committee in accordance with Articles 20, 71, 135 and 137), shall be given notice of all meetings of each sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Scottish Minister.

124. The Northern Ireland Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Northern Ireland Committee in accordance with Articles 20, 88, 135 and 137), shall be given notice of all meetings of each sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Northern Ireland Minister.

125. The Housing Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Executive Committee, and at any meeting of any sub-committee of the Executive Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

126. The Scottish Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Scottish Committee, and at any meeting of any sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

127. The Northern Ireland Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Northern Ireland Committee, and at any meeting of any sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117; and to be furnished

by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

ACCOUNTS

128. Without prejudice to any duties of the Executive Committee in that behalf under sub-sections (1) and (2) of Section 147 of the Act, the Finance Committee shall be responsible for ensuring that proper books of account are kept with respect to:-

(A) all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place;

(B) all sales and purchases of goods by the Council; and

(C) the assets and liabilities of the Council.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Council's affairs and to explain its transactions.

129. The books of account shall be kept at the Office, or, subject to sub-section (3) of Section 147 of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of members of the Executive Committee, of the Scottish Committee and of the Northern Ireland Committee. The books of account shall also during normal business hours be open to the inspection of members of the Council who are not members either of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, subject to such reasonable restrictions as the Finance Committee may in its discretion from time to time impose.

130. At the Annual General Meeting in every year the Executive Committee shall lay before the Council an income and expenditure account showing the receipts and expenditure of the Council for the period since the last preceding account, made up to a date not more than nine months before such Meeting.

131. A balance sheet shall be made out and laid before the Council at the Annual General Meeting in every year, made up to the same date as the income and expenditure account. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and of the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with the requirements of the Act and of the Companies Act 1967 and with any other statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting, subject nevertheless to the provision of Section 158 (1) (c) of the Act, be sent to all persons entitled to receive notice of General Meetings (including the Auditors and the Ministers) in the manner in which notices are hereinafter authorised to be served. The Auditor's report shall be open to inspection and shall be read before the Meeting as required by Section 14 (2) of the Companies Act 1967.

AUDIT

132. Once at least in every year the accounts of the Council shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

133. Auditors shall be appointed and their duties regulated in the manner provided by the relevant provisions of the Act and of the Companies Act 1967.

NOTICES

134. Any notice may be served by the Council upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, 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 Council for the giving of notices to him.

135. Any notice required by any of the provisions of these Articles to be given to any of the Ministers, may be served upon him either personally or by sending through the post in a prepaid letter, addressed to him at the address (if any) in the United Kingdom for the time being supplied by him to the Council for the giving of notices to him, or (in the event of there being no such address for the time being) at such address as the Council may in its discretion consider appropriate.

136. Any notice, if served by post, shall be deemed to have been served twenty-four hours after the letter containing the same shall have been posted; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put into the post-office or into any post box subject to the control of the Postmaster-General.

137. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(A) every member of the Council except those members who (having no registered address within the United Kingdom) have not supplied to the Council an address within the United Kingdom for the giving of notices to them; and

(B) the Auditors for the time being of the Council; and

(C) the Ministers.

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

INDEMNITY

138. Every member for the time being of the Council and/or of the Executive Committee and/or of the Scottish Committee and/or of the Northern Ireland Committee and/or of the Finance Committee, and/or any sub-committee of any such Committee as aforesaid, and every Auditor, Chief Executive, Secretary and other officer, agent or employee for the time being of the Council, shall be indemnified out of the assets of the Council against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.

WINDING UP AND DISSOLUTION

139. Clause 9 of the Memorandum of Association of the Council, relating to the winding up and dissolution of the Council, shall have effect and be observed as if the same were repeated in these Articles.

LICENCE BY THE BOARD OF TRADE

pursuant to Section 18 of the Companies Act 1929.

WHEREAS it has been proved by the Board of Trade that THE HOUSING IMPROVEMENT ASSOCIATION which is about to be registered under the Companies Act 1929, as an Association limited by guarantee is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of that Act and that it is the intention of the said Association that the income and property of that Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit to the Members of the said Association.

NOW THEREFORE the Board of Trade in pursuance of the powers in them vested and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seven Members thereof on the 12th day of November 1936 do by this their Licence direct THE HOUSING IMPROVEMENT ASSOCIATION to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade this 14th day of November 1936.

(sd.) E.H.S MARKER
Comptroller of the Companies Department authorised on that behalf by the President of the Board of Trade.

PRIVATE AND CONFIDENTIAL

NH90/507
Item 10

320784

NATIONAL HOUSE BUILDING COUNCIL

ANNUAL GENERAL MEETING OF THE COUNCIL

to be held on Tuesday 27th November 1990 at 11.00am at The Inn on the Park Hotel, Hyde Park, London, W1.

4. Amendment to Articles of Association

Our present Articles of Association which provide that the Council Chairman shall be appointed by the Housing Minister require amendment. In practical terms, it is considered that, for the time being until further amendments to the Articles of Association now being considered are submitted for approval, the Executive Committee should be the body which appoints the Council Chairman. In addition, two minor amendments are required in connection with the business of the Scottish and Northern Ireland Committees (see section 5 and 6 of the resolution below). The following resolution is submitted for the approval of the Council:

It is resolved that the Articles of Association be altered as follows:

1. Article 42 be deleted.

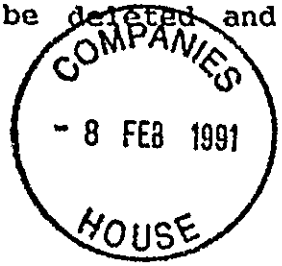
2. The following be substituted.

"42(i) The Chairman shall be the person so chosen by the Executive Committee from among those holding membership of the Council pursuant to Article 8, or who, if not such a member, is admitted to membership of the Council pursuant to Article 9 or Article 10."

"42(ii) The Executive Committee shall have the discretion at any time and from time to time to remove any such person from the office of Chairman."

"42(iii) The term of office of the Chairman shall be fixed by the Executive Committee for a term not exceeding three years always provided that the same person may be chosen by the Executive Committee to serve for further terms which, in the aggregate, shall not exceed six years."

3. Paragraph (B) of Article 38 be deleted and substitute:



"(B) The person who is for the time being the Chairman of the Council."

4. Paragraph (A) of Article 98 be deleted and substitute:

"(A) The person who is for the time being the Chairman of the Council."

5. Paragraph (B) of Article 8 be amended so as to delete in the list of nominating bodies the words "The Building Societies Association" and insert "The Council of Mortgage Lenders", and to add to that list the following additional nominating body: "Scottish Homes 1".

6. Paragraph (C) of Article 8 be amended so as to delete in the list of nominating bodies the words "The Building Societies Association" and insert "The Council of Mortgage Lenders".

No. [illegible]

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum

(As amended by Special Resolutions
passed respectively on the 28th day of July, 1968,
on the 6th day of September, 1973,
on the 7th day of December, 1981,
on the 31st day of November, 1986,
and on the 18th day of November, 1988)

AND

NEW

Articles of Association

(Adopted by Special Resolutions
passed respectively on the 6th day of September, 1973,
on the 7th day of December, 1981,
on the 12th day of December, 1984,
on the 22nd day of November, 1988,
on the 11th day of May, 1989,
on the 7th day of December, 1989
and on the 27th day of November, 1990)

OF

NATIONAL HOUSE-BUILDING
COUNCIL

COMPANIES
- 8 FEB 91
HOUSE

Incorporated the 17th day of November, 1936

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 320784

I hereby certify that

THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

NATIONAL HOUSE-BUILDING COUNCIL

Given under my hand at London the 8TH OCTOBER 1973

(N. TAYLOR)

Assistant Registrar of Companies

C.172

No. 320784

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS THE HOUSING IMPROVEMENT ASSOCIATION (the word "Limited" being omitted by Licence of the Board of Trade) was incorporated as a limited company under the Companies Act, 1929, on the 17th November, 1936.

AND WHEREAS by special resolution of the Company and with the approval of the Board of Trade it has changed its name

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of THE NATIONAL HOUSE-BUILDERS REGISTRATION COUNCIL.

GIVEN under my hand at London, this 9th August, 1967.

L. S. WHITFIELD

Assistant Registrar of Companies.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-OF-

NATIONAL HOUSE-BUILDING COUNCIL

(As amended by Special Resolutions passed respectively on the 25th day of July 1968 on the 6th day of September 1973, on the 7th day of December 1981, on the 21st day of November 1986, and on the 30th day of November 1988).

1. The name of the Company (hereinafter called "the Council") is "NATIONAL HOUSE-BUILDING COUNCIL".

2. The registered office of the Council will be situate in England.

3. (A) The object for which the Council is established is the improvement of the house building industry throughout the United Kingdom, the Channel Islands and the Isle of Man (including in such industry the building or alteration or extension of all forms of home accommodation) and the provision of ancillary services to the industry and to purchasers of new and existing homes.

(B) The Council shall have the following powers, all of which shall be ancillary to the object set forth in sub-clause (A) hereof and exercisable in the furtherance of such object but for no other purpose whatsoever, that is to say:-

(1) To establish and maintain in such manner as the Council may from time to time think fit, Registers containing the names of house-builders and developers who in the opinion of the Council observe and maintain sufficiently high standards of house-building.

(2) To make, and from time to time in the discretion of the Council to add to, amend and revoke, and to operate, enforce, observe and comply with, such conditions or rules as the Council may think fit for regulating the establishment and maintenance of the above-mentioned Registers and for prescribing the rights and obligations of house-builders and developers whose names are entered on such Registers, and the rights and obligations of the Council against and to such house-builders and developers and purchasers and lessees of houses built by such house-builders and developers, and for any other purposes in any way connected with or referable to such Registers, or with or to houses built by such house-builders and developers, as the Council may think desirable.

(3) To prescribe or otherwise provide for the manner in which and the terms upon which applications should or may be made by house-builders and developers for entry of their names on the above mentioned Registers, the manner in which such applications should or may be considered and determined upon by the Council, and the pre-requisites which should be or may be required to be satisfied before acceptance by the Council of such applications.

(4) To promote, enter into and carry on schemes under which the Council may or will accept responsibility, to purchasers and lessees of houses from house-builders and developers whose names are entered on the above-mentioned Registers, for defects in the houses so purchased or leased, or for loss or damage suffered otherwise howsoever by such purchasers and lessees in consequence of any defaults by such house-builders and developers.

(5) To promote, encourage and in any way finance research into and interest in matters affecting standards in the design of houses and in the workmanship and materials used in houses, and any technical, scientific or other problems associated therewith, and for such purposes as aforesaid, but without prejudice to the generality of the foregoing, to provide and assist in the provision of scholarships, fellowships, study groups, lectures and seminars.

(6) To conduct and hold, and to sponsor, encourage and assist in the conducting and holding of surveys, investigations and inquiries on a local or national scale of and into matters affecting the standards of design of houses and of the workmanship and materials employed in the building of houses and any technical, scientific or other problems associated therewith.

(7) To print, publish, issue, circulate, and sell or otherwise dispose of papers, periodicals, books, circulars and other literature, and generally to undertake programmes of publicity, with a view to promoting understanding of the work of the Council, or to providing information and guidance to house-builders and developers and others as to the nature of, and as to the desirability of adopting observing and maintaining, proper standards in house-building, or otherwise with a view to promoting the object of the Council.

(8) To hold, associate with, sponsor and promote periodical and other congresses, conferences and public meetings for the ventilation and discussion of, or otherwise relating to, the adoption, observance and maintenance of higher standards of house-building.

(9) To promote support and encourage any policies which will or may affect or tend to affect standards of house-building, and for this purpose, or otherwise with a view to promoting the object of the Council, to advise or co-operate with any Government Department or public or private authority, society, association, body or individual.

(10) To provide, and to assist, promote and encourage in the provision of, facilities for the education and training, in subjects involving the study of or research into the standards of design of houses and of the standards of workmanship and materials employed or employable in building houses, of persons engaged in or associated with, or unlikely to be engaged in or associated with the house-building industry.

(11) To insure the Council against or in respect of any liabilities or contingent or potential liabilities of or in any way undertaken by the Council, and in particular, but without prejudice to the generality of the foregoing, against or in respect of any liabilities incurred or undertaken by the Council pursuant to any of the powers of the Council under paragraphs (2) and (4) of this sub-clause (B).

(12) To establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, and to make payments for or towards the insurance of, any employees or ex-employees of the Council and the relations, connections and dependants of any such employees or ex-employees.

(13) To establish, maintain, control and manage branches of the Council in any part of the United Kingdom, and from time to time to determine the constitutions, rights, privileges and obligations of such branches, and when thought fit, to dissolve such branches or to modify such constitutions, privileges and obligations.

(14) To apply for, collect, organise the collection of, and receive, from private individuals, corporations and from any other source or sources, donations, grants, subscriptions and other financial assistance, and generally to raise funds for the purposes of the Council in such ways as the Council may think fit.

(15) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Council.

(16) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Council.

(17) To undertake and execute any charitable trusts which may lawfully be undertaken by the Council.

(18) To borrow or raise money on such terms and on such security as may be thought fit.

(19) To invest the moneys of the Council not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(20) To provide loans, bonds, assurities, warranties, guarantees and indemnities whether secured or not and other financial services to local or public authorities, house builders and developers and to purchasers and lessees of houses built by such authorities, house builders and developers for the purposes of or in connection with the funding, guaranteeing or assisting completion or repair of any such houses or of services or facilities connected therewith, whether or not any such work is carried out at the instigation of the Council or any third party.

(21) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

(22) To do all such other things as are incidental or conductive to the attainment of the object of the Council.

PROVIDED ALWAYS THAT notwithstanding anything hereinbefore on this Clause 3 contained:-

(I) In case the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(II) The Council shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Council would make it a Trade Union.

(III) In case the Council shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or of the Secretary of State for Education and Science, the Council shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee or Governing Body of the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee or Governing Body have been if no incorporation had been affected and the incorporation of the Council shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Executive Committee or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Council were not incorporated.

4. The income and property of the Council whencesoever derived shall be applied solely towards the promotion of the object of the Council as set forth inthis Memorandum of Association and no portion thereof shall be paid or transferred to the Members of the Council.

Provided that nothing herein contained shall prevent the Council from paying a Member of the Council:-

(a) reasonable expenses (including the expense of attending any meeting of the Council, its Committees or Sub-Committees, and travelling and other out-of-pocket expenses) incurred in the performance of his duties as such Member;

(b) a reasonable remuneration for services rendered to the Council by such Member not related to his position as a Member;

(c) interest at a rate not exceeding the Clearing Bank rate for lending on money lent to the Council, or a reasonable rent for premises let to the Council, by such Member.

5. Clause 4 of this Memorandum contains conditions the fulfilment of which enables the Council to omit the word "Limited" from its name pursuant to Section 30 of the Companies Act 1985.

6. The liability of the Members is limited.

7. Every member of the Council undertakes to contribute to the assets of the Council in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Council, contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

8. If upon the winding up or dissolution of the Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Council, but shall be given or transferred to some other institution or institutions having charitable objects similar to the object of the Council, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Council under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Council at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

NATIONAL HOUSE BUILDING COUNCIL

(Adopted by Special Resolutions passed
on the 6th day of September, 1973,
on the 7th day of December, 1981,
on the 12th day of December, 1984,
on the 22nd day of November, 1985,
on the 11th day of May, 1989,
on the 7th day of December, 1989,
and on the 27th day of November, 1990).

PRELIMINARY

1. (A) In these Articles, unless inconsistent with the subject or context:-

(i) "the Council" means National House Building Council;

(ii) "the Act" means the Companies Act, 1948;

(iii) "these Articles" means these Articles of Association as originally framed or other Articles of Association of the Council for the time being in force;

(iv) "the Executive Committee" means the Executive Committee for the time being of the Council;

(v) "the Scottish Committee" means the Scottish Committee for the time being of the Council;

(vi) "the Northern Ireland Committee" means the Northern Ireland Committee for the time being of the Council;

(vii) "the Finance Committee" means the Finance Committee for the time being of the Council;

(viii) "the office" means the registered office for the time being of the Council;

(ix) "the Seal" means the common seal of the Council;

(x) "the United Kingdom" means the United Kingdom of Great Britain and Northern Ireland;

(xi) "month" means calendar month and "year" means calendar year;

(xii) "in writing" means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in visible form;

(xiii) "the Effective Day" means the day upon which these Articles of Association (as originally framed) take effect pursuant to the Special Resolution of the Council adopting the same which was passed at the Extraordinary General Meeting thereof held on the 11th day of May, 1989;

(xiv) "the Secretary" includes any assistant or deputy Secretary or other person for the time being authorised to perform any of the duties of the Secretary of the Council and, where two or more persons have been appointed to act as Joint Secretaries, includes any one or more of such persons;

(xv) "the Chairman" means the Chairman for the time being of the Council holding office in that behalf pursuant to Article 42;

(xvi) "the Nominating Bodies" means the bodies and persons specified in paragraphs (A) (B) and (C) of Article 8 and "Nominating Body" means and includes any of the Nominating Bodies;

(xvii) "the English Register" means the Register of house-builders and developers operating as such in England and Wales (or any part thereof), maintained by the Council pursuant to Article 6(A);

(xviii) "the Scottish Register" means the Register of house-builders and developers operating as such in Scotland (or any part thereof), maintained by the Council pursuant to Article 6(B);

(xix) "the Northern Ireland Register" means the Register of house-builders and developers operating as such in Northern Ireland (or any part thereof), maintained by the Council pursuant to Article 6(C);

(xx) "the Housing Minister" means the Secretary of State for the Environment for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Executive Committee, the appropriate functions of the Secretary of State);

(xxi) "the Scottish Minister" means the Secretary of State for Scotland for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Scottish Committee, the appropriate functions of that Secretary of State);

(xxii) "the Northern Ireland Minister" means the Minister of Development for the time being in the Government of Northern Ireland (or such other Minister (if any) as may for the time being be performing, in the opinion of the Northern Ireland Committee, the appropriate functions of that Minister);

(xxiii) "the Ministers" means and includes the Housing Minister, the Scottish Minister and the Northern Ireland Minister;

(xxiv) words importing the singular include the plural and vice-versa;

(xxv) words importing the masculine gender include the feminine gender;

(xxvi) "person" excludes a body corporate, and words importing persons shall be construed accordingly.

(B) Subject to paragraph (A) of this Article, any words or expressions defined in the Act shall, unless inconsistent with the subject or context, bear the same meaning in these Articles.

2. The number of members with which the Council was registered on the incorporation thereof under the Companies Act, 1929 was seven, but the Executive Committee may from time to time, in accordance with the provision of Section 7(3) of the Act, register an increase in the number of members of the Council.

3. The Council shall, in relation to its register of members observe the provisions of Section 110 of the Act.

4. The Council is established for the purposes expressed in the Memorandum of Association of the Council.

OFFICE

5. The Office shall be in such a place as the Executive Committee may from time to time appoint.

REGISTERS OF HOUSE-BUILDERS

6. In pursuance of (but without prejudice to the generality of) the powers conferred upon the Council by Clause 3(B)(1) of its Memorandum of Association, the Council:-

(A) shall maintain a Register containing the names of house-builders and developers operating as such in England and Wales (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building;

(B) shall maintain a Register containing the names of house-builders and developers operating as such in Scotland (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building; and

(C) shall maintain a Register containing the names of house-builders and developers operating as such in Northern Ireland (or any part thereof) who in the opinion of the Council observe and maintain sufficiently high standards of house-building.

MEMBERSHIP

7. Every member of the Council as at the Effective Day, who became such a member pursuant to any provision or provisions of any Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision of provisions of these Articles.

8. (A) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate under this paragraph (A) and in the matter provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the nomination under this paragraph (A) of the Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body:-

Name of Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body
The Royal Institute of British Architects	3
The Royal Institution of Chartered Surveyors	4
The Building Employers Confederation	14
The Council of Mortgage Lenders	5
Union of Construction Allied Trades and Technicians	3
The Greater London Council	1
The Association of Metropolitan Authorities	1
The Association of District Councils	2
The Society of Community Medicine	1
The Housing Corporation	1

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (A) by the Nominating Body
The Insitution of Civil Engineers	1
The National Council of Women of Great Britain	1
The National Federation of Owner Occupiers Association	1
Consumers Standards Advisory Committee of the British Standards Institution	1
The Chartered Institute of Building	1
The Consumers' Association	1
The Federation of Master Builders	3
The Royal Town Planning Institute	1
The National Council of Building Material Producers	1
The Housing Minister	2
The Law Society	1

(B) As from and after the Effective Day the Nominating Bodies hereinafter specified shall continue to be entitled from time to time and at any time to nominate under this paragraph (B) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the

nomination under this paragraph (B) of a Nominating Body (or of the joint nomination under this paragraph (B) of two joint Nominating Bodies in any case where such a joint nomination is necessary as hereinafter appearing) greater than the number hereinafter set opposite the name of that particular Nominating Body (or the joint names of those two joint Nominating Bodies in any such case as aforesaid):

Name of the Nominating Body (or joint names of the two joint Nominating Bodies)		Maximum number of persons capable of holding membership pursuant to a nomination under this paragraph (B) by the Nominating Body (or to a joint nomination under this paragraph (B) by the two joint Nominating Bodies
The Royal Incorporation of Architects in Scotland and The Royal Institute of British Architects	Joint Nomination	1
The Scottish Branch of The Royal Institution of Chartered Surveyors		1
The Scottish House-Builders Association		6
The Council of Mortgage Lenders		3
The Scottish Branch of The Chartered Institute of Building		1
The Law Society of Scotland		1
The Association of Consulting Engineers		1
Scottish Homes		1

(C) As from and after the Effective Day the Nominating Bodies hereinafter specified shall be entitled from time to time and at any time to nominate, under this paragraph (C) and in the manner provided by paragraph (E) of this Article, any person for membership of the Council, but so that at any one time there shall not be a number of persons holding membership of the Council pursuant to the nomination under this paragraph (C) of a Nominating Body greater than the number hereinafter set opposite the name of that particular Nominating Body:

Name of the Nominating Body	Maximum Number of persons capable of holding membership pursuant to a nomination under this paragraph (C) by the Nominating Body
The Federation of Building Trade Employers or Northern Ireland	3
The Council of Mortgage Lenders	1
The Royal Institution of Chartered Surveyors	1
The Royal Society of Ulster Architects	1

(D) Without prejudice to the generality of but subject to the limitations upon the powers conferred by paragraph (A) or (B) or (C) of this Article on a Nominating Body (or on two joint Nominating Bodies), that Nominating Body (or those two joint Nominating Bodies) may at any time pursuant to such paragraph (A) or (B) or (C) nominate any person for membership of the Council in place of a person who, having held membership of the Council pursuant to the nomination of that Nominating Body (or those two joint Nominating Bodies) under such paragraph (A) or (B) or (C), has been removed by such Nominating Body (or two joint Nominating Bodies) from membership in accordance with Article 15 (A) or has for any other reason ceased to be a member of the Council.

(E) Any and every nomination for membership made by a Nominating Body (or two joint Nominating Bodies) pursuant to paragraph (A) or (B) or (C) of this Article shall be effected by delivering at the Office a Form of Nomination and Consent, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies) and also signed by the person thereby nominated. Every such Form of Nomination and Consent shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of National House-Building Council.

I/We (name of the Nominating Body or names of the joint Nominating Bodies) hereby nominate (full name and address of person nominated) for membership of National House-Building Council, pursuant to the powers in that behalf conferred upon me/us by paragraph (A) or (as the case may be), (B) or (as the case may be), (C) of Article 8 of its Articles of Association.

Signed .....

Dated this day of 19 .

I, the above-named (full name of person nominated) hereby agree and consent to become a member of National House-Building Council, pursuant to the nomination above set forth, and upon and subject to the terms and provisions of the Memorandum and Articles of Association of National House-Building Council.

Signed .....

Dated this day of 19 .

(F) Forthwith upon the delivery at the office of a Form of Nomination and Consent which complies with the provisions of paragraph (A) or (B) or (C), and also paragraph (E), of this Article, the Secretary shall enter the name of the person thereby nominated for membership in the appropriate register of members of the Council.

8A. As from and after the Effective Day the Chief Executive of the Council for the time being shall be a Member of the Council and his name shall be entered by the Secretary in the register of the Members of the Council.

9. Subject as hereinafter provided the Council in General Meeting may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person to represent the interests of the consumers, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the Register of members of the Council. Provided always that there shall not at any time be more than two persons holding membership of the Council pursuant to this Article.

10. Subject as hereinafter provided, the Executive Committee may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person whom it considers should be so admitted, and the name of any such person so resolved upon shall, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this Article (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Executive Committee), be entered by the Secretary in the register of members of the Council. Provided always that there shall not at any one time be more than two persons holding membership of the Council pursuant to this Article.

11. (A) Subject as hereinafter provided both the Scottish Committee and the Northern Ireland Committee may from time to time and at any time in their absolute discretion resolve to admit to membership of the Council any person whom they respectively consider should be so admitted and the name of any such person so resolved upon shall forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (A) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the respective Committee) be entered by the Secretary in the register of members of the Council. Provided always that:-

(i) no such resolution shall be effective for the purposes of this paragraph (A) unless not less than two-thirds of the members of the appropriate Committee for the time being vote in favour of such resolution; and

(ii) there shall not at any one time be more than the following number of persons holding membership of the Council pursuant to this paragraph (A) namely two persons as a result of resolutions passed by the Scottish Committee and two persons as a result of resolutions passed by the Northern Ireland Committee.

(B) Where the Scottish Committee has resolved, in accordance with paragraphs (A), (C) and (E) of Article 64, to appoint as the Chairman of the Scottish Committee a person who is not already a member of the Scottish Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (B) (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Scottish Committee), the name of such person shall be entered by the Secretary in the register of members of the Council. Provided always that no person may become a member of the Council pursuant to

this paragraph (B) at any time when there is already another person holding the office of Chairman of the Scottish Committee, and there shall not at any time be more than one person holding membership of the Council pursuant to this paragraph (B).

(C) Where the Northern Ireland Committee has resolved, in accordance with paragraphs (A), (B) and (D) of Article 81, to appoint a person as the Chairman of the Northern Ireland Committee, then, forthwith upon the delivery at the Office of a consent in writing by that person to become a member of the Council pursuant to this paragraph (C), (such consent to be signed by the said person and to be in any form from time to time prescribed or permitted by the Northern Ireland Committee), the name of such person shall be entered by the Secretary in the register of members of the Council. Provided always that no person may become a member of the Council pursuant to this paragraph (C) at any time when there is already another person holding the office of Chairman of the Northern Ireland Committee, and there shall not at any one time be more than one person holding membership of the Council pursuant to this paragraph (C).

12. As from and after the Effective Day no person shall be capable of becoming a member of the Council other than pursuant to and in accordance with the provisions of Article 8, 8A, 9, 10 and 11.

13. Notwithstanding anything in these Articles contained no body corporate shall be able or eligible to become a member of the Council and no person shall be entitled or able to become a member of the Council jointly with any other person or persons.

14. Membership of the Council shall not be in any way either transferable or transmissible.

CESSATION OF MEMBERSHIP

15. (A) Any Nominating Body (or two joint Nominating Bodies) shall be entitled at any time and from time to time, subject as hereinafter provided to remove from membership of the Council any person for the time being holding membership thereof pursuant to a nomination made in that behalf by that Nominating Body (or those two joint Nominating Bodies). Every such removal as aforesaid shall be effected by delivering at the Office a Form of Removal, signed by, or by a duly authorised officer or representative of the Nominating Body (or by a duly authorised officer or representative of each of the two joint Nominating Bodies). Every such Form of Removal shall be in the following form, or in such other form as the Executive Committee may from time to time prescribe or permit:-

"To: the Secretary of National House-Building Council.

I/We (name of the Nominating Body or names of the two joint Nominating Bodies) hereby remove (full name and address of member intended to be removed) from membership of National House-Building Council, pursuant to the powers in that behalf conferred upon me/us by Article 15(A) of its Articles of Association.

Signed .....

Dated this day of 19 ."

Provided always that if and for so long as any person, for the time being holding membership of the Council pursuant to a nomination in that behalf made under Article 8 (B) by any Nominating Body (or two joint Nominating Bodies), is the Chairman of the Scottish Committee, that person may not be removed from his said membership by such Nominating Body (or two joint Nominating Bodies) under this paragraph (A).

(B) Forthwith upon the delivery at the Office of a Form of Removal which complies with the provisions of paragraph (A) of this Article, the Secretary shall remove the name of the member therein named from the register of members of the Council.

16. (A) A person who is for the time being a member of the Council shall ipso facto cease to be such a member:-

(i) if he dies, or is adjudicated, bankrupt, or becomes of unsound mind;

(ii) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his membership;

(iii) if, being a person holding membership pursuant to Article 9, the Council in General Meeting in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(iv) if, being a person holding membership pursuant to Article 10, the Executive Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(v) if, being a person holding membership pursuant to a nomination in that behalf made under Article 8 (A) by any of the Nominating Bodies referred to in paragraphs (A), (B) and (G) of Article 38, that person ceases for any reason to be a member of the Executive Committee;

(vi) if, being a person holding membership either pursuant to any nomination in that behalf made under Article 8 (B), or pursuant to paragraph (A) of Article 11 (and to a resolution of the Scottish Committee), or pursuant to paragraph (B) of Article 11 that person ceases for any reason to be a member of the Scottish Committee;

(vii) if, being a person holding membership pursuant to paragraph (A) of Article 11 and to a resolution of the Scottish Committee (who is not for the time being the Chairman of the Scottish Committee), the Scottish Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(viii) if, being a person holding a membership either pursuant to any nomination in that behalf made under Article 8 (C), or pursuant to paragraph (A) or Article 11 (and to a resolution of the Northern Ireland Committee), or pursuant to paragraph (C) of Article 11, that person ceases for any reason to be a member of the Northern Ireland Committee;

(xi) if, being a person holding membership pursuant to paragraph (A) of Article 11 and to a resolution of the Northern Ireland Committee, the Northern Ireland Committee in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(x) if, being the Chief Executive, he ceases for any reason to be the Chief Executive.

(B) Any person who is for the time being a member of the Council pursuant to a nomination made in that behalf by the Housing Minister under Article 8 (A) shall ipso facto cease to be such a member upon the expiration of three calendar years from his last having become a member in accordance with Article 8 (F).

(C) The Secretary shall forthwith remove from the register of members of the Council the name of any person who ceased to be a member of the Council pursuant to any of the provisions of paragraphs (A) and (B) of this Article.

GENERAL MEETINGS

17. The Council shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceeding Annual General Meeting.

18. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

19. The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

20. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors, the Ministers) as are under these Articles or under the Act entitled to receive such notices from the Council; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of General Meetings other than Annual General Meetings, a General Meeting may be convened by such notices as those members may think fit.

21. The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceedings had, at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS AND VOTES OF MEMBERS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and a balance sheet, and the reports of the Executive Committee and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

23. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided eight members personally present and entitled to vote shall be a quorum.

24. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of 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 at such other place as the Executive Committee may determine, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the members present (provided not less than four of them are entitled to vote thereat) shall be a quorum.

25. Every member of the Council, whether or not he is entitled to vote thereat, shall be entitled to attend and (save as otherwise expressly provided by these Articles) generally take part in the proceedings at every General Meeting.

26. The Chairman shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members of the Council present shall choose some member of the Executive Committee to preside as chairman of the Meeting, or if no such member be present, or if all the members of the Executive Committee present decline to take the chair, the members of the Council present shall choose one of their number (being a person entitled to vote thereat) to preside as chairman of the Meeting.

27. The chairman of any General Meeting at which a quorum is present may, with the consent of such Meeting (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 business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting, and to the same persons. Save as aforesaid, no person shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

28. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the Meeting, or by at least three members present and entitled to vote at the Meeting, or by a number of members present and representing one-tenth of the total voting rights of all the members having the right to vote at the Meeting, and unless a poll be so demanded a declaration by the chairman of the Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Council shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

29. Subject to the provisions of Article 30 if a poll be demanded in manner aforesaid, it shall be taken at the General Meeting in such manner as the Chairman of the General Meeting shall direct.

30. No poll shall be demanded on the election of a chairman of any General Meeting, or on any question of adjournment of any General Meeting.

31. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a second or casting vote.

32. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.

33.(A) Save as provided by paragraphs (B) and (C) of this Article, no person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (B), or who for the time being holds membership of the Council pursuant to Article 11 (A) (and to a resolution of the Scottish Committee), and who (in either such case) is not for the time being the Chairman of the Scottish Committee, shall be entitled to vote at any General Meeting.

(B) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meeting by paragraph (A) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that there shall not at any one time be more than three members who are entitled to vote at General Meetings pursuant to this paragraph (B).

(C) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (A) of this Article (and who is not for the time being himself entitled to vote at General Meetings pursuant to paragraph (B) of this Article), the entitlement from thenceforth to vote at any and every General Meeting at which some member (who shall be specified in such resolution) for the time being entitled to vote at General Meetings pursuant to paragraph (B) of this Article is

not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that:-

(i) there shall not at any time be more than one member entitled to vote pursuant to this paragraph (C) as an alternate for the same member entitled to vote at General Meetings pursuant to paragraph (B) of this Article;

(ii) no member may at any time be entitled to vote pursuant to this paragraph (C) as an alternate for more than one member entitled to vote at General Meetings pursuant to paragraph (B) of this Article; and

(iii) the entitlement of a member to vote pursuant to this paragraph (C) as an alternate shall ipso facto be revoked if such member should himself become entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee, or if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee.

(D) Save as provided by paragraphs (E) and (F) of this Article, no person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (C), or who for the time being holds membership of the Council pursuant to Article 11 (A) (and to a resolution of the Northern Ireland Committee), shall be entitled to vote at any General Meeting.

(E) The Nothern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve thereby to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that there shall not at any one time be more than one member who is entitled to vote at General Meetings pursuant to this paragraph (E).

(F) The Northern Ireland Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon any member, being a member who would otherwise be wholly disentitled from voting at General Meetings by paragraph (D) of this Article, the entitlement from thenceforth to vote at any and every General Meeting at which the member if any (which member if any shall be specified in such resolution) for the time being entitled to vote at General Meeting pursuant to paragraph (E) of this Article is not present, as an alternate for such last mentioned member, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Executive Committee may from time to time prescribe or permit, is delivered at the Office. Provided always that:-

(i) there shall not at any time be more than one member entitled to vote as an alternate pursuant to this paragraph (F); and

(ii) the entitlement of a member to vote pursuant to this paragraph (F) as an alternate shall ipso facto be revoked if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (E) of this Article.

34. Every person who for the time being holds membership of the Council pursuant to any nomination in that behalf made under Article 8 (A), or pursuant to Article 9 or 10, or who is for the time being the Chairman of the Scottish Committee, or who is for the time being the Chairman of the Northern Ireland Committee, shall be entitled to vote at all General Meetings.

35. Subject as provided by Article 31, and by sub-paragraphs (iii), (iv) and (v) of Article 39 (B), on any question or resolution arising at any General Meeting every member of the Council present at that General Meeting who is entitled to vote at such General Meeting shall, whether on a show of hands or on a poll, have one vote.

36. No member shall be allowed or entitled to attend or vote at any General Meeting by proxy.

THE EXECUTIVE COMMITTEE

37. Every member (or alternate member) of any Executive Committee as at the Effective Day, who became such a member (or alternate member) pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member (or alternate member) pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member (or alternate member) from and after the Effective Day, subject to these Articles.

38. As from and after the Effective Day the Executive Committee shall consist of:

(A) Every person who is for the time being a member of the Council pursuant to the nomination under Article 8 (A) of The Council of Mortgage Lenders.

(B) The person who is for the time being the Chairman of the Council.

(C) One of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Royal Institute of British Architects.

(D) Two of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Royal Institution of Chartered Surveyors.

(E) Not more than five of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Building Employers Confederation.

(F) One of the persons (if any) who are for the time being members of the Council pursuant to the nomination under Article 8 (A) of the Union of Construction Allied Trades and Technicians.

(G) The person (if any) who is for the time being a member of the Councils pursuant to the nomination under Article 8 (A) of the Consumers' Association.

(H) One of the persons (if any) who are for the time being members of the Council pursuant to a Resolution of the Council in General Meeting under Article 9.

(I) Not more than one person who is for the time being a member of the Council pursuant to Article 10, and who is co-opted by the Executive Committee in accordance with Article 40.

(J) The Chief Executive.

39. The mode of appointment to the Executive Committee of, and the tenure of office of, the members of the Executive Committee referred to in paragraphs (C) to (F) (both inclusive) and (H) of Article 38, shall, subject to Article 48, be governed by the following provisions:-

(A) At the Annual General Meeting of the Council held in 1973, and at every third Annual General Meeting held thereafter, all of the members of the Executive Committee for the time being holding office in accordance with the said paragraphs (C) to (F) (both inclusive) and (H) shall retire from office (but shall be eligible for re-election), and the vacancies then existing in the categories of members of the Executive Committee respectively referred to in those paragraphs, shall, in accordance with but subject to paragraph (B) of this Article, be filled by election.

(B) At each such Annual General Meeting as is referred to in paragraph (A) of this Article:-

(i) every person who is for the time being a member of the Council pursuant to the nomination of a Nominating Body referred to in any of the said paragraphs (C) to (F) (both inclusive) and (H) shall be eligible for election as a member of the Executive Committee pursuant to the relative paragraph;

(ii) the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) shall be elected in turn by the Annual General Meeting, from amongst the persons respectively eligible therefor;

(iii) on any election of the category of members of the Executive Committee referred to in paragraph (D) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting,

shall (whether on a show of hands or on a poll) be entitled to cast up to two votes (but shall not be able to case more than one vote in favour of any one of the persons eligible for that category), and the two eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that two persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is or are elected;

(iv) on any election of the category of members of the Executive Committee referred to in paragraph (E) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast up to five votes (but shall not be able to cast more than one vote in favour of any one of the persons eligible for that category), and the five eligible persons receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) (and with a view to ensuring that five persons are elected) the chairman of the Annual General Meeting shall have such number of casting votes as may be requisite for determining which one or more of such persons is or are elected;

(v) on any election of any such category of member of the Executive Committee as is referred to in paragraphs (C), (F) and (H) of Article 38, each member of the Council present at that Annual General Meeting, who is entitled to vote at such

Annual General Meeting, shall (whether on a show of hands or on a poll) be entitled to cast one vote, and the eligible person receiving the most votes shall be declared to be elected, but so that in the event of two or more eligible persons having an equality of votes (whether on a show of hands or on a poll) the chairman of the Annual General Meeting shall have a second or casting vote;

(vi) save as provided by sub-paragraphs (iii), (iv) and (v) hereof all the provisions of these Articles relative to proceedings at General Meetings of the Council and to votes of members thereat shall apply in respect of any election of any of the categories of the members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H);

(vii) if the number of persons eligible for any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) shall not exceed the number of the vacancy or vacancies to be filled in that category, then unless the Annual General Meeting otherwise resolves the person or persons so eligible shall not be deemed to be elected and instead such vacancy or vacancies shall be filled by the Executive Committee in accordance with paragraph (C) of this Article.

(C) In the event of there being at any time any vacancy or vacancies in any of the categories of members of the Executive Committee respectively referred to in the said paragraphs (C) to (F) (both inclusive) and (H) by virtue of the operation of paragraph (B) (vii) of this Article, or of any such vacancy or vacancies at any time existing or occurring due to any other reason whatsoever the Executive Committee shall, as soon as practicable after the same shall have first occurred, appoint to fill the same some person or persons eligible for that category but so that if and for so long as the number

of persons so eligible does not exceed the number of such vacancy or vacancies the Executive Committee may in its absolute discretion determine not to fill the same pursuant to this paragraph (C).

(D) Every person elected or appointed as a member of the Executive Committee pursuant to paragraph (B) or (C) of this Article shall, subject only to Article 48, thereafter continue to be such a member until he shall retire from his office as such in accordance with paragraph (A) of this Article.

40.(A) The Executive Committee may from time to time co-opt any person who is for the time being a member of the Council pursuant to Article 10 for such term of office not exceeding three calendar years, as, subject to Article 48, the Executive Committee shall in its absolute discretion determine at the time of co-option.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

41.(A) Each of the Nominating Bodies respectively referred to in paragraphs (C), (D) and (F) of Article 38 shall be entitled at any time and from time to time, by delivering at the Office a notice in writing to that effect signed by its duly authorised officer or representative, (such notice to be in any form from time to time prescribed or permitted by the Executive Committee) to appoint any person, who is for the time being a person holding membership of the Council pursuant to the nomination under Article 8 (A) of that particular Nominating Body, to be an alternate member of the Executive Committee to any person who is for the time being a member of the Executive Committee pursuant to such of the said paragraphs of Article 38 as refers to that particular Nominating Body, and may at any time and from time to time, by delivering at the Office a notice in writing to that effect signed as aforesaid, (and being in any such form as aforesaid) remove from office any person so appointed, but so that there shall not at any one time be more than one person holding office as an alternate member of the Executive Committee under this paragraph (A) pursuant to the appointment of the same Nominating Body.

(B) The appointment of any alternate member of the Executive Committee effected pursuant to paragraph (A) of this Article shall ipso facto determine on the happening (in relation to such alternate members) of any of the events referred to in paragraphs (A) to (D) (both inclusive) of Article 48, and his appointment shall also determine ipso facto if the person to whom he has been appointed an alternate ceases either as a result of retirement under Article 39 (A) or for any other reason whatsoever to be a member of the Executive Committee.

(C) An alternate member of the Executive Committee appointed pursuant to paragraph (A) of this Article shall be entitled to attend and to vote, and to be counted towards the quorum required by or pursuant to Article 55, as a member of the Executive Committee, at any meeting of the Executive Committee at which the person to whom he has been appointed an alternate is not personally present, and generally at any such meeting as aforesaid to perform all the functions of such person as a member of the Executive Committee.

41A. No member of the Executive Committee of the Council (other than the Chief Executive) shall be appointed to any office for reward of the Council.

THE CHAIRMAN

42(i) The Chairman shall be the person so chosen by the Executive Committee from among those holding membership of the Council pursuant to Article 8, or who, if not such a member, is admitted to membership of the Council pursuant to Article 9 or Article 10.

42(ii) The Executive Committee shall have the discretion at any time and from time to time to remove any such person from the office of Chairman.

42(iii) The term of office of the Chairman shall be fixed by the Executive Committee for a term not exceeding three years always provided that the same person may be chosen by the Executive Committee to serve for further terms which, in the aggregate, shall not exceed six years.

43. The office of the Chairman shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Executive Committee.

44. The Chairman as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed the Chairman under Article 42 at the date when he in fact became the Chairman; and he shall continue in office as the Chairman from and after the Effective Day, subject to Articles 42 and 43.

HONORARY PRESIDENT AND VICE-PRESIDENTS OF THE ASSOCIATION

45.(a) The Council in General Meeting may at any time and from time to time elect any person, whether or not he is a member of the Council or of the Executive Committee, to be an Honorary President or an Honorary Vice-President of the Council, for such period of office as the Council in General Meeting may from time to time in its absolute discretion determine.

(b) At any one time there shall not be more than one person holding office as Honorary President of the Council or more than six persons under the age of 75 holding office as Honorary Vice-Presidents of the Council.

(c) No person shall be capable of being appointed an Honorary Vice-President of the Council if at the time of his appointment he has attained the age of seventy-five.

(d) An Honorary Vice-President of the Council appointed after the Effective Day shall vacate his office upon attaining the age of seventy-five.

(e) The Council in General Meeting may at any time and for any reason remove the Honorary President or any Honorary Vice-President before the expiration of his period of office.

46. The Honorary President and any Honorary Vice-President whether or not (in either case) he is a member of the Council or of the Executive Committee, shall be entitled to attend and to speak at any General Meeting of the Council and at any meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, but shall not by virtue of holding the office of Honorary President or Honorary Vice-President (as the case may be) be entitled to vote at any such General Meeting or meeting of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

47. The offices of the Honorary President and of an Honorary Vice-President shall not confer or impose upon the respective holders of such offices any powers, discretions or duties in relation to the affairs of the Council, and no holder of either such office shall, by virtue of holding the same, for any of the purposes of these Articles or of the Act be or be deemed to be a member of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

48. The office of a member of the Executive Committee shall ipso facto be vacated:-

(A) if for any reason he ceases to be a member of the Council;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning his said office;

(C) if he becomes prohibited from being a director of a Company by reason of any order made under Section 188 of the Act;

(D) if he is removed from his said office by a resolution duly passed pursuant to Section 184 of the Act;

(E) if, being a member of the Executive Committee pursuant to Article 38 (B), he ceases for any reason to be a member of the Finance Committee.

49. None of the provisions of Section 185 of the Act, or of any statutory re-enactment, modification, or extension thereof for the time being in force, shall apply to the Council or to any member or prospective member of the Executive Committee.

POWERS OF THE EXECUTIVE COMMITTEE

50. The business of the Council shall be managed by the Executive Committee, which, in addition to exercising the powers and authorities expressly conferred upon the Executive Committee by these Articles, may exercise all such powers and discretions of the Council, and do all such acts and things, as may be exercised and done by the Council, and as are not by these Articles or by statute directed or required to be exercised or done by the Council in General Meeting, and as are not by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, but subject nevertheless to the provisions of the Act, of the Companies Act, 1967, and of these Articles.

51. Without prejudice to the generality of the powers conferred upon the Executive Committee by Article 50, but subject always to Article 104, the Executive Committee shall be responsible on behalf of the Council for the maintenance of the English Register, and for the exercise of all powers which are vested in the Council in relation to the English Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council, or which, being in any way incidental to the maintenance of the English Register or to any of the powers aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Executive Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Scottish Committee, by the Northern Ireland Committee, or by the Finance Committee.

52. Subject to the provisions of Article 55, the members for the time being of the Executive Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Executive Committee.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

53. Any member of the Executive Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Executive Committee.

54. Not less than two clear days' notice in writing of every meeting of the Executive Committee shall be given to all members and alternate members of the Executive Committee, other than to members and alternate members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Housing Minister. In respect of every notice required to be given to the Housing Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136, shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

55. The quorum necessary for the transaction of the business of the Executive Committee shall be any five members thereof, or such other number of members thereof as the Executive Committee may from time to time prescribe. Any meeting of the Executive Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Executive Committee.

56. Questions arising at any meeting of the Executive Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

57. At every meeting of the Executive Committee the Chairman shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if the Chairman is not present, the members of the Executive Committee present at such meeting shall elect one of their number to be chairman of such meeting.

58. Subject to the provisions of these Articles, the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

59. All acts bona fide done by any meeting of the Executive Committee, or by any person acting as a member (or alternate member) of the Executive Committee, shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member (or as the case may be alternate member) of the Executive Committee.

60. The Executive Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all General Meetings of the Council and all meetings of the Executive Committee or of any sub-committee thereof, and any minutes of any such General Meeting or meeting, if purported to be signed, by the Chairman thereof, or by the chairman of the next succeeding such General Meeting or (as the case may be) meeting, shall be sufficient evidence without any further proof of the facts therein stated.

61. A resolution in writing signed by all the members (including alternate members) of the Executive Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and constituted.

THE SCOTTISH COMMITTEE

62.(A) As from and after the Effective Day there shall continue to be a standing Committee of the Council known as the Scottish Committee.

(B) Every member of the Scottish Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

63. The Scottish Committee shall consist of:-

(A) Every person who is for the time being a member of the Council pursuant to any nomination effected by any Nominating Body (or by any two Joint Nominating Bodies) in accordance with Article 8 (B).

(B) Every person who is for the time being a member of the Council pursuant to a resolution of the Scottish Committee under Article 11 (A).

(C) The person (if any) who is for the time being both a member of the Council pursuant to Article 11 (B) and the Chairman of the Scottish Committee by virtue of paragraph (C) of Article 64.

THE CHAIRMAN OF THE SCOTTISH COMMITTEE

64.(A) The Scottish Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is already a member of the Scottish Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is not already a member of the Scottish Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Council in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Scottish Committee of any person whose appointment to that office is resolved upon in accordance with paragraph (A) of this Article (which said period shall commence when such appointment takes effect) shall, subject to paragraph (E) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Scottish Committee may from time to time and at any time during the currency of such period

of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Scottish Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Scottish Minister, such approval to be in any form for the time being prescribed or permitted by the Scottish Committee.

(F) The Chairman of the Scottish Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day, subject to the provisions of this Article and of Article 65.

65. The office of the Chairman of the Scottish Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Scottish Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE SCOTTISH COMMITTEE

66. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Scottish Committee as if every reference therein to the Executive Committee were a reference to the Scottish Committee.

67. The office of a member of the Scottish Committee shall ipso facto be vacated, if, holding the office of Chairman of the Scottish Committee pursuant to an appointment effected in accordance with Articles 11 (B) and 64 (C), his period of office (or extended period of office) as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE SCOTTISH COMMITTEE

68. The Scottish Committee, in addition to exercising the other powers and authorities expressly conferred upon the Scottish Committee by these Articles, shall, notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the Council for the maintenance of the Scottish Register, and for the exercise of all powers which are vested in the Council in relation to the Scottish Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council, or which, being in any way incidental to the maintenance of the Scottish Register, or to any of the powers aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Scottish Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Northern Ireland Committee, or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Council or any powers or discretion required by the Act or by any rule of law to be exercised by the Executive Committe.

69. Subject to the provisions of Article 72 the members for the time being of the Scottish Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Scottish Committee.

PROCEEDINGS OF THE SCOTTISH COMMITTEE

70. Any member of the Scottish Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Scottish Committee.

71. Not less than two clear days' notice in writing of every meeting of the Scottish Committee shall be given to all members of the Scottish Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Scottish Minister. In respect of every notice required to be given to the Scottish Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

72. The quorum necessary for the transaction of the business of the Scottish Committee shall be any five members thereof, or such other number of members as the Scottish Committee may from time to time prescribe. Any meeting of the Scottish Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Scottish Committee.

73. Subject as provided by proviso (i) to Article 11 (A), questions arising at any meeting of the Scottish Committee shall be determined by a majority of votes; and, subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

74. At every meeting of the Scottish Committee the Chairman of the Scottish Committee shall be the chairman thereof, but if at any such meeting there be no Chairman of the Scottish Committee, or if he is not present, the members of the Scottish Committee present at such meeting shall elect one of their number to be chairman of such meeting.

75. Subject to the provisions of these Articles, the Scottish Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

76. All acts bona fide done by any meeting of the Scottish Committee, or by any person acting as a member of the Scottish Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Scottish Committee.

77. The Scottish Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Scottish Committee or of any sub-committees thereof, and any minutes of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

78. A resolution in writing signed by all the members of the Scottish Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Scottish Committee duly convened and constituted. Provided that this Article shall not apply in respect of any such resolution of the Scottish Committee as is referred to in Article 11 (A).

THE NORTHERN IRELAND COMMITTEE

79.(A) As from the Effective Day there shall continue to be a standing Committee of the Council known as the Northern Ireland Committee.

(B) Every member of the Northern Ireland Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles, and shall continue as such a member from and after the Effective Day, subject to these Articles.

80. The Northern Ireland Committee shall consist of:-

(A) Every person who is for the time being a member of the Council pursuant to any nomination effected by any Nominated Body under Article 8 (C).

(B) Every person who is for the time being a member of the Council pursuant to a resolution of the Northern Ireland Committee under Article 11 (A).

(C) The person (if any) who is for the time being both a member of the Council pursuant to Article 11 (C) and the Chairman of the Northern Ireland Committee by virtue of Article 81.

THE CHAIRMAN OF THE NORTHERN IRELAND COMMITTEE

81.(A) The Northern Ireland Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is already a member of the Northern Ireland Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is not already a member of the Northern Ireland Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the register of members of the Council in accordance with Article 11 (B).

(D) The period of office as the Chairman of the Northern Ireland Committee of any person whose appointment to that office is so resolved upon (which said period shall commence when such appointment takes effect) shall, subject to paragraph (D) of this Article, in the first instance be three years or such lesser period (if any) as may be specified by such resolution, but subject as aforesaid the Northern Ireland Committee may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as shall be specified in such last-mentioned resolution.

(E) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Northern Ireland Committee at the same time;

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years; and

(iii) no such resolution as is referred to in paragraphs (A) and (D) of this Article shall be effective (for any of the purposes of these Articles) unless the same has (prior to being passed) been approved in writing by or on behalf of the Northern Ireland Minister, such approval to be in any form for the time being prescribed or permitted by the Northern Ireland Committee.

82. The office of the Chairman of the Northern Ireland Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason whatsoever cease to be a member of the Northern Ireland Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE NORTHERN IRELAND COMMITTEE

83. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Northern Ireland Committee as if every reference therein to the Executive Committee were a reference to the Northern Ireland Committee.

84. The office of a member of the Northern Ireland Committee shall ipso facto be vacated, if, holding the office of Chairman of the Northern Ireland Committee pursuant to an appointment effected in accordance with Articles 11 (C) and 81, his period of office (or extended period of office), as such Chairman expires (without extension or further extension thereof), or his holding of such last-mentioned office terminates for any other reason whatsoever.

POWERS OF THE NORTHERN IRELAND COMMITTEE

85. The Northern Ireland Committee, in addition to exercising the other powers and authorities expressly conferred upon the Northern Ireland Committee by these Articles, shall notwithstanding anything in Article 50 contained, but subject always to Article 104, be responsible on behalf of the Council for the maintenance of the Northern Ireland Register, and for the exercise of all powers which are vested in the Council in relation to the Northern Ireland Register by paragraphs (2), (3) and (4) of Clause 3 (B) of the Memorandum of Association of the Council or which, being in any way incidental to the maintenance of the Northern Ireland Register, or to any of the powers

aforesaid, may be exercised by the Council. Provided always that nothing in this Article contained shall enable the Northern Ireland Committee to exercise any of the powers and discretions which are by these Articles expressly authorised, directed or required to be exercised or done by the Secretary, the Executive Committee, the Scottish Committee or the Finance Committee, or any of the powers and discretions of the Executive Committee which in any way relate to General Meetings of the Council or any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

86. Subject to the provisions of Article 89 the members for the time being of the Northern Ireland Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Northern Ireland Committee.

PROCEEDINGS OF THE NORTHERN IRELAND COMMITTEE

87. Any member of the Northern Ireland Committee may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Northern Ireland Committee.

88. Not less than two clear days' notice in writing of every meeting of the Northern Ireland Committee shall be given to all members of the Northern Ireland Committee, other than to members thereof who are for the time being absent from the United Kingdom; and shall also be given to the Northern Ireland Minister. In respect of every notice required to be given to the Northern Ireland Minister pursuant to this Article, all the provisions of Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis; and in respect of every other notice required to be given pursuant to this Article, all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

89. The quorum necessary for the transaction of the business of the Northern Ireland Committee shall be any three members thereof, or such other number of members as the Northern Ireland Committee may from time to time prescribe. Any meeting of the Northern Ireland Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Northern Ireland Committee.

90. Subject as provided by proviso (i) to Article 11 (A), questions arising at any meeting of the Northern Ireland Committee shall be determined by a majority of votes; and subject as aforesaid, in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

91. At every meeting of the Northern Ireland Committee the Chairman of the Northern Ireland Committee shall be the chairman thereof, but if at any such meeting there be no Chairman of the Northern Ireland Committee, or if he is not present, the members of the Northern Ireland Committee present at such meeting shall elect one of their number to be chairman of such meeting.

92. Subject to the provisions of these Articles, the Northern Ireland Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

93. All acts bona fide done by any meeting of the Northern Ireland Committee, or by any person acting as a member of the Northern Ireland Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance of office of any such person acting as aforesaid be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Northern Ireland Committee.

94. The Northern Ireland Committee shall cause proper minutes to be made of the proceedings of and of the business transacted at, all meetings of the Northern Ireland Committee or of any sub-committee thereof, and any minutes of any such meeting, if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

95. A resolution in writing signed by all the members of the Northern Ireland Committee for the time being entitled to receive notice of a meeting thereof shall be as valid as if it had been passed at a meeting of the Northern Ireland Committee duly convened and constituted. Provided that this Article shall not apply in respect of any such resolution of the Northern Ireland Committee as is referred to in Article 11 (A).

THE FINANCE COMMITTEE

96. As from and after the Effective Day there shall continue to be a standing Committee of the Council known as the Finance Committee.

97. Every member of the Finance Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles; and shall continue as such a member from and after the Effective Day, subject to these Articles.

98. The Finance Committee shall consist of:

(A) The person who is for the time being the Chairman of the Council.

(B) Not more than two of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 36 (A).

(C) Not more than three of the persons (if any) who are for the time being members of the Executive Committee pursuant to Article 38 (E).

(D) Not more than one person who is for the time being a member of the Scottish Committee and who is co-opted by the Finance Committee in accordance with Article 100.

(E) Not more than one person who is for the time being a member of the Northern Ireland Committee and who is co-opted by the Finance Committee in accordance with Article 100.

(F) The Chief Executive.

99. The Executive Committee shall from time to time and in its absolute discretion choose the members of the Finance Committee referred to in paragraphs (B) and (C) of Article 98, and may at any time in the like discretion terminate the tenure of office of any such member.

100. (A) The Finance Committee may from time to time co-opt any person who is for the time being a member of the Scottish Committee and any person who is for the time being a member of the Northern Ireland Committee for such term of office, not exceeding three years as, subject to Article 102, the Finance Committee shall in its absolute discretion determine at the time of co-option. Provided that no person shall be so co-opted unless he has previously been recommended for such co-option by a resolution of the Scottish Committee or (as the case may be) of the Northern Ireland Committee.

(B) Any person as aforesaid so co-opted shall be eligible for further co-option in accordance with paragraph (A) of this Article at any time after the expiration of his term of office.

THE CHAIRMAN OF THE FINANCE COMMITTEE

101. The Finance Committee may from time to time choose any of its members for the time being (not being any such member as is referred to in paragraphs (D) and (E) of Article 98) to be its Chairman, and subject always to Articles 102 and 103, may determine the terms of his office as such Chairman.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE FINANCE COMMITTEE

102. The office of a member of the Finance Committee shall ipso facto be vacated:-

(A) if, holding his said office pursuant to paragraph (A), (B) or (C) of Article 98, he shall for any reason cease to be a member of the Executive Committee;

(B) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Secretary, resigning such office;

(C) if holding his said office pursuant to paragraph (D) of Article 98:-

(i) his period of co-option (as determined in accordance with Article 100 (A) shall expire; or

(ii) the Scottish Committee shall resolve that he should cease to be a member of the Finance Committee; or

(iii) he shall for any reason cease to be a member of the Scottish Committee;

(D) if, holding his said office pursuant to paragraph (E) of Article 98:-

(i) his period of co-option (as determined in accordance with Article 100 (A) shall expire; or

(ii) the Northern Ireland Committee shall resolve that he should cease to be a member of the Finance Committee; or

(iii) he shall for any reason cease to be a member of the Northern Ireland Committee;

(E) if holding his said office pursuant to paragraph (F) of Article 98, he ceases for any reason to be Chief Executive.

103. All the provisions of Article 48 (excluding paragraph (E) of that Article) and of Article 49 shall apply mutatis mutandis to every member of the Finance Committee as if every reference therein to the Executive Committee were a reference to the Finance Committee.

POWERS OF THE FINANCE COMMITTEE

104. Without prejudice to the other powers and discretions expressly conferred upon the Finance Committee by these Articles, the following powers and discretions shall, notwithstanding anything in Articles 50, 51, 68 and 85 contained, but subject as hereinafter provided, be exercised by the Finance Committee:-

(A) all powers and discretions of the Council to borrow and raise money, and to acquire and dispose of property;

(B) all the powers and discretions vested in the Council by paragraph (11) of Clause 3 (B) of its Memorandum of Association;

(C) all powers and discretions of the Council relating to the engagement, dismissal and terms of employment of its staff and employees;

(D) all powers and discretions of the Council regarding the investment of its funds; and

(E) all other powers and discretions of the Council which directly affect the finances of the Council.

PROVIDED ALWAYS that:-

(i) Nothing in this Article contained shall apply to any of the powers and discretions expressly conferred upon the Executive Committee by Articles 129 to 131 (both inclusive), or to any of the powers and discretions of the Executive Committee which in any way

relate to General Meetings of the Council, or to any power or discretion required by the Act or by any rule of law to be exercised by the Executive Committee.

(ii) Subject to proviso (i) to this Article, in the event of any doubt or dispute arising at any time howsoever as to the nature or extent of the powers and discretions exercisable by the Finance Committee under this Article, such doubt or dispute shall be determined upon and resolved by the Chairman, whose decision in that behalf shall be binding and conclusive for all purposes.

105. The Finance Committee may at any time and from time to time authorise the repayment by the Council, to any member of the Executive Committee (including any alternate member thereof appointed under Article 41), or of the Scottish Committee, or of the Northern Ireland Committee, or of the Finance Committee, or of any sub-committee of the Executive Committee, the Scottish Committee, the Northern Ireland Committee, or the Finance Committee, of all or any out-of-pocket expenses incurred by him in consequence of his attendance at any General Meeting of the Council or at any meeting of any such Committee or sub-committee as aforesaid, or otherwise howsoever in the performance of his duties in connection with the affairs of the Council, and he shall in such event be repaid out of the funds of the Council all of the out-of-pocket expenses the repayment of which is so authorised.

106. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts of monies paid to the Council shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Finance Committee shall from time to time determine.

107. Subject to the provisions of Article 110 the members for the time being of the Finance Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Finance Committee.

PROCEEDINGS OF THE FINANCE COMMITTEE

108. Any member of the Finance Committee (not being a member for the time being holding membership thereof pursuant to paragraph (D) or paragraph (E) of Article 98) may at any time, and on the request of any member of the Finance Committee (not being such a member as aforesaid) the Secretary forthwith shall, summon a meeting of the Finance Committee.

109.(A) No member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall be entitled to receive notice of or attend at any meeting of the Finance Committee unless, not less than four clear days prior to the date of the meeting in question, the Chairman of the Finance Committee shall have certified in writing to the Secretary that in the opinion of such Chairman (which opinion shall be final and conclusive) there will or may arise at that meeting a question which is directly relevant to the exercise by the Scottish Committee of some one or more of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of some one or more of the powers vested in the Northern Ireland Committee by Article 85.

(B) Subject to paragraph (A) of this Article, not less than two clear days' notice in writing of every meeting of the Finance Committee shall be given to all members of the Finance Committee, other than to members thereof who are for the time being absent from the United Kingdom; in respect of every notice required to be given pursuant to this paragraph (B) all the provisions of Articles 21, 134 and 136 shall be deemed to apply mutatis mutandis.

110. The quorum necessary for the transaction of the business of the Finance Committee shall be any two members thereof, but excluding for this purpose any person for the time being holding membership of the Finance Committee pursuant to paragraph (D) or paragraph (E) of Article 98. Any meeting of the Finance Committee at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Finance Committee.

111. Any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall not be entitled to vote on any question arising at any meeting of the Finance Committee, unless in the opinion of the chairman of that meeting (which opinion shall be final and conclusive) that question is directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of any of the powers vested in the Northern Ireland Committee by Article 85. Save as aforesaid (and subject as provided by Article 112) in any question arising at any meeting of the Finance Committee every member thereof (present at such meeting) shall have one vote.

112. All questions arising at any meeting of the Finance Committee shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

113. At every meeting of the Finance Committee the Chairman for the time being of the Finance Committee (holding office as such in accordance with Article 101) shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if such Chairman is not present, the members of the Finance Committee present at such meeting shall elect one of their number (not being a member for the time being holding membership of the Finance Committee pursuant to paragraph (D) or paragraph (E) of Article 98) to be chairman of such meeting.

114. Subject to the provisions of these Articles, the Finance Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

115. All the provisions of Articles 76 and 77 shall apply mutatis mutandis to the Finance Committee as if every reference therein to the Scottish Committee were a reference to the Finance Committee.

116. A resolution in writing signed by all the members of the Finance Committee who are for the time being entitled to receive notice of a meeting thereof shall be as valid and effective as if it had been duly passed at a meeting of the Finance Committee duly convened and constituted. Provided that the signing of any resolution in writing by any member of the Finance Committee for the time being holding membership thereof pursuant to paragraph (D) or (as the case may be) paragraph (E) of Article 98 shall not be necessary for such resolution to be valid under this Article if (but only if) the Chairman of the Finance Committee shall certify in writing that in his opinion (which shall be final and conclusive) such resolution is not directly relevant to the exercise by the Scottish Committee of any of the powers vested in the Scottish Committee by Article 68 or (as the case may be) to the exercise by the Northern Ireland Committee of any of the powers vested in the Northern Ireland Committee by Article 85.

SUB-COMMITTEES AND DELEGATION OF POWERS

117.(A) The Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee respectively shall have power at any time and from time to time to constitute such sub-committees of each such Committee respectively, consisting of such member or members of the Council (none of whom need necessarily be a member of the respective or any other such Committee), as such Committee may think fit; to dissolve any sub-committee so constituted; to delegate to any such sub-committee all or any of the powers and discretions for the time being

vested in that Committee by or pursuant to these Articles (other than powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11 (A)); to reconstitute any such sub-committee; and to revoke any such delegation as aforesaid.

(B) Every such sub-committee constituted as aforesaid by the Executive Committee, the Scottish Committee, the Northern Ireland Committe or the Finance Committee shall, in the exercise of any powers and discretions delegated to it by the same Committee, conform to any regulations and conditions which may from time to time be imposed upon it by that Committee. Subject as otherwise provided by any such regulations and conditions for the time being in force:-

(i) any such sub-committee (being a sub-committee consisting of more than one member of the Council) may elect a chairman of its meetings, and if at any meeting of that sub-committee the chairman so elected is not present, the members of the sub-committee present may choose one of their number to be chairman of that meeting; and

(ii) with regard to the meetings of and otherwise with regard to the proceedings of any such sub-committee, all the provisions of Articles 53, 56, 58 and 76 shall apply mutatis mutandis as though every reference in those Articles to the Executive Committee or to the Scottish Committee were a reference to such sub-committee.

(C) Notwithstanding anything in this Article (or in Article 118) contained, any person who is for the time being a member of any sub-committee constituted pursuant to this Article, and who ceases for any reason to be a member of the Council, shall forthwith upon such cessation cease to be a member of that sub-committee.

118. Each of them the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee shall have power at any time and from time to time to delegate to any other of such Committees, or to any sub-committees (constituted pursuant to Article 117) of any other such Committee, all or any of the powers vested in such first-mentioned Committee by these Articles (other than any powers and discretions required by the Act or by any rule of law to be exercised by the Executive Committee and excluding the powers of the Scottish Committee and the Northern Ireland Committee under Article 11 (A), and to revoke any such delegation as aforesaid. Every Committee or sub-committee to which any powers and discretions have been delegated under this Article shall, in the exercise of such powers and discretions, conform to any regulations and conditions which may from time to time be imposed upon it by the Committee effecting such delegation.

THE SEAL

119. Unless otherwise resolved by the Finance Committee, two members of the Finance Committee and the Secretary shall sign every instrument to which the Seal is affixed.

THE CHIEF EXECUTIVE

120.(A) The senior executive officer of the Council shall be known as the Chief Executive.

(B) Save as otherwise expressly provided by or pursuant to these Articles, the Executive Committee, the Scottish Committee, the Northern Ireland Committee and the Finance Committee, and any sub-committee of any such Committee, may entrust to the Chief Executive any of the powers and discretions for the time being vested in or delegated to such respective Committee or (as the case may be) such sub-committee upon such terms and conditions and subject to such restrictions as such Committee or (as the case may be) such sub-committee may think fit.

(C) The Chief Executive shall be such person as shall from time to time be appointed in that behalf by, and his appointment shall be decided by, the Finance Committee, which may at any time revoke any such appointment, but without prejudice to any rights of compensation which the appointee may have in respect of such revocation under any agreement between himself and the Council.

(D) The person holding the office of Chief Executive as at the Effective Day shall be deemed to have been appointed as the Chief Executive pursuant to paragraph (C) of this Article upon the terms regulating his appointment as such Chief Executive at the Effective Day.

121. The provisions of Sections 177 and 179 of the Act, relating to the Secretary, shall apply and be observed.

THE MINISTERS

122. The Housing Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Executive Committee in accordance with Articles 20, 54, 135 and 137), shall be given notice of all meetings of each sub-committee of the Executive Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Housing Minister.

123. The Scottish Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Scottish Committee in accordance with Articles 20, 71, 135 and 137), shall be given notice of all meetings of each sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 137 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Scottish Minister.

124. The Northern Ireland Minister (in addition to being entitled to receive notice of General Meetings of the Council and of meetings of the Northern Ireland Committee in accordance with Articles 20, 88, 135 and 137), shall be given notice of all meetings of each sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117, and Articles 21, 135 and 136 shall apply or be deemed to apply mutatis mutandis in respect of every such notice as is required by this Article to be given to the Northern Ireland Minister.

125. The Housing Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Executive Committee, and at any meeting of any sub-committee of the Executive Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

126. The Scottish Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Scottish Committee, and at any meeting of any sub-committee of the Scottish Committee for the time being in existence pursuant to Article 117; and to be furnished, by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

127. The Northern Ireland Minister shall be entitled to appoint such persons as in his absolute discretion he may from time to time think fit, to attend, in the capacities of advisers and/or observers, at any General Meeting of the Council, and at any meeting of the Northern Ireland Committee, and at any meeting of any sub-committee of the Northern Ireland Committee for the time being in existence pursuant to Article 117; and to be furnished

by and at the expense of the Council, with detailed minutes and/or reports of the proceedings at any such General Meeting or other such meeting as aforesaid.

ACCOUNTS

128. Without prejudice to any duties of the Executive Committee in that behalf under sub-sections (1) and (2) of Section 147 of the Act, the Finance Committee shall be responsible for ensuring that proper books of account are kept with respect to:-

(A) all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place;

(B) all sales and purchases of goods by the Council; and

(C) the assets and liabilities of the Council

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Council's affairs and to explain its transactions.

129. The books of account shall be kept at the Office, or, subject to sub-section (3) of Section 147 of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of members of the Executive Committee, of the Scottish Committee and of the Northern Ireland Committee. The books of account shall also during normal business hours be open to the inspection of members of the Council who are not members either of the Executive Committee or of the Scottish Committee or of the Northern Ireland Committee, subject to such reasonable restrictions as the Finance Committee may in its discretion from time to time impose.

130. At the Annual General Meeting in every year the Executive Committee shall lay before the Council an income and expenditure account showing the receipts and expenditure of the Council for the period since the last preceding account, made up to a date not more than nine months before such Meeting.

131. A balance sheet shall be made out and laid before the Council at the Annual General Meeting in every year, made up to the same date as the income and expenditure account. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and of the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with the requirements of the Act and of the Companies Act 1967 and with any other statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting, subject nevertheless to the provision of Section 158 (1) (c) of the Act, be sent to all persons entitled to receive notice of General Meetings (including the Auditors and the Ministers) in the manner in which notices are hereinafter authorised to be served. The Auditor's report shall be open to inspection and shall be read before the Meeting as required by Section 14 (2) of the Companies Act 1967.

AUDIT

132. Once at least in every year the accounts of the Council shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

133. Auditors shall be appointed and their duties regulated in the manner provided by the relevant provisions of the Act and of the Companies Act 1967.

NOTICES

134. Any notice may be served by the Council upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, 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 Council for the giving of notices to him.

135. Any notice required by any of the provisions of these Articles to be given to any of the Ministers, may be served upon him either personally or by sending through the post in a prepaid letter, addressed to him at the address (if any) in the United Kingdom for the time being supplied by him to the Council for the giving of notices to him, or (in the event of there being no such address for the time being) at such address as the Council may in its discretion consider appropriate.

136. Any notice, if served by post, shall be deemed to have been served twenty-four hours after the letter containing the same shall have been posted; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put into the post-office or into any post box subject to the control of the Postmaster-General.

137. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(A) every member of the Council except those members who (having no registered address within the United Kingdom) have not supplied to the Council an address within the United Kingdom for the giving of notices to them; and

(B) the Auditors for the time being of the Council; and

(C) the Ministers.

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

INDEMNITY

138. Every member for the time being of the Council and/or of the Executive Committee and/or of the Scottish Committee and/or of the Northern Ireland Committee and/or of the Finance Committee, and/or any sub-committee of any such Committee as aforesaid, and every Auditor, Chief Executive, Secretary and other officer, agent or employee for the time being of the Council, shall be indemnified out of the assets of the Council against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.

WINDING UP AND DISSOLUTION

139. Clause 9 of the Memorandum of Association of the Council, relating to the winding up and dissolution of the Council, shall have effect and be observed as if the same were repeated in these Articles.

LICENCE BY THE BOARD OF TRADE

pursuant to Section 18 of the Companies Act 1929.

WHEREAS it has been proved by the Board of Trade that THE HOUSING IMPROVEMENT ASSOCIATION which is about to be registered under the Companies Act 1929, as an Association limited by guarantee is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of that Act and that it is the intention of the said Association that the income and property of that Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit to the Members of the said Association.

NOW THEREFORE the Board of Trade in pursuance of the powers in them vested and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seven Members thereof on the 12th day of November 1936 do by this their Licence direct THE HOUSING IMPROVEMENT ASSOCIATION to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade this 14th day of November 1936.

(sd.) E.H.S MARKER
Comptroller of the Companies Department authorised on that behalf by the President of the Board of Trade.

~~1477795~~
320784

Private & Confidential

NH92/201

NATIONAL HOUSE-BUILDING COUNCIL

EXTRA-ORDINARY GENERAL MEETING OF THE COUNCIL

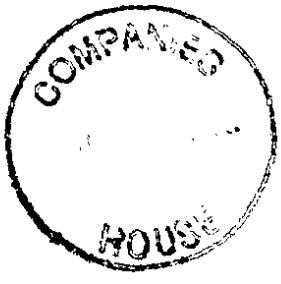
to be held on Monday 23rd March 1992 at 2.15pm
at the Royal Institute of British Architects,
66 Portland Place, London W1

SPECIAL RESOLUTION WITH REGARD TO
MEMORANDUM AND ARTICLES OF ASSOCIATION

"It is hereby resolved by the members of the Council in General Meeting on 23rd March 1992:

1. The Memorandum of Association of the National House-Building Council as amended on 25th July 1968 and on further divers occasions until and including 30th November 1988 be of no effect as from 31st March 1992 and that as from the 1st April 1992 the Memorandum of Association of the National House-Building Council be in the form annexed hereto.

2. The Articles of Association of the National House-Building Council adopted on 6th September 1973 and amended on divers occasions until 27th November 1990 be of no effect as from 31st March 1992 and as from 1st April 1992 the Articles of Association of the National House-Building Council be in the form annexed hereto".



No. 320784

THE COMPANIES ACTS 1948 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum

(As amended by Special Resolutions
passed respectively on the 25th day of July, 1968,
on the 6th day of September, 1973,
on the 7th day of December, 1981,
on the 21st day of November, 1986,
on the 30th day of November, 1988,
and on the 23rd day of March, 1992)

AND

Articles of Association

(Adopted by Special Resolutions
passed respectively on the 6th day of September, 1973,
on the 7th day of December, 1981,
on the 12th day of December, 1984,
on the 22nd day of November, 1985,
on the 11th day of May, 1989,
on the 7th day of December, 1989
on the 27th day of November, 1990
and on the 23rd day of March, 1992)

OF

NATIONAL HOUSE-BUILDING
COUNCIL

Incorporated the 17th day of November, 1936

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- OF -

NATIONAL HOUSE-BUILDING COUNCIL

(As amended by Special Resolutions passed respectively on the 25th day of July 1968 on the 6th day of September 1973, on the 7th day of December 1981, on the 21st day of November 1986, on the 30th day of November 1988 and on 23rd March 1992)

1. The name of the Company (hereinafter called "the Council") is "NATIONAL HOUSE-BUILDING COUNCIL".

2. The registered office of the Council will be situate in England.

3. (A) The object for which the Council is established is the improvement of the building industry (including in such industry the building or alteration or extension of all forms of home accommodation) and the provision of ancillary services to the industry and to purchasers of new and existing homes.

(B) The Council shall have the following powers, all of which shall be ancillary to the object set forth in sub-clause (A) hereof and exercisable in

the furtherance of such object but for no other purpose whatsoever, that is to say:-

(1) To establish and maintain in such manner as the Council may from time to time think fit, Registers containing the names of builders and developers who in the opinion of the Council observe and maintain sufficiently high standards of building.

(2) To make, and from time to time in the discretion of the Council to add to, amend and revoke, and to operate, enforce, observe and comply with, such conditions or rules as the Council may think fit for regulating the establishment and maintenance of the above-mentioned Registers and for prescribing the rights and obligations of the Council against and to such builders and developers, and for any other purposes in any way connected with or referable to such Registers, or with or to buildings erected by such builders and developers, as the Council may think desirable.

(3) To prescribe or otherwise provide for the manner in which and the terms upon which applications should or may be made by builders and developers for entry of their names on the above-mentioned Registers, the manner in which such applications should or may be considered and determined upon by the Council, and the pre-requisites which should be or may be required to be satisfied before acceptance by the Council of such applications.

(4) To promote, enter into and carry on schemes under which the Council may or will accept

responsibility, to purchasers and lessees of buildings from builders and developers whose names are entered on the above-mentioned Registers, for defects in the buildings so purchased or leased, or for loss or damage suffered otherwise howsoever by such purchasers and lessees in consequence of any defaults by such builders and developers.

(5) To promote, encourage and in any way finance research into and interest in matters affecting standards in the design of buildings and in the workmanship and materials used in buildings, and any technical, scientific or other problems associated therewith, and for such purposes as aforesaid, but without prejudice to the generality of the foregoing, to provide and assist in the provision of scholarships, fellowships, study groups, lectures and seminars.

(6) To conduct and hold, and to sponsor, encourage and assist in the conducting and holding of surveys, investigations and inquiries on a local or national scale of and into matters affecting the standard of design and of the workmanship and materials employed in buildings and any technical, scientific or other problems associated therewith.

(7) To print, publish, issue, circulate, and sell or otherwise dispose of papers, periodicals, books, circulars and other literature, and generally to undertake programmes of publicity, with a view to promoting understanding of the work of the Council, or to providing information and guidance to builders and developers and others as

to the nature of, and as to the desirability of adopting observing and maintaining, proper standards in building, or otherwise with a view to promoting the object of the Council.

(8) To hold, associate with, sponsor and promote periodical and other congresses, conferences and public meetings for ventilation and discussion of, or otherwise relating to, the adoption observance and maintenance of higher standards of building.

(9) To promote support and encourage any policies which will or may affect or tend to affect standards of building, and for this purpose, or otherwise with a view to promoting the object of the Council, to advise or co-operate with any Government Department or public or private authority, society, association, body or individual.

(10) To provide, and to assist, promote and encourage in the provision of, facilities for the education and training, in subjects involving the study of or research into the standards of design of buildings and of the standards of workmanship and materials employed or employable in building, of persons engaged in or associated with, or likely to be engaged in or associated with the building industry.

(11) To insure the Council against or in respect of any liabilities or contingent or potential liabilities of or in any way undertaken by the Council and in particular, but without prejudice to the generality of the foregoing, against or in respect of any liabilities incurred or undertaken by the Council

pursuant to any of the powers of the Council under paragraphs (2) and (4) of this sub-clause (B).

(12) To establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, and to make payments for or towards the insurance of, any employees or ex-employees of Council and the relations, connection and dependants of any such employees or ex-employees.

(13) To establish, maintain, control and manage branches of the Council in any part of the United Kingdom, and from time to time to determine the constitutions, rights, privileges and obligations of such branches, and when thought fit, to dissolve such branches or to modify such constitutions, privileges and obligations.

(14) To apply for, collect, organise the collection of, and receive, from private individuals, corporations and from any other source or sources, donations, grants, subscriptions and other financial assistance, and generally to raise funds for the purposes of the Council in such ways as the Council may think fit.

(15) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and

alter any buildings or erections necessary or convenient for the work of the Council.

(16) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Council.

(17) To undertake and execute any charitable trusts which may lawfully be undertaken by the Council.

(18) To borrow or raise money on such terms and on such security as may be thought fit.

(19) To invest the moneys of the Council not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(20) To provide loans, bonds, assurities, warranties, guarantees, and indemnities whether secured or not and other financial services to local or public authorities, builders and developers and to purchasers and lessees of buildings built by such authorities, builders and developers for the purposes of or in connection with the funding, guaranteeing or assisting completion or repair of any such buildings or of services or facilities connected therewith, whether or not any such work is carried out at the instigation of the Council or any third party.

(21) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

(22) To do all such other things as are incidental or conductive to the attainment of the object of the Council.

PROVIDED ALWAYS THAT notwithstanding anything hereinbefore on this Clause 3 contained:-

(I) In case the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(II) The Council shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Council would make it a Trade Union.

(III) In case the Council shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or of the Secretary of State for Education and Science, the Council shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Directors of the Council shall be chargeable for any such property that may come into their hands

and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors have been if no incorporation had been effected and the incorporation of the Council shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Board of Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Council were not incorporated.

4. The income and property of the Council howsoever derived shall be applied solely towards the promotion of the object of the Council as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred to the Members of the Council.

Provided that nothing herein contained shall prevent the Council from paying a Member of the Council:-

(a) reasonable expenses (including the expenses of attending any meeting of the Council, its Committees or Sub-Committees, and travelling and other out-of-pocket expenses) incurred in the performance of his duties as such Member;

(b) a reasonable remuneration for services rendered to the Council by such Member whether or not related to his position as a Member;

(c) interest at a rate not exceeding the Clearing Bank rate for lending on money lent to the Council, or a reasonable rent for premises let to the Council, by such Member.

5. Clause 4 of this Memorandum contains conditions the fulfilment of which enables the Council to omit the word "Limited" from its name pursuant to Section 30 of the Companies Act 1985.

6. The liability of the Members is limited.

7. Every member of the Council undertakes to contribute to the assets of the Council in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Council, contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

8. If upon the winding up or dissolution of the Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Council, but shall be given or transferred to some other institution or institutions having charitable objects similar to the object of the Council, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Council under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Council at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

NATIONAL HOUSE-BUILDING COUNCIL

(Adopted by Special Resolution
passed on the 23rd day of March 1992)

PRELIMINARY

1. DEFINITIONS AND INTERPRETATION

(A) In these Articles, unless inconsistent with the subject or context:-

the "Act"	means the Companies Act 1985 as amended
"Articles"	means the Articles of Association of the Council and in force from time to time and "Article" shall be construed accordingly
the "Board"	means the Board of Directors of the Council

"Committee"	means any of the Scottish Committee, the Northern Ireland Committee, the Finance Committee, the Registration Committee or the Standards Committee and any other committee established as a sub-committee of the Board
"Category (A)", "Category (B)" and "Category (C)"	means Category (A), Category (B) and Category (C) in paragraph (E) of Article 9 and references to persons nominated for membership in any such category shall be construed accordingly
the "Chairman"	means the Chairman for the time being of the Council
the "Council"	means National House-Building Council
"Effective Day"	means the date of adoption of these Articles
the "English Register"	means the Register of builders and developers operating as such in England and Wales (or any part thereof), maintained by the Council pursuant to Article 5
the "Finance Committee"	means the Finance Committee for the time being of the Board
"General Meeting"	means a general meeting of the Council

the "Housing Minister"	means the Secretary of State for the Environment for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Board, the appropriate functions of the Secretary of State)
"in writing"	means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in visible form
"Members' Register"	means the Register of the members of the Council
the "Ministers"	means and includes the Housing Minister, the Scottish Minister and the Northern Ireland Minister
"Nominating Bodies"	means the persons and bodies who from time to time are specified as Nominating Bodies by or pursuant to Article 9 and "Nominating Body" shall be construed accordingly
the "Northern Ireland Committee"	means the Northern Ireland Committee for the time being of the Board
the "Northern Ireland Minister"	means the Secretary of State for Northern Ireland or such other Minister (if any) as may for the time being be

	performing, in the opinion of the Northern Ireland Committee, the appropriate functions of that Minister)
the "Northern Ireland Register"	means the Register of builders and developers operating as such in Northern Ireland (or any part thereof), maintained by the Council pursuant to Article 5
the "Office"	means the registered office for the time being of the Council
the "Registration Committee"	means the Registration Committee for the time being of the Board
the "Regulations"	means the Regulations made by the Board under Article 93 as amended and in force from time to time
the "Scottish Committee"	means the Scottish Committee for the time being of the Board
the "Scottish Minister"	means the Secretary of State for Scotland for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Scottish Committee, the appropriate functions of that Secretary of State)

the "Scottish Register"	means the Register of builders and developers operating as such in Scotland (or any part thereof), maintained by the Council pursuant to Article 5
the "Seal"	means the common seal of the Council
the "Secretary"	includes any assistant or deputy Secretary or other person for the time being authorised to perform any of the duties of the Secretary of the Council and, where two or more persons have been appointed to act as Joint Secretaries, includes any one or more of such persons
the "Standards Committee"	means the Standards Committee for the time being of the Board
"Special majority"	means the affirmative vote of two-thirds of the persons for the time being entitled to vote on the relevant resolution
the "United Kingdom"	means the United Kingdom of Great Britain and Northern Ireland

(B) In these Articles, unless inconsistent with the subject or context:-

(a) words importing the singular include the plural and vice-versa;

(b) words importing the masculine gender include the feminine gender;

(c) "person" excludes a body corporate, and words importing persons shall be construed accordingly.

(C) Subject to paragraph (A) of this Article, any words or expressions defined in the Act shall, unless inconsistent with the subject or context, bear the same meaning in these Articles.

2. EXCLUSION OF TABLE A AND TABLE C

The Regulations in Table A and Table C (as prescribed by regulations made under Section 8 of the Act) shall not apply to the Council but these Articles shall (to the exclusion of such Regulations and any previous Articles of Association) constitute the Articles of Association of the Council.

3. OFFICE

The Office shall be in such place within England and Wales as the Board may from time to time appoint.

4. MEMBERS' REGISTER

The Council shall keep and the Secretary shall maintain a register of the members of the Council in accordance with Section 352 of the Act.

5. REGISTERS OF BUILDERS

Pursuant to the Memorandum of Association of the Council, the Board shall make provision by Regulation for the maintenance of Registers containing the names of builders and developers who in the opinion of the Council observe and maintain sufficiently high standards of building.

MEMBERS

6. NUMBER AND CLASSES OF MEMBERS

(A) There shall be two main classes of member of the Council, voting and non-voting. Within each class, certain members are accorded different rights and powers (and are sometimes in these Articles treated as different categories) but such classes, categories, rights and powers may be varied or abrogated by any special resolution which amends the Articles whether or not such amendment was sanctioned or approved by the classes or categories of members affected thereby.

(B) Admission to membership shall be governed by these Articles and subject to these Articles there shall be no maximum number of members in any class.

(C) Only individuals are eligible for admission to membership of the Council and two or more persons may not hold membership jointly. Bodies corporate may not be members.

(D) Membership of the Council shall not be transferable or transmissible.

7. ADMISSION TO MEMBERSHIP

(A) Admission to membership shall only be by entry in the Members' Register upon written application made or deemed made in accordance with the Regulations following:-

(i) nomination by a Nominating Body (Article 9);

(ii) appointment as Chief Executive of the Council (Article 10);

(iii) resolution of the Council (Article 11);

(iv) resolution of the Board (Article 12);

(v) resolution by a special majority of the Scottish Committee or appointment as Chairman of the Scottish Committee (Article 13); or

(vi) resolution by a special majority of the Northern Ireland Committee or appointment as Chairman of the Northern Ireland Committee (Article 13),

in accordance with these Articles.

(B) The Board shall cause the Secretary to enter in the Members' Register the names of applicants for membership who have satisfied the Secretary or the Board that the conditions for membership under these Articles have been met.

8. EXISTING MEMBERS

(A) Every person who is a member of the Council at the date of adoption of these Articles shall be deemed to have been admitted under whichever of sub-paragraphs (i) to (vi) of Article 7 ("Admission to Membership") is appropriate to the member concerned and where the member is deemed admitted under sub-paragraph (i) he shall be deemed nominated by that Nominating Body which did in fact nominate the member under former Articles of Association of the Council. The class and category of membership of existing members shall be determined accordingly for all purposes of these Articles.

(B) In case of doubt, the decision of the Board shall be conclusive as to class and category of membership of an existing member.

9. NOMINATING BODIES

(A) Subject to this Article 9, the persons and organisations named in Categories (A), (B) and (C) of paragraph (E) shall be Nominating Bodies for the purposes of these Articles wherein Category A comprises the general list of Nominating Bodies to the Council; Category B comprises the list of Nominating Bodies of Members to the Council for Scotland and Members of the Scottish Committee; and Category C comprises the list of Nominating Bodies of Members to the Council for Northern Ireland and Members of the Northern Ireland Committee and the Board shall extend to them on behalf of the Council a standing invitation to put forward nominations in the categories concerned of persons for membership of the Council. The Council may by special resolution add any person or organisation as a Nominating Body to one or more of Categories (A) or (B) or (C) of paragraph (E) but must by such resolution fix the maximum number of persons who may at any one time hold membership of the Council by virtue of nominations made by that Nominating Body in each such category.

(B) Any such nomination shall be made in writing in accordance with the procedure laid down in the Regulations and if made by a Nominating Body which is named in more than one category of paragraph (E) must specify the category in which that nomination is made.

(C) The maximum number of persons who may at any one time hold membership of the Council by virtue of nominations made by any one Nominating Body in any one category shall be the number set opposite the name of that Nominating Body in the category concerned.

(D) The Board may:-

(a) for the furtherance of the interests of the Council, designate any person or organisation as a Nominating Body in one or more of the categories specified in paragraph (E) and extend to such person or organisation a standing invitation to nominate one person for membership of the Council in the relevant category;

(b) if there shall be any change in the name, constitution or composition of any Nominating Body or any change in or transfer of its functions (i) recognise the Nominating Body as changed, or a transferee of its functions, as being the relevant Nominating Body or the purposes of these Articles in place of the original Nominating Body as previously constituted and/or, (ii) take the steps referred to in sub-paragraphs (c) and (d);

(c) withdraw the invitation to any Nominating Body to put forward nominations in one or more categories (so that the relevant person or organisation shall cease for the purpose of these Articles to be treated as a Nominating Body to the extent of such withdrawal) or reduce the maximum number of persons who may hold membership of the Council by virtue of nominations made by such Nominating Body in one or more categories;

(d) make recommendations to the Council in general meeting for alteration by special resolution of the list of Nominating Bodies in one or more categories.

(E) The Nominating Bodies and the maximum number of persons they may nominate to membership in each category are as follows:

CATEGORY (A)

Nominating Body	Maximum Number
The Royal Institute of British Architects	3
The Royal Institution of Chartered Surveyors	4
The House Builders Federation	14
The Council of Mortgage Lenders	5
Union of Construction Allied Trades and Technicians	3
The Association of Metropolitan Authorities	1
The Association of District Councils	2
The Society of Public Health	1
The Housing Corporation	1
The Institution of Civil Engineers	1
The National Council of Women of Great Britain	1
Consumer Policy Committee of British Standards Institution	1
The Chartered Institute of Building	1
The Consumers' Association	1
The Federation of Master Builders	3
The Royal Town Planning Institute	1
The National Council of Building Material Producers	1
The Law Society	1

CATEGORY (B)

Nominating Body (or joint Nominating Bodies)		Maximum number
The Royal Incorporation of Architects in Scotland and The Royal Institute of British Architects	Joint Nomination	1
The Scottish Branch of The Royal Institution of Chartered Surveyors		1
The Scottish House-Builders Association		6
The Council of Mortgage Lenders		3
The Scottish Branch of the Chartered Institute of Building		1
The Law Society of Scotland		1
The Association of Consulting Engineers		1
Scottish Homes		1

CATEGORY (C)

Nominating Body	Maximum Number
The Construction Employers Federation Limited	3
The Council of Mortgage Lenders	1
The Royal Institution of Chartered Surveyors	1
The Royal Society of Ulster Architects	1

(F) Where Nominating Bodies are named jointly, they shall with respect to the relevant nominations act jointly for all purposes of this Article 9.

(G) The Council may by special resolution:-

(a) vary at any time from time to time the maximum numbers in each category in paragraph (E);

(b) remove a Nominating Body from one or more categories in paragraph (E).

(H) A Nominating Body may at any time nominate persons for membership of the Council in accordance with the Board's standing invitation, including for the purpose of filling vacancies, however caused, subject to the maximum fixed for that Nominating Body in each category. Upon delivery at the Office in accordance with the Regulations of a form of such nomination and of the written application of the person so nominated, the person so nominated shall be admitted to membership.

(I) If at any time a Nominating Body which has nominated a person for membership of the Council delivers at the Office a written notice in the form required by the Regulations withdrawing such nomination, the person so nominated shall if already admitted to membership thereupon cease to be a member, unless entitled to membership under some other provision of these Articles in which case he shall be deemed to continue as a member pursuant to that other provision and not by virtue of the nomination which has been withdrawn.

(J) If the Board is satisfied that the functions of an organisation which is a Nominating Body have been substantially transferred to a successor organisation (including but not limited to a transfer upon reconstruction or amalgamation) it may direct that the successor is to be treated as the Nominating Body in place of the original organisation.

(K) Subject to paragraph (J), a Nominating Body shall cease to be such if the Council passes a special resolution to that effect or if the Nominating Body gives written notice to the Council disclaiming the privilege of making nominations for the purposes of the Articles or if it shall be wound up, dissolved or cease to exist.

(L) The Board may in accordance with the Regulations extend invitations to the Housing Minister, the Scottish Minister and the Northern Ireland Minister to nominate observers to attend and speak at but not to vote at General Meetings of the Council.

10. CHIEF EXECUTIVE

As from and after the Effective Day, the Chief Executive of the Council for the time being shall be a Member of the Council and acceptance of such office shall be deemed application for membership in accordance with the Regulations.

11. RESOLUTIONS OF THE COUNCIL

The Council in General Meeting may from time to time and at any time in its absolute discretion resolve to admit any person to membership of the Council including but not limited to persons chosen to represent the interests of the consumers and any such person shall be admitted to membership upon the delivery at the Office of a membership application by that persons in accordance with the Regulations.

12. ADMISSION BY THE BOARD

The Board may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person whom it considers, in the interests of the Council, should be so admitted and any such person shall be admitted to membership upon the

delivery at the Office of a membership application by that person in accordance with the Regulations.

13. SCOTTISH COMMITTEE AND NORTHERN IRELAND COMMITTEE

(A) Each of the Scottish Committee and the Northern Ireland Committee may from time to time and at any time in their absolute discretion resolve to admit to membership of the Council not more than two persons whom they respectively consider should be so admitted and upon the delivery at the Office of a membership application by any such person in accordance with the Regulations such person shall be admitted to membership provided that no such resolution shall be effective for the purposes of this paragraph (A) unless not less than two-thirds of the members of the appropriate Committee for the time being vote in favour of such resolution.

(B) Where the Scottish Committee has resolved, in accordance with paragraphs (A) and (C) of Article 62, to appoint as the Chairman of the Scottish Committee a person who is not already a member of the Scottish Committee, then, when such person takes office (and provided that he or she is the only person then holding that office), or, if later, upon the delivery at the Office of a membership application by that person in accordance with the Regulations, such person shall be admitted to membership.

(C) Where the Northern Ireland Committee has resolved, in accordance with paragraphs (A) and (C) of Article 69, to appoint as the Chairman of the Northern Ireland Committee a person who is not already a member of the Northern Ireland Committee, then, when such person takes office (and provided that he or she is the only person then holding that office), or, if later, upon the delivery at the office of a membership application by that person in accordance with the Regulations, such person shall be admitted to membership.

14. CESSATION OF MEMBERSHIP

(A) A person who is for the time being a member of the Council shall ipso facto cease to be such a member:-

(i) if he dies, or is adjudicated bankrupt, or he is admitted to hospital pursuant to an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or 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 administer or manage his property or affairs;

(ii) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Council or the Secretary of the Board, resigning his membership;

(iii) if, being a member pursuant to a nomination made under Article 9 ("Nominating Bodies"), such nomination is withdrawn in accordance with paragraph (I) of Article 9;

(iv) if, being a member by virtue of Article 10 ("Chief Executive"), he ceases for any reason to be the Chief Executive;

(v) if, being a member pursuant to Article 11 ("Resolution of the Council"), the Council in General Meeting in its absolute discretion shall resolve that such person should cease to be a member of the Council;

(vi) if, being a member pursuant to Article 12, the Board in its absolute discretion shall resolve

that such person should cease to be a member of the Council;

(vii) if, being a member by virtue of a nomination made in Category (B) under Article 9 ("Nominating Bodies") or pursuant to a resolution by a special majority of the Scottish Committee under paragraph (A) of Article 13 ("Scottish Committee and Northern Ireland Committee") or under paragraph (B) of Article 13 (by virtue of appointment as Chairman of the Scottish Committee), such person ceases to be a member of the Scottish Committee;

(viii) if, being a member by virtue of a nomination made in Category (C) of Article 9 ("Nominating Bodies") or pursuant to a resolution by a special majority of the Northern Ireland Committee under paragraph (A) of Article 13 ("Scottish Committee and Northern Ireland Committee") or under paragraph (C) of Article 13 (by virtue of appointment as Chairman of the Northern Ireland Committee), such person ceases to be a member of the Northern Ireland Committee;

(ix) if, being a member pursuant to a resolution by a special majority of the Scottish Committee or the Northern Ireland Committee under paragraph (A) of Article 13, (and not being the sole Chairman for the time being of the relevant Committee), the Committee concerned shall in its absolute discretion, resolve that such person shall cease to be a member of the Council.

(B) The Secretary shall forthwith remove from the Members' Register the name of any person who ceased to be a member of the Council pursuant to any of the provisions of this Article 14.

GENERAL MEETINGS

15. ANNUAL GENERAL MEETING

The Council shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

16. DESIGNATION

All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

17. CONVENING MEETINGS

The Board may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on members' requisition, or in default may be convened by requisitionists, in accordance with the provisions of the Act.

18. NOTICE OF GENERAL MEETINGS

Twenty-one days' notice in writing at the least of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given to such persons (including the

Auditors and the Ministers) as are under these Articles or under the Act entitled to receive such notices from the Council; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of General Meetings other than Annual General Meetings, a General Meeting may be convened by such shorter notice as those members may think fit.

19. OMISSION TO GIVE NOTICE

The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any proceedings or any resolution passed at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS AND VOTES OF MEMBERS

20. NATURE OF BUSINESS

All business that is transacted at a General Meeting shall be deemed special except that at an Annual General Meeting the consideration of the revenue account and balance sheet, the reports of the Board and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors shall be deemed the ordinary business of the Annual General Meeting.

21. QUORUM

No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Subject to the other provisions of these Articles, eight members personally present and entitled to vote shall be a quorum.

22. WANT OF QUORUM AT GENERAL MEETINGS

If a quorum is not present, within half an hour from the time appointed for a General Meeting, the meeting, if convened on 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 at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members personally present (provided not less than four of them are entitled to vote thereat) shall be a quorum.

23. ATTENDANCE AT MEETINGS

Every member of the Council, whether or not he is entitled to vote thereat, shall be entitled to attend and (save as otherwise expressly provided by these Articles) generally take part in the proceedings at every General Meeting.

24. CHAIRMAN OF MEETING

The Chairman of the Council shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members of the Council present shall choose some member of the Board to preside as chairman of the meeting, or if no such member be present, or if all the members of the Board present decline to take the chair, the members of the Council present shall choose one of their number (being a person entitled to vote thereat) to preside as chairman of the meeting.

25. ADJOURNMENT

The chairman of any General Meeting at which a quorum is present may, with the consent of such meeting (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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting, and to the same persons. Save as aforesaid, no person shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

VOTING

26. SHOW OF HANDS: DEMAND FOR POLL

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless (subject to Article 29) a poll is, before or upon the declaration of the result of the show of hands, demanded, by the chairman of the meeting, or by at least three members present and entitled to vote at the meeting, or by a number of members present and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll is duly demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Council, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.

27. WITHDRAWAL OF DEMAND FOR POLL

The demand for a poll may be withdrawn and in such case shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

28. TAKING OF POLL

Subject to the provisions of the next Article, 29, if a poll be properly demanded, it shall be taken at the General Meeting in such manner as the chairman of the General Meeting shall direct.

29. WHERE NO POLL MAY BE DEMANDED

No poll shall be demanded on the election of a chairman of any General Meeting, or on any question of adjournment of any General Meeting.

30. CHAIRMAN'S CASTING VOTE

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a second or casting vote.

31. CONTINUANCE OF OTHER BUSINESS

The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.

32. VOTING RIGHTS OF CERTAIN MEMBERS (SCOTLAND)

(A) Save as provided by paragraphs (B) and (C) of this Article, and by Article 34, no person who for the time being holds membership of the Council by virtue of any nomination in Category (B) of Article 9 ("Nominating Bodies"), or who for the time being holds membership of the Council by virtue of a resolution by a special

majority of the Scottish Committee pursuant to paragraph (A) of Article 13, shall be entitled to vote at any General Meeting.

(B) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon not more than one of the members referred to in paragraph (A) the entitlement to vote at all General Meetings, and may at any time and from time to time in the like discretion by resolution revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Board may from time to time prescribe or permit, is delivered at the Office.

(C) The Scottish Committee may at any time and from time to time in its absolute discretion by resolution appoint as alternate for any member specified in the resolution and entitled to vote at General Meetings pursuant to paragraph (B) any other member, (being such a member as is referred to in paragraph (A) but who is not for the time being himself entitled to vote at General Meetings pursuant to paragraph (B)) and such alternate may vote at General Meetings at which the member for whom he acts as alternate is not present, and may at any time and from time to time in the like discretion by resolution revoke any such appointment, and any such resolution (whether of appointment or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Board may from time to time prescribe or permit, is delivered at the Office, Provided that:-

(i) no member entitled to vote at General Meetings pursuant to paragraph (B) of this Article shall have more than one alternate;

(ii) no member may at any time be appointed to act as an alternate for more than one member under this paragraph (C); and

(iii) the entitlement of a member to vote pursuant to this paragraph (C) as an alternate shall ipso facto be revoked if such member should himself become entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee, or if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee.

33. VOTING RIGHTS OF CERTAIN MEMBERS (NORTHERN IRELAND)

(A) Save as provided by paragraphs (B) and (C) of this Article and by Article 34, no person who for the time being holds membership of the Council by virtue of any nomination in Category (C) of Article 9 ("Nominating Bodies"), or who for the time being holds membership of the Council by virtue of a resolution by a special majority of the Northern Ireland Committee pursuant to paragraph (A) of Article 13, shall be entitled to vote at any General Meeting.

(B) The Northern Ireland Committee at any time and from time to time in its absolute discretion resolve thereby to confer upon not more than one of the members referred to in paragraph (A), the entitlement to vote at all General Meetings, and may at any time and from time to time in the like discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Board may

from time to time prescribe or permit, is delivered at the Office.

(C) The Northern Ireland Committee may at any time and from time to time in its absolute discretion by resolution appoint to act as alternate for the member who is for the time being entitled to vote at General Meetings pursuant to paragraph (B) one other member to whom paragraph (A) applies and as such alternate to vote at General Meetings at which the member for whom he acts as alternate is not present, and may at any time and from time to time in the like discretion by resolution revoke any appointment so conferred, and any such resolution (whether of appointment or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Board may from time to time prescribe or permit, is delivered at the Office, Provided that:-

(i) no member entitled to vote at General Meetings pursuant to paragraph (B) of this Article shall have more than one alternate;

(ii) no member may at any time be appointed to act as alternate for more than one member under this paragraph (C); and

(iii) the entitlement of a member to vote pursuant to this paragraph (C) as an alternate shall ipso facto be revoked if such member should himself become entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Northern Ireland Committee, of if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Northern Ireland Committee.

34. VOTING MEMBERS

Every person who for the time being holds membership of the Council by virtue of any nomination made in Category (A) of Article 9 ("Nominating Bodies"), or pursuant to Articles 11 or 12, or who is for the time being the Chairman of the Scottish Committee or the Chairman of the Northern Ireland Committee, shall be entitled to vote at all General Meetings.

35. CALCULATION OF VOTES

Subject to Article 30 ("Chairman's Casting Vote"), every member of the Council who is entitled to vote at such a General Meeting shall have one vote, whether on a show of hands or on a poll, on any question or resolution arising at any General Meeting at which such member is present.

36. NO ATTENDANCE BY PROXY

Alternate members may vote in accordance with Articles 32 and 33 but no member shall be allowed or entitled to attend or vote at any General Meeting by proxy.

THE BOARD OF DIRECTORS

37. THE FORMER EXECUTIVE COMMITTEE

Every member (or alternate member) of the Executive Committee of the Council in office prior to the Effective Day shall cease to hold office as such upon adoption of these Articles.

38. MEMBERSHIP OF THE BOARD

(A) As and from the Effective Day the Council shall have a

Board of Directors consisting of not more than thirteen persons eligible to hold such office namely:-

(a) the Chairman of the Council for the time being;

(b) the Chairmen for the time being of the following Committees:-

(i) the Scottish Committee;
(ii) the Northern Ireland Committee;
(iii) the Finance Committee;
(iv) the Registration Committee;
(v) the Standards Committee;

(c) (i) one of the persons who are for the time being members of the Council pursuant to nomination under Article 9(E) Category A by the Royal Institute of British Architects;

(ii) one of the persons who are for the time being members of the Council pursuant to nomination under Article 9(E) Category A by the Royal Institution of Chartered Surveyors;

(iii) one of the persons who are for the time being members of the Council pursuant to nomination under Article 9(E) Category A by the Council of Mortgage Lenders;

(iv) one person chosen by the Board to represent the major builders;

(d) the Chief Executive for the time being;

(e) not more than two persons appointed under Article 39 (the "co-opted directors"), one of whom shall be a representative of a builder or developer entered on any of the Registers maintained by the

Council pursuant to these Articles, Provided always that such co-option shall cease and the co-opted director shall vacate office upon the builder or developer ceasing to be entered on the said Register or Registers.

(B) The period of office of Members of the Board appointed under sub-paragraph (c) of paragraph (A) of this Article (which period shall commence when such appointment takes effect) shall, in the first instance, be three years but the relevant Nominating Body or the Board as appropriate may from time to time and at any time extend (or further extend) such period of office or re-appoint that member provided that no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years.

39. APPOINTMENT OF THE CO-OPTED DIRECTORS

Subject to any directions of the Council in General Meeting, which may itself appoint the co-opted directors in accordance with the Regulations, the Board shall have power from time to time to appoint not more than two persons to hold office as co-opted directors for such period not exceeding three calendar years as the Board shall think fit.

THE CHAIRMAN

40. APPOINTMENT

Subject to any directions of the Council in General Meeting, the Chairman of the Council shall be appointed from among the members of the Council by those members of the Board who are in office when the vacancy occurs.

41. TERM OF CHAIRMAN'S OFFICE

(A) The Chairman shall hold office for such term not exceeding three calendar years as the directors appointing him may, subject to the directions of the Council in General Meeting, determine but the office of Chairman shall ipso facto be vacated if the person for the time being holding such office shall cease for any reason to be eligible to be a director of the Council.

(B) An outgoing Chairman or former Chairman shall be eligible for reappointment to that office but no person shall hold the office of Chairman for any period or total periods (whether consecutive or not) of more than six years.

42. CHAIRMAN AT EFFECTIVE DAY

The Chairman as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed the Chairman under Article 40 at the date when he in fact became the Chairman and he shall subject to Article 41 continue in office until the third anniversary of the appointment as such.

HONORARY PRESIDENT AND VICE-PRESIDENT OF THE COUNCIL

43. APPOINTMENT

(A) The Council in General Meeting may at any time and from time to time elect any person, whether or not he is a member of the Council or of the Board, to be an Honorary President or an Honorary Vice-President of the Council for such period of office as the Council in General Meeting may from time to time in its absolute discretion determine. The Honorary President and the Honorary Vice-President as at the Effective Day shall for all the purposes of these Articles be deemed to

have been appointed as such under Article 43 at the date when they were in fact appointed and shall continue in office subject to the remaining provisions of this Article.

(B) At any one time there shall not be more than one person holding office as Honorary President of the Council or more than six persons under the age of 75 holding office as Honorary Vice-Presidents of the Council.

(C) No person shall be capable of being appointed an Honorary Vice-President of the Council if at the time of his appointment he has attained the age of seventy-five.

(D) An Honorary Vice-President of the Council appointed after the Effective Day shall vacate his office upon attaining the age of seventy-five.

(E) The Council in General Meeting may at any time and without ascribing any reason remove the Honorary President or any Honorary Vice-President before the expiration of his period of office.

(F) An Honorary President or an Honorary Vice-President may at any time resign such office by notice in writing to the Board or the Council.

44. ATTENDANCE AT MEETINGS

The Honorary President and any Honorary Vice-President whether or not (in either case) he is a member of the Council or of the Board, shall be entitled to attend and to speak at any General Meeting of the Council but shall not by virtue of holding the office of Honorary President or Honorary Vice-President (as the case may be) be entitled to vote at any such General Meeting.

45. OFFICE NOT THAT OF DIRECTOR

The offices of the Honorary President and of an Honorary Vice-President shall not of themselves confer or impose upon the respective holders of such offices any powers, discretions or duties in relation to the affairs of the Council, and no holder of either such office shall, by virtue of holding the same, for any of the purposes of these Articles or of the Act be or be deemed to be a director.

POWERS OF THE BOARD OF DIRECTORS

46. Subject to the provisions of the Act and these Articles and to any direction given by special resolution of the Council the business of the Council shall be managed by the Board of Directors, which, in addition to exercising the powers and authorities expressly conferred upon the Board by these Articles, may exercise all such powers and discretions of the Council, and do all such acts and things, as may be exercised and done by the Council, and as are not by these Articles or by statute directed or required to be exercised by the Council in General Meeting.

47. SUPERVISION OF BOARD COMMITTEES

(A) The Board may delegate any of their powers to:-

(a) any Committee;

(b) any other committee consisting of one or more directors;

(c) the Chief Executive.

(B) Where by virtue of these Articles or the Regulations, any power or function is to be exercised or performed

by any Committee, such powers or functions, other than those relating to the election to an office which entitles the holder to act as director, shall be deemed exercisable through delegation by the Board and the provisions of this Article 47 shall apply.

(C) Any power or function delegated by the Board may be made subject to such general or special conditions the directors may impose and may be exercised or performed collaterally with or to the exclusion of the powers of the directors themselves but shall in any event be subject to alteration or revocation, by the Board (by way of amendment to the Regulations if applicable).

48. CASUAL VACANCY

Provided that there shall be not less than five directors in office, the members for the time being of the Board may act notwithstanding any vacancy or vacancies for the time being existing in the Board.

COMMITTEES

49. STANDING COMMITTEES

The following committees shall act as standing committees of the Board:-

(a) the Scottish Committee;

(b) the Northern Ireland Committee;

(c) the Finance Committee;

(d) the Registration Committee;

(e) the Standards Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE BOARD AND/OR THE COMMITTEES

50. DISQUALIFICATION

A person who is a member of the Board or of any Committee shall ipso facto cease to hold such office:-

(a) if for any reason he ceases to be a member of the Council;

(b) if he shall deliver at the office a notice in writing, signed by him and addressed to the Council, the Secretary, the Board or the relevant Committee, resigning such office;

(c) if by virtue of any provision of the Act or any other law he becomes disqualified from holding the office of director of the Council or becomes prohibited from being a director of any company;

(d) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;

(e) if 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 or, in Scotland an application for admission under the Mental Health (Scotland) Act 1960, or

(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;

(f) if, holding such office by virtue of any other office, (such as Chairman or Chief Executive) he shall cease to hold the latter office;

(g) if being a member by virtue of co-option under these Articles:-

(i) his period or co-option shall expire without renewal; or

(ii) if co-opted as a member of any other Committee, he shall cease to be a member of such other Committees.

PROCEEDINGS OF THE BOARD OF DIRECTORS

51. CONVENING MEETINGS

Any member of the Board may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Board.

52. NOTICE OF MEETINGS

Not less than two clear days' notice in writing of every meeting of the Board shall be given to all members and alternate members of the Board, other than to members and alternate members who are for the time being absent from the United Kingdom.

53. QUORUM

The quorum necessary for the transaction of the business of the Board shall be three or such other number as the Board may from time to time determine.

Any meeting of the Board at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Board.

54. VOTING

Questions arising at any meeting of the Board shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

55. CHAIRMAN

At every meeting of the Board the Chairman shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if the Chairman is not present, the members of the Board present at such meeting shall elect one of their number to be a chairman of such meeting.

56. REGULATE OWN PROCEEDINGS

Subject to the provisions of these Articles, the Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

57. DEFECTS IN APPOINTMENT

All acts bona fide done by any meeting of the Board, or by any person acting as a member (or alternate member) of the Board, shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member (or as the case may be alternate member) of the Board.

58. MINUTES

The Board shall cause proper minutes to be made of the proceedings of, and of the business transacted at, all General Meetings of the Council and all meetings of the Board or of any sub-committee thereof, and any minutes of any such General Meeting or meeting, if purported to be signed, by the chairman thereof, or by the chairman of the next succeeding such General Meeting or (as the case may be) meeting, shall be sufficient evidence without any further proof of the facts therein stated.

59. WRITTEN RESOLUTIONS

A resolution in writing signed by all the directors (or their respective alternates) of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted. Such resolution may consist of more than one document in like form each signed by one or more directors or their alternates and shall be deemed passed upon notification of all such signatories to the Chairman or the Secretary or the Chief Executive.

THE SCOTTISH COMMITTEE

60. MEMBERSHIP AT EFFECTIVE DAY

(A) As from and after the Effective Day the Scottish Committee shall continue as a standing Committee.

(B) Every member of the Scottish Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles

and shall continue as such a member from and after the Effective Day, subject to these Articles.

61. COMPOSITION

The Scottish Committee shall consist of:-

(a) every person who is for the time being a member of the Council by virtue of any nomination in Category (B) of Article 9 ("Nominating Bodies");

(b) every person who is for the time being a member of the Council pursuant to a resolution of a special majority of the Scottish Committee under paragraph (A) of Article 13 ("Scottish Committee and Northern Ireland Committee");

(c) the person (if any) who is for the time being both a member of the Council pursuant to paragraph (B) of Article 13 and the Chairman of the Scottish Committee by virtue of paragraph (C) of Article 62 ("Appointment and Term").

THE CHAIRMAN OF THE SCOTTISH COMMITTEE

62. APPOINTMENT AND TERM

(A) The Scottish Committee may from time to time resolve, subject to the provisions of this Article 62, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is already a member of the Scottish Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is not already a member of the Scottish Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the Members' Register pursuant to Articles 7 ("Admission to Membership") and 13 ("Scottish Committee and Northern Ireland Committee").

(D) Subject to paragraph (E) of this Article 62, the period of office as the Chairman of the Scottish Committee of any person appointed to that office in accordance with paragraph (A) of this Article (which period shall commence when such appointment takes effect) shall, in the first instance be three years or such lesser period (if any) as may be specified by such resolution but the Scottish Committee may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as such resolution shall specify.

(E) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Scottish Committee at the same time; and

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years.

(F) The Chairman of the Scottish Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and

after the Effective Day, subject to the provisions of this Article and of Article 63 ("Vacating Office").

63. VACATING OFFICE

Without prejudice to Article 50, the office of the Chairman of the Scottish Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason cease to be a member of the Scottish Committee.

64. CHAIRMAN VACATES OFFICE

The office of a member of the Scottish Committee shall *ipso facto* be vacated, if, holding the office of Chairman of the Scottish Committee pursuant to an appointment effected in accordance with paragraph (A) of Article 62 ("Appointment and Term"), his period of office (or extended period of office) as such Chairman expires (without extension or further extension thereof) or is terminated for any reason.

POWERS OF THE SCOTTISH COMMITTEE

65. THE SCOTTISH REGISTER

The Scottish Committee, in addition to exercising the other powers and authorities expressly conferred upon the Scottish Committee by these Articles or by delegation from the Board, shall, as the Regulations may from time to time specify, be responsible on behalf of the Council for the maintenance of the Scottish Register, and for the exercise of all powers which are vested in the Council in relation to the Scottish Register by paragraphs (2), (3) and (4) of Clause 3(B) of the Memorandum of Association of the Council, or which, being in any way incidental to the maintenance of the Scottish Register or to any of the powers

aforesaid, may be exercised by the Council Provided always that nothing in this Article contained shall enable the Scottish Committee to exercise any of the powers and authorities which are by these Articles expressly authorised, directed or required to be exercised or done by the Board or any other Committee of the Board save as the Board may from time to time specify by Regulations.

66. CASUAL VACANCIES

Subject to the provisions of these Articles relating to the quorum for meetings of Committees, the members for the time being of the Scottish Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Scottish Committee.

THE NORTHERN IRELAND COMMITTEE

67. MEMBERSHIP AT EFFECTIVE DAY

(A) As from the Effective Day the Northern Ireland Committee shall continue as a standing Committee.

(B) Every member of the Northern Ireland Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles, and shall continue as such a member from and after the Effective Day, subject to these Articles.

68. COMPOSITION

The Northern Ireland Committee shall consist of:-

(a) every person who is for the time being a member of the Council by virtue of any nomination in Category (C) of Article 9 ("Nominating Bodies");

(b) every person who is for the time being a member of the Council pursuant to a resolution of a special majority of the Northern Ireland Committee under paragraph (A) of Article 13 ("Scottish Committee and Northern Ireland Committee");

(c) the person (if any) who is for the time being both a member of the Council pursuant to paragraph (C) of the said Article 13 and the Chairman of the Northern Ireland Committee by virtue of Article 69 ("Appointment and Term").

THE CHAIRMAN OF THE NORTHERN IRELAND COMMITTEE

69. APPOINTMENT AND TERM

(A) The Northern Ireland Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is already a member of the Northern Ireland Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is not already a member of the Northern Ireland Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the Members' Register pursuant to Articles 7

("Admission to Membership") and 13 ("Scottish Committee and Northern Ireland Committee").

(D) Subject to paragraph (E) of this Article, the period of office as the Chairman of the Northern Ireland Committee of any person appointed to that office in accordance with paragraph (A) of this Article (which period shall commence when such appointment takes effect) shall, in the first instance be three years or such lesser period (if any) as may be specified by such resolution but the Northern Ireland Committee may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as the resolution shall specify.

(E) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Northern Ireland Committee at the same time; and

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years.

(F) The Chairman of the Northern Ireland Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day, subject to the provisions of this Article and of Article 70 ("Vacating Office").

70. VACATING OFFICE

Without prejudice to Article 50 ("Disqualification

etc.") , the office of Chairman of the Northern Ireland Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason cease to be a member of the Northern Ireland Committee.

71. CHAIRMAN VACATES OFFICE

The office of a member of the Northern Ireland Committee shall ipso facto be vacated, if, holding the office of Chairman of the Northern Ireland Committee pursuant to an appointment effected in accordance with paragraph (A) of Article 69 ("Appointment and Term") his period of office (or extended period of office), as such Chairman expires (without extension or further extension thereof), or is terminated for any reason.

POWERS OF THE NORTHERN IRELAND COMMITTEE

72. THE NORTHERN IRELAND REGISTER

The Northern Ireland Committee, in addition to exercising the other powers and authorities expressly conferred upon the Northern Ireland Committee by these Articles or by delegation from the Board, shall, as the Regulations may from time to time specify, be responsible on behalf of the Council for the maintenance of the Northern Ireland Register, and for the exercise of all powers which are vested in the Council in relation to the Northern Ireland Register by paragraphs (2), (3) and (4) of Clause 3(B) of the Memorandum of Association of the Council or which, being in any way incidental to the maintenance of the Northern Ireland Register, or to any of the powers aforesaid, may be exercised by the Council Provided always that nothing in this Article contained shall enable the Northern Ireland Committee to exercise any

of the powers and authorities which are by these Articles expressly authorised, directed or required to be exercised or done by the Board or any other Committee of the Board save as the Board may from time to time specify by Regulations.

73. CASUAL VACANCIES

Subject to the provisions of these Articles relating to the quorum for meetings of Committees, the members for the time being of the Northern Ireland Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Northern Ireland Committee.

THE FINANCE COMMITTEE

74. MEMBERSHIP AT EFFECTIVE DAY

(A) As from the Effective Day the Finance Committee shall continue as a standing Committee.

(B) Every member of the Finance Committee as at the Effective Day, who became such a member pursuant to any provision of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles and shall continue as such a member from and after the Effective Day, subject to these Articles.

75. COMPOSITION

The Finance Committee shall consist of:-

(a) the Chairman of the Council;

(b) the Chief Executive;

(c) subject to paragraph (B) of Article 76 ("Appointment of Members"), not more than one person who is for the time being a member of the Scottish Committee;

(d) subject to paragraph (B) of Article 76 ("Appointment of Members"), not more than one person who is for the time being a member of the Northern Ireland Committee;

(e) not more than five other persons being members of the Council.

76. APPOINTMENT OF MEMBERS

(A) The Board shall from time to time after consultation with the Finance Committee choose in accordance with the Regulations the members of the Finance Committee referred to in paragraph (e) of Article 75 ("Composition"), and may at any time terminate the tenure of office of any such member.

(B) Without prejudice to its general powers of co-option, the Finance Committee may from time to time by resolution expressly referring to this paragraph (B) co-opt any person who is for the time being a member of the Scottish Committee and any person who is for the time being a member of the Northern Ireland Committee for such term of office, not exceeding three years as, subject to Article 3 ("Disqualification from and cessation of Membership of the Board and/or the Committees") and to any directions of the Board, the Finance Committee shall in its absolute discretion determine at the time of co-option. Provided that no person shall be so co-opted under this paragraph (B) unless he has previously been recommended for such co-option by a resolution of the Scottish Committee or (as the case may be) of the Northern Ireland Committee.

77. THE CHAIRMAN OF THE FINANCE COMMITTEE

(A) The Chairman of the Finance Committee shall be such member of the Finance Committee as the Board may from time to time appoint and who shall be one of the persons who are for the time being Members of the Council pursuant to the nomination under Article 9(E) Category A by the House Builders Federation.

(B) Subject to paragraph (C) of this Article, the period of office as the Chairman of the Finance Committee of any person appointed to that office in accordance with paragraph (A) of this Article (which period shall commence when such appointment takes effect) shall, in the first instance, be three years or such lesser period (if any) as may be specified by the Board but the Board may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as the resolution shall specify.

(C) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Finance Committee at the same time; and

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years.

(D) The Chairman of the Finance Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and

after the Effective Day, subject to the provisions of this Article.

(E) Without prejudice to Article 50 ("Disqualification"), the office of the Chairman of the Finance Committee shall be vacated by the person for the time being holding that office if that person shall for any reason cease to be a member of the Finance Committee.

POWERS OF THE FINANCE COMMITTEE

78. REGULATIONS TO SPECIFY

The Finance Committee shall have such responsibilities and powers in relation to the financial affairs of the Council as the Board may by Regulation specify.

79. CASUAL VACANCIES

Subject to the provisions of these Articles relating to the quorum for meetings of Committees, the members for the time being of the Finance Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Finance Committee.

THE REGISTRATION COMMITTEE

80. MEMBERSHIP AT EFFECTIVE DAY

(A) As from the Effective Day the Registration Committee shall continue as a standing Committee.

(B) Every member of the Registration Committee as at the Effective Day, who became such a member pursuant to any provision of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to

have become such a member pursuant to the corresponding provision or provisions of these Articles and shall continue as such a member from and after the Effective Day, subject to these Articles.

81. COMPOSITION

(A) The members of the Registration Committee shall be:-

(a) the Chairman of the Council;

(b) the Chief Executive;

(c) not less than three members of the Council chosen by the Board, after consultation with the Nominating Bodies named in the Regulations, from among those persons who hold membership of the Council by virtue of nominations made under Article 9 ("Nominating Bodies") by the Nominating Bodies concerned, one of whom shall be the nominee of the Law Society;

(d) one person nominated by each of the Scottish Committee and the Northern Ireland Committee.

(B) Subject to Article 50 ("Disqualification from and cessation of Membership of the Board and/or the Committees") the office of a member of the Registration Committee shall ipso facto be vacated:

(a) if, holding office by appointment of the Board, such member shall be removed from the Board; or

(b) if nominated by either of the Scottish Committee or the Northern Ireland Committee, such nomination shall at any time be withdrawn by the relevant Committee.

82. CHAIRMAN OF THE REGISTRATION COMMITTEE

(A) The Chairman of the Registration Committee shall be such member of the Registration Committee as the Board may from time to time appoint and who shall be one of the persons who are for the time being Members of the Council pursuant to the nomination under Article 9(E) Category A by the Council of Mortgage Lenders.

(B) Subject to paragraph (C) of this Article, the period of office as the Chairman of the Registration Committee of any person appointed to that office in accordance with paragraph (A) of this Article (which period shall commence when such appointment takes effect) shall, in the first instance, be three years or such lesser period (if any) as may be specified by the Board but the Board may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as the resolution shall specify.

(C) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Registration Committee at the same time; and

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years.

(D) The Chairman of the Registration Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day, subject to the provisions of this Article.

(E) Without prejudice to Article 50 ("Disqualification"), the office of the Chairman of the Registration Committee shall be vacated by the person for the time being holding that office if that person shall for any reason cease to be a member of the Registration Committee.

POWERS OF THE REGISTRATION COMMITTEE

83. REGULATIONS TO SPECIFY

The Registration Committee shall have such powers and responsibilities in relation to, inter alia, the English Register as may be determined from time to time in accordance with the Regulations.

84. CASUAL VACANCIES

Subject to the provisions of these Articles relating to the quorum for meetings of Committees, the members for the time being of the Registration Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Registration Committee.

THE STANDARDS COMMITTEE

85. MEMBERSHIP AT EFFECTIVE DAY

(A) As from the Effective Day the Standards Committee shall continue as a standing Committee.

(B) Every member of the Standards Committee as at the Effective Day, who became such a member pursuant to any provision of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding

provision or provisions of these Articles and shall continue as such a member from and after the Effective Day, subject to these Articles.

86. COMPOSITION

(A) The members of the Standards Committee shall be:

(a) the Chairman of the Council;

(b) the Chief Executive;

(c) one person nominated in accordance with the Regulations by each of the Scottish Committee and the Northern Ireland Committee;

(d) not less than three members of the Council chosen by the Board after consultation with the Nominating Bodies named in the Regulations from among those persons who hold membership of the Council by virtue of nominations made under Article 9 ("Nominating Bodies") by the relevant Nominating Bodies, one of whom shall be the nominee of the Consumers Association.

(B) Subject to Article 50 ("Disqualification from and cessation of Membership of the Board and/or the Committees") the office of a member of the Standards Committee shall ipso facto be vacated:

(a) if, holding office by appointment of the Board, such member shall be removed from the Board;

(b) if nominated by either of the Scottish Committee or the Northern Ireland Committee, such nomination shall at any time be withdrawn by the relevant Committee.

87. CHAIRMAN OF THE STANDARDS COMMITTEE

(A) The Chairman of the Standards Committee shall be such member of the Standards Committee as the Board may from time to time appoint and who shall be one of the persons who are for the time being Members of the Council pursuant to the nomination under Article 9(E) Category A by the House Builders Federation.

(B) Subject to paragraph C of this Article, the period of office as the Chairman of the Standards Committee of any person appointed to that office in accordance with paragraph (A) of this Article (which period shall commence when such appointment takes effect) shall, in the first instance, be three years or such lesser period (if any) as may be specified by the Board but the Board may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as the resolution shall specify.

(C) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Standards Committee at the same time; and

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years.

(D) The Chairman of the Standards Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day, subject to the provisions of this Article

(E) Without prejudice to Article 50 ("Disqualification"), the office of the Chairman of the Standards Committee shall be vacated by the person for the time being holding that office if that person shall for any reason cease to be a member of the Standards Committee.

POWERS OF THE STANDARDS COMMITTEE

88. REGULATIONS TO SPECIFY

The Standards Committee shall have such powers and responsibilities in relation to, inter alia, the technical standards fixed by the Council as the Regulations may from time to time specify.

89. CASUAL VACANCIES

Subject to the provisions of these Articles relating to the quorum for meetings of Committees, the members for the time being of the Standards Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Standards Committee.

PROCEEDINGS OF COMMITTEES

90. APPOINTMENT OF FURTHER SUB-COMMITTEES

Any Committee or other sub-committee established by the Board may itself from time to time constitute further sub-committees of each such sub-committee, consisting in each case of such member or members of the Council (none of whom need necessarily be a member of the appointing or any other sub-committee), as the appointing sub-committee may think fit; to dissolve any sub-committee so constituted; to delegate to any such sub-committee all or any of the powers and discretions for the time being vested in that sub-committee

pursuant to these Articles, to reconstitute any such sub-committee; and to revoke any such delegation as aforesaid.

91. CO-OPTION

Any Committee or sub-committee shall subject to the Regulations have power from time to time to co-opt any person for such period as the relevant committee shall think fit to assist in their deliberations.

92. APPLICATION OF ARTICLES 51 TO 59 INCLUSIVE

The provisions of Articles 51 to 59 inclusive ("Proceedings of the Board of Directors") shall apply mutatis mutandis to all proceedings of any Committee and any other sub-committee referred to in these Articles.

THE REGULATIONS

93. POWER TO MAKE REGULATIONS

The Board may subject to any direction of the Council in General Meeting make Regulations binding on all members and Committees and other sub-committees referred to in these Regulations for the following purposes:-

(a) prescribing the forms for application for membership and for nomination, election or removal of a member of the Council;

(b) delegating any functions of the Council to and fixing the power and responsibilities of any Committees;

(c) giving effect to any provision of these Articles including without limitation provisions expressly requiring matters to be conducted in accordance with the Regulations;

(d) promulgation of the Regulations themselves.

94. REGULATIONS IN CONFLICT WITH ARTICLES

If there shall be any conflict between these Articles and the Regulations, the provisions of the Articles shall prevail and any ambiguity or dispute shall be resolved by the Board.

THE SEAL

95. USE OF SEAL

Unless otherwise resolved by the Board, two members of the Board and the Secretary shall sign every instrument to which the Seal is affixed or which is executed as a deed.

EXECUTIVE OFFICERS OF THE COUNCIL

96. THE CHIEF EXECUTIVE

(A) The senior executive officer of the Council shall be known as the Chief Executive.

(B) Save as otherwise expressly provided by or pursuant to these Articles, the Board, and any sub-committee thereof, may entrust to the Chief Executive any of the powers and discretions for the time being vested in or delegated to such Board or Sub-Committee (as the case

may be) upon such terms and conditions and subject to such restrictions as the Board or Sub-Committee (as the case may be) may think fit.

(C) The Chief Executive shall be such person as shall from time to time be appointed in that behalf by, and his appointment shall be decided by, the Board which may at any time revoke any such appointment, but without prejudice to any rights of compensation which the appointee may have in respect of such revocation under any agreement between himself and the Council.

(D) The person holding the office of Chief Executive as at the Effective Day shall be deemed to have been appointed as the Chief Executive pursuant to paragraph (C) of this Article upon the terms regulating his appointment as such Chief Executive at the Effective Day.

97. THE SECRETARY

The provisions of Sections 283 and 290 of the Act, relating to the Secretary, shall be observed.

OBSERVERS AT GENERAL MEETINGS

98. REGULATIONS

The Board shall by the Regulations provide as they shall think appropriate for attendance at such Meetings by observers on behalf of one or more of the Ministers or other persons whose attendance may be considered advantageous to the Council.

ACCOUNTS

99. STATUTORY PROVISIONS

The Board shall ensure that books of account are kept in accordance with the Act. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Council except as conferred by statute or authorised by the directors by the Regulations or by ordinary resolution of the Council.

NOTICES

100. *IN WRITING*

Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

101. NOTICES

The Council may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Council an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Council.

102. MEMBERS PRESENT

A member present at any meeting of the Council shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

103. SERVICE BY POST

Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

104. NOTICE OF GENERAL MEETING

Notice of every General Meeting shall be given to:-

(a) every member of the Council except those members who (having no registered address within the United Kingdom) have not supplied to the Council an address within the United Kingdom for the giving of notices to them; and

(b) the Auditors for the time being of the Council.

Subject to the Regulations, no other person shall be entitled to receive notices of General Meetings.

GENERAL

105. INDEMNITY

Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer of the Council shall be indemnified out of the assets of the Council against any losses or liabilities which he may sustain or incur in or about or in connection with the execution of the duties in his office, 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 727 of the Act in which relief is granted to him by the Court. No director or other officer of the Council shall be liable for any loss, damage or liability which may accrue to or be incurred by the Council in the execution of or in relation to the duties of his office. This Article shall only have effect insofar as its provisions are not rendered void by Section 310 of the Act.

106. WINDING UP AND DISSOLUTION

Clause 9 of the Memorandum of Association of the Council, relating to the winding up and dissolution of the Council, shall have effect as if the same were repeated in these Articles.

Adopted this 23rd day of March 1992

NATIONAL HOUSE BUILDING COUNCIL - COMPANY NUMBER 320784

ANNUAL GENERAL MEETING OF THE COUNCIL
HELD ON MONDAY 21ST NOVEMBER 1994

Amendments to Memorandum and Articles of Association

By Special Resolution the Company in general meeting resolved that:

a) Paragraphs 3(A) and 3(B)(6), (11), (13), and (20) of the Memorandum of Association be amended so that those paragraphs in the right hand column of the appendix to this paper be substituted for the existing paragraphs numbered above and which are shown for ease of reference in the left hand column of the appendix;

b) A new paragraph 3(B)(22) be inserted in the Memorandum of Association the terms of which are shown in the right hand column of the appendix and numbered 3(B)(22);

c) The existing paragraph 3(B)(22) in the Memorandum of Association be re-numbered 3(B)(23);

d) Article 38(A) in the Articles of Association be amended so that the paragraph in the right hand column of the appendix be substituted for the existing paragraph of that number;

e) A new sub-Article 38(A)(f) be inserted in the Articles of Association the terms of which are shown in the right hand column of the appendix and numbered 38(A)(f)".

Dated: 21st November 1994.

Signed: M.A. Jones
Company Secretary

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Appendix to Resolution

NHBC MEMORANDUM OF ASSOCIATION

	Existing	Proposed
3(A)	The object for which the Council is established is the improvement of the building industry (including alteration or extension of all forms of home accommodation) and the provision of ancillary services to the industry and to purchasers of new and existing homes.	The object for which the Council is established is the improvement of the building industry *which term shall for the avoidance of doubt include the building industry overseas* (including alteration or extension of all forms of *building*) and the provision of ancillary services to the industry and to purchasers of new and and existing *buildings*.
3(B)(6)	To conduct and hold, and to sponsor, encourage and assist in the conducting and holding of surveys, investigations and inquiries on a local or national scale of and into matters affecting the standard of design and of the workmanship and materials employed in buildings and any technical, scientific or other problems associated therewith.	To conduct and hold, and to sponsor, encourage and assist in the conducting and holding of surveys, investigations and inquiries on a local or national *or international* scale of and into matters affecting the standard of design and of the workmanship and materials employed in buildings and any technical, scientific or other problems associated therewith.
3(B)(11)	To insure the Council against or in respect of any liabilities or contingent or potential liabilities of or in any way undertaken by the Council and in particular but without prejudice to the generality of the foregoing, against or in respect of any liabilities incurred or undertaken by the Council pursuant to	To insure the Council against or in respect of any liabilities or contingent or potential liabilities of or in any way undertaken by the Council and in particular but without prejudice to the generality of the foregoing, against or in respect of any liabilities incurred or undertaken by the Council

	any of the powers of the Council under paragraphs (2) and (4) of this sub-clause (B).	pursuant to any of the powers of the Council under ~~paragraphs (2) and (4) of~~ this sub-clause (B).
3(B)(13)	To establish, maintain, control and manage branches of the Council in any part of the United Kingdom, and from time to time to determine the constitutions, rights, privileges and obligations of such branches, and when thought fit, to dissolve such branches or to modify such constitutions, privileges and obligations.	To establish, maintain, control and manage branches of the Council ~~in any part of the United Kingdom~~, and from time to time to determine the constitutions, rights, privileges and obligations of such branches, and when thought fit, to dissolve such branches or to modify such constitutions, privileges and obligations.
3(B)(20)	To provide loans, bonds, assurities, warranties, guarantees, and indemnities whether secured or not and other financial services to local or public authorities, builders and developers and to purchasers and lessees of buildings built by such authorities, builders and developers for the purposes of or in connection with the funding, guaranteeing or assisting completion or repair of any such buildings or of services or facilities connected therewith, whether or not any such work is carried out at the instigation of the Council or any third party.	To *insure and re-insure and to* provide loans, bonds, sureties, warranties, guarantees and indemnities whether secured or not and other financial services ~~to local or public authorities, builders and developers and to purchasers and lessees of buildings built by such authorities, builders, and developers~~ *for the benefit of any person or company, organisation undertaking or authority (whether private or public)* for the purposes of or in connection with the funding, *insuring or* guaranteeing of *any business operation or programme being conducted for purposes similar to those set out in paragraph 3(A) herein* or *for* assisting *with the* completion or repair of any buildings or of services or facilities connected therewith, whether or

		not any such work is carried out at the instigation of the Council or any third party.
No Equivalent	3(B)(22)	*To incorporate under the laws of any country a company or companies and to hold and dispose of all or part of the share capital of such company or companies; to acquire hold and dispose of all or part of the share capital of any company or companies whether or not such company or companies are or are deemed to be a subsidiary of the Council; to enter into partnerships, joint ventures or co-operative arrangements with any third party or parties whether such party or parties are individuals or incorporated bodies; to fund in whole or in part any such company partnership joint venture or co-operative arrangement on such terms as appear expedient.*

ARTICLES OF ASSOCIATION

38.

MEMBERSHIP OF THE BOARD

(A)	As from the Effective Day the Council shall have a Board of Directors consisting of not more than 13 persons eligible to hold such office namely:.....	As from the Effective Day the Council shall have a Board of Directors consisting of not more than 15 persons eligible to hold such office namely:.....
38(A)(f)	No equivalent sub-paragraph.	Not more than 2 persons chosen by the Board who for the time being are employed by the Council under a contract of service.

2605784

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

NATIONAL HOUSE BUILDING COUNCIL

(As amended by Special Resolutions passed
respectively on the 25th day of July 1968
on 6th September 1973
on 7th December 1981
on 21st November 1986
on 30th November 1988
on 23rd March 1992
and on 21st November 1994

1. The name of the Company (hereinafter called "the Council") is "NATIONAL HOUSE-BUILDING COUNCIL".

2. The registered office of the Council will be situate in England.

3(A) The object for which the Council is established is the improvement of the building industry which term shall for the avoidance of doubt include the building industry overseas (including in such industry the building or alteration or extension of all forms building) and the provision of ancillary services to the industry and to purchasers of new and existing buildings.

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COMPANIES HOUSE 07/02/95

(B) The Council shall have the following powers, all of which shall be ancillary to the object set forth in sub-clause (A) hereof and exercisable in the furtherance of such object but for no other purpose whatsoever, that is to say:-

(1) To establish and maintain in such manner as the Council may from time to time think fit, Registers containing the names of builders and developers who in the opinion of the Council observe and maintain sufficiently high standards of building.

(2) To make, and from time to time in the discretion of the Council to add to, amend and revoke, and to operate, enforce, observe and comply with, such conditions or rules as the Council may think fit for regulating the establishment and maintenance of the above mentioned Registers and for prescribing the rights and obligations of the Council against and to such builders and developers, and for any other purposes in any way connected with or referable to such Registers, or with or to buildings erected by such builders and developers, as the Council may think desirable.

(3) To prescribe or otherwise provide for the manner in which and the terms upon which applications should or may be made by builders and developers for entry of the names on the above-mentioned Registers, the manner in which such applications should or may be considered and determined upon by the Council, and the pre-requisites which should be or may be

required to be satisfied before acceptance by the Council of such applications.

(4) To promote, enter into and carry on schemes under which the Council may or will accept responsibility, to purchasers and lessees of buildings from builders and developers whose names are entered on the above-mentioned Registers, for defects in the buildings so purchased or leased, or for loss or damage suffered otherwise howsoever by such purchasers and lesses in consequence of any defaults by such builders and developers.

(5) To promote, encourage and in any way finance research into and interest in matters affecting standards in the design of buildings and in the workmanship and materials used in buildings, and any technical, scientific or other problems associated therewith, and for such purposes as aforesaid, but without prejudice to the generality of the foregoing, to provide and assist in the provision of scholarships, fellowship, study groups, lectures and seminars.

(6) To conduct and hold, and to sponsor, encourage and assist in the conducting and holding of surveys, investigations and inquiries on a local national or international scale of and into matters affecting the standard of design and of the workmanship and materials employed in buildings and any technical, scientific or other problems associated therewith.

(7) To print, publish, issue, circulate, and sell or otherwise dispose of papers, periodicals, books, circulars and other literature, and generally to undertake programmes of publicity, with a view to promoting understanding of the work of the Council, or to providing information and guidance to builders and developers and others as to the nature of, and as to the desirability of adopting observing and maintaining, proper standards in building, or otherwise with a view to promoting the object of the Council.

(8) To hold, associated with, sponsor and promote periodical and other congresses, conferences and public meetings for ventilation and discussion of, or otherwise relating to , the adoption observance and maintenance of higher standards of building.

(9) To promote support and encourage any policies which will or may affect or tend to affect standards of building, and for this purpose, or otherwise with a view to promoting the object of the Council, to advise or co-operate with any Government Department or public or private authority, society, association, body or individual.

(10) To provide, and to assist, promote and encourage in the provision of, facilities for the education and training, in subjects involving the study of or research into the standards of design of buildings and of the standards of workmanship and materials employed or employable in building, of persons engaged

in or associated with, or likely to be engaged in or associated with the building industry.

(11) To insure the Council against or in respect of any liabilities or contingent or potential liabilities of or in any way undertaken by the Council and in particular, but without prejudice to the generality of the foregoing, against or in respect of any liabilities incurred or undertaken by the Council pursuant to any of the powers of the Council under this sub-clause (B).

(12) To establish and maintain or procure the establishment and maintenance of any pension or superannuated funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, and to make payments for or towards the insurance of, any employees or ex-employees of Council and relations, connection and dependants of any such employees or ex-employees.

(13) To establish, maintain, control and manage branches of the Council and from time to time to determine the constitutions, rights, privileges and obligations of such branches, and when thought fit, to dissolve such branches or to modify such constitutions, privileges and obligations.

(14) To apply for, collect, organise the collection of, and receive, from private individuals, corporations and from any other source or courses, donations, grants, subscriptions and

other financial assistance, and generally to raise funds for the purposes of the Council in such ways as the Council may think fit.

(15) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Council.

(16) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Council.

(17) To undertake and execute any charitable trust which may lawfully be undertaken by the Council.

(18) To borrow or raise money on such terms and on such security as may be thought fit.

(19) To invest the money of the Council not immediately required for its purposes in or upon such investments, securities or property as may be though fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(20) To insured and re-insure and to provide loans, bonds, sureties, warranties, guarantees, and indemnities whether secured or not and other financial services for the benefit of any person or company, organisation undertaking or

authority (whether private or public) for the purposes of or in connection with the funding, insuring or guaranteeing of any business operation or programme being conducted for purposes similar to those set out in paragraph 3(A) herein or for assisting with the completion or repair of any such buildings or of services or facilities connected therewith, whether or not any such work is carried out at the instigation of the Council or any third party.

(21) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

(22) To incorporate under the laws of any country a company or companies and to hold and dispose of all or part of the share capital of such company or companies; to acquire hold and dispose of all or part of the share capital of any company or companies whether or not such company or companies are or are deemed to be a subsidiary of the Council; to enter into partnerships, joint ventures or co-operative arrangements with any third party or parties whether such part or parties are individuals or incorporated bodies; to fund in whole or in part any such company partnership joint venture or co-operative arrangement on such terms as appear expedient.

(23) To do all such other things as are incidental or conductive to the attainment of the object of the Council.

PROVIDED ALWAYS THAT notwithstanding anything hereinbefore on this Clause 3 contained:-

I) In case the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

II) The Council shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Council would make it a Trade Union.

III) In case the Council shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or of the Secretary of State for Education and Science, the Council shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Directors of the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipt, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of

Directors have been if no incorporation had been effected and the incorporation of the Council shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Board of Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Council were not incorporated.

4. The income and property of the Council howsoever derived shall be applied solely towards the promotion of the object of the Council as set forth in this Memorandum and Association and no portion thereof shall be paid or transferred to the Members of the Council.

Provided that nothing herein contained shall prevent the Council from paying a member of the Council:-

(a) reasonable expenses (including the expenses of attending any meeting of the Council, its committees or Sub-Committees, and travelling and other out-of-pocket expenses) incurred in the performance of his duties as such Member;

(b) a reasonable remuneration for services rendered to the Council by such Member whether or not related to his position as a Member;

(c) interest at a rate not exceeding the Clearing Bank rate for lending on money lent to the Council, or a reasonable rent for premises let to the Council, by such Member.

5. Clause 4 of this Memorandum contains conditions the fulfilment of which enables the Council to omit the word "limited" from its name pursuant to Section 30 of the Companies Act 1985.

6. The liability of the Members is limited.

7. Every member of the Council undertakes to contribute to the assets of the Council in the event of the same being would up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Council, contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

8. If upon the winding up or dissolution of the Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Council, but shall be given or transferred to some other institution or institutions having charitable objects similar to the object of the Council, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Council under or by virtue of Clause 4 hereof, such institutions of institutions to be determined by the Members of the Council as on before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

NATIONAL HOUSE BUILDING COUNCIL

(Adopted by Special Resolution passed on 23rd March 1992 and amended by Special Resolution on 21st November 1994)

PRELIMINARY

1. DEFINITIONS AND INTERPRETATION

(A) In these Articles, unless inconsistent with the subject or context:-

the "Act"	means the Companies Act 1985 as amended
"Articles"	means the Articles of Association of the Council and in force from time to time and "Article" shall be construed accordingly
the "Board"	means the Board of Directors of the Council

"Committee"	means any of the Scottish Committee, the Northern Ireland Committee, the Finance Committee, the Registration Committee or the Standards Committee and any other committee established as a sub-committee of the Board
"Category (A)" "Category (B)" "Category (C)"	means Category (A),Category (B) and Category (C) in paragraph (E) of Article 9 and reference to persons nominated for membership in any such category shall be construed accordingly.
the "Chairman"	means the Chairman for the time being of the Council
the "Council"	means National House-Building Council
"Effective Day"	means the date of adoption of these Articles
the "English Register"	means the Register of builders and developers operating as such in England and Wales (or any part thereof), maintained by the Council pursuant to Article 5

the "Finance Committee"	means the Finance Committee for the time being of the Board
"General Meeting"	means a general meeting of the Council
the "Housing Minister"	means the Secretary of State for the Environment for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Board, the appropriate functions of the Secretary of State)
"in writing"	means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in visible form
"Members' Registers"	means the Register of the members of the Council
the "Ministers"	means and includes the Housing Minister, the Scottish Minister and the Northern Ireland Minister
"Nominating Bodies"	means the persons and bodies who from time to time are specified as Nomination Bodies by or

	pursuant to Article 9 and "Nominating Body" shall be construed accordingly
the "Northern Ireland Committee"	means the Northern Ireland Committee for the time being of the Board
the "Northern Ireland Minister"	means the Secretary of State for Northern Ireland (or such other Minister (if any) as may for the time being be performing, in the opinion of the Northern Ireland Committee, the appropriate functions of that Minister)
the "Northern Ireland Register"	means the Register of builders and developers operating as such in Northern Ireland (or any part thereof), maintained by the Council pursuant to Article 5.
the "Office"	means the registered office for the time being of the Council
the "Registration Committee"	means the Registration Committee for the time being of the Board
the "Regulations"	means the Regulations made by the Board under Article

	93 as amended and in force from time to time
the "Scottish Committee"	means the Scottish Committee for time being of the Board
the "Scottish Minister"	means the Secretary of State for Scotland for the time being (or such other Minister (if any) as may for the time being be performing, in the opinion of the Scottish Committee, the appropriate functions of that Secretary of State)
the "Scottish Register"	means the Register of builders and developers operating as such in Scotland (or any part thereof), maintained by the Council pursuant to Article 5
the "Seal"	means the common seal of the Council
the "Secretary"	includes any assistant or deputy Secretary or other person for the time being authorised to perform any of the duties of the Secretary of the Council and, where two or more persons have been appointed

	to act as Joint Secretaries, includes any one or more of such persons
the "Standards Committee"	means the Standards Committee for the time being of the Board
"Special Majority"	means the affirmative vote of two-thirds of the persons for the time being entitled to vote on the relevant resolution
the "United Kingdom"	means the United Kingdom of Great Britain and Northern Ireland

(B) In these Articles, unless inconsistent with the subject or context:-

(a) words importing the singular include the plural and vice-versa;

(b) words importing the masculine gender include the feminine gender;

(c) "person" excludes a body corporate, and words importing persons shall be construed accordingly.

(c) Subject to paragraph (A) of this Article, any words or expressions defined in the Act shall, unless inconsistent with the subject or context, bear the same meaning in these Articles.

2. EXCLUSION OF TABLE A AND TABLE C

The Regulations in Table A and Table C (as prescribed by regulations made under Section 8 of the Act) shall not apply to the Council but these Articles shall (to the exclusion of such Regulations and any previous Articles of Association) constitute the Articles of Association of the Council.

3. OFFICE

The Office shall be in such place within England and Wales as the Board may from time to time appoint.

4. MEMBERS' REGISTER

The Council shall keep and the Secretary shall maintain a register of the members of the Council in accordance with Section 352 of the Act.

5. REGISTERS OF BUILDERS

Pursuant to the Memorandum of Association of the Council, the Board shall make provision by Regulation for the maintenance of Registers containing the names of builders and developers who in the opinion of the Council observe and maintain sufficiently high standards of building.

MEMBERS

6. NUMBER AND CLASSES OF MEMBERS

(A) There shall be two main classes of member of the Council, voting and non-voting. Within each class,

certain members are accorded different rights and powers (and are sometimes in these Articles treated as different categories) but such classes, categories, rights and powers may be varied or abrogated by any special resolution which amends the Articles of whether or not such amendment was sanctioned or approved by the classes or categories of members affected thereby.

(b) Admission to membership shall be governed by these Articles and subject to these Articles there shall be no maximum number of members in any class.

(C) Only individuals are eligible for admission to membership of the Council and two or more persons may not hold membership jointly. Bodies corporate may not be members.

(D) Membership of the Council shall not be transferable or transmissible.

7. ADMISSION TO MEMBERSHIP

(A) Admission to membership shall only be by entry in the Members' Register upon written application made or deemed made in accordance with the Regulations following:-

i) nomination by a Nominating Body (Article 9);

ii) appointment as Chief Executive of the Council (Article 10);

iii) resolution of the Council (Article 11);

iv) resolution of the Board (Article 12);

v) resolution by a special majority of the Scottish Committee or appointment as Chairman of the Scottish Committee (Article 13); or

vi) resolution by a special majority of the Northern Ireland Committee or appointment as Chairman of the Northern Ireland Committee (Article 13),

in accordance with these Articles.

(B) The Board shall cause the Secretary to enter in the Members' Register the names of applicants for membership who have satisfied the Secretary or the Board that the conditions for membership under these Articles have been met.

8. EXISTING MEMBERS

(A) Every person who is a member of the Council at the dates of adoption of these Articles shall be deemed to have been admitted under whichever of sub-paragraphs (i) to (vi) of Article 7 ("Admission to Membership") is appropriate to the member concerned and whether the member is deemed admitted under sub-paragraph (i) he shall be deemed nominated by that Nominating Body which did in fact nominate the member under former Articles of Association of the Council. The class and category of membership of existing members shall be determined accordingly for all purposes of these Articles.

(B) In case of doubt, the decision of the Board shall be conclusive as to class and category of membership of an existing member.

9. NOMINATING BODIES

(A) Subject to this Article 9, the persons and organisations named in Categories (A), (B) and (C) of paragraph (E) shall be Nominating Bodies for the purposes of these Articles wherein Category A comprises the general list of Nominating Bodies to the Council; Category B comprises the list of Nominating Bodies of Members to the Council for Scotland and Members of the Scottish Committee; and Category C comprises the list of Nominating Bodies of Members to the Council for Northern Ireland and Members of the Northern Ireland Committee and the Board shall extend to them on behalf of the Council a standing invitation to put forward nominations in the categories concerns of persons for membership of the Council. The Council may special resolution add any person or organisation as a Nominating Body to one or more of Categories (A) or (B) or (C) of paragraph (E) but must by such resolution fix the maximum number of persons who may at any one time hold membership of the Council by virtue of nominations made by that Nominating Body in each such category.

(B) Any such nomination shall be made in writing in accordance with the procedure laid down in the Regulations and if made by a Nominating Body which is named in more than one category of paragraph (E) must specify the category in which that nomination is made.

(C) The maximum number of persons who may at any one time hold membership of the Council by virtue of nominations made by any one Nominating Body in any

one category shall be the number set opposite the name of that Nominating Body in the category concerned.

(D) The Board may:-

(a) for the furtherance of the interests of the Council, designate any person or organisation as a Nominating Body in one or more of the categories specified in paragraph (E) and extend to such person or organisation a standing invitation to nominate one person for membership of the Council in the relevant category;

(b) if there shall be any change in the name, constitution or composition of any Nominating Body or any change in or transfer of its functions (i) recognise the Nominating Body as changed, or a transferee of its functions, as being the relevant Nominating Body or the purposes of these Articles in place of the original Nominating Body as previously constituted and/or, (ii) take the steps referred to in sub-paragraphs (c) and (d);

(c) withdraw the invitation to any Nominating Body to put forward nominations in one or more categories (so that the relevant person or organisation shall cease for the purpose of these Articles to be treated as a Nominating Body to the extent of such withdrawal) or reduce the maximum number of persons who may hold membership of the Council by virtue of nominations made by such Nominating Body in one or more categories;

(d) make recommendations to the Council in general meeting for alteration by special resolution of the list of Nominating Bodies in one or more categories.

(E) The Nominating Bodies and the maximum number of persons the may nominate to membership in each category are as follows:

Nominating Body	Maximum Number
The Royal Institute of British Architects	3
The Royal Institution of Chartered Surveyors	4
The House Builders Federation	14
The Council of Mortgage Lenders	5
Union of Construction Allied Trades and Technicians	3
The Association of Metropolitan Authorities	1
The Association of District Councils	2
The Society of Public Health	1
The Housing Corporation	1
The Institution of Civil Engineers	1
The National Council of Women of Great Britain	1
Consumer Policy Committee of British Standards Institution	1
The Chartered Institute of Building	1
The Consumers' Association	1
The Federation of Master Builders	3
The Royal Town Planning Institute	1

The National Council of Building Material Producers	1
The Law Society	1

CATEGORY (B)

Nominating Body (or Joint Nominating Bodies)		Maximum Number
The Royal Incorporation of Architects in Scotland) and The Royal Institute of British Architects	Joint Nomination	1
The Scottish Branch of The Royal Institution of Chartered Surveyors		1
The Scottish House-Builders Association		6
The Council of Mortgage Lenders		3
The Scottish Branch of the Chartered Institute of Building		1
The Law Society of Scotland		1
The Association of Consulting Engineers		1
Scottish Homes		1

CATEGORY (C)

Nominating Body Number	Maximum
The Construction Employers Federation Limited	3
The Council of Mortgage Lenders	1
The Royal Institution of Chartered Surveyors	1

(F) Where Nominating Bodies are named jointly, they shall with respect to the relevant nominations act jointly for all purposes of this Article 9.

(G) The Council may by special resolution:-

(a) vary at any time from time to time the maximum numbers in each category in paragraph (E);

(b) remove a Nominating Body from one or more categories in paragraph (E).

(H) A Nominating Body may at any time nominate persons for membership of the Council in accordance with the Board's standing invitation, including for the purpose of filling vacancies, however caused, subject to the maximum fixed for that Nominating Body in each category. Upon delivery at the Office in accordance with the Regulations of a form of such nomination and of the written application of the person so nominated, the person so nominated shall be admitted to membership.

(I) If at any time a Nominating Body which has nominated a person for membership of the Council delivers at the Office a written notice in the form required by the Regulations withdrawing such nomination, the person so nominated shall if already admitted to membership thereupon cease to be a member, unless entitled to membership under some other provision of these Articles in which case he shall be deemed to continue as a member pursuant to that other provision and not by virtue of the nomination which has been withdrawn.

(J) If the Board is satisfied that the functions of an organisation which is a Nominating Body have been substantially transferred to a successor organisation (including but not limited to a transfer upon reconstruction or amalgamation) it may direct that the successor is to be treated as the Nominating Body in place of the original organisation.

(K) Subject to paragraph (J), a Nominating Body shall cease to be such if the Council passes a special resolution to that effect of if the Nominating Body gives written notice to the Council disclaiming the privilege of making nominations for the purposes of the Articles or if it shall be wound up, dissolved or cease to exist.

(L) The Board may in accordance with the Regulations extend the invitations to the Housing Minister, the Scottish Minister and the Northern Ireland Minister to nominate observers to attend and speak at but not to vote at General Meetings of the Council.

10. CHIEF EXECUTIVE

As from and after the Effective Day, the Chief Executive of the Council for the time being shall be a Member of the Council and acceptance of such office shall be deemed application for membership in accordance with the Regulations.

11. RESOLUTIONS OF THE COUNCIL

The Council in General Meeting may from time to time and at any time in its absolute discretion resolve

to admit any person to membership of the Council including but not limited to persons chosen to represent the interests of the consumers and any such person shall be admitted to membership upon the delivery at the Office of a membership application by that person in accordance with the Regulations.

12. ADMISSION BY THE BOARD

The Board may from time to time and at any time in its absolute discretion resolve to admit to membership of the Council any person who, it considers, in the interests of the Council, should be so admitted and any such person shall be admitted to membership upon the delivery at the Office of a membership application by that person in accordance with the Regulations.

13. SCOTTISH COMMITTEE AND NORTHERN IRELAND COMMITTEE

(A) Each of the Scottish Committee and the Northern Ireland Committee may from time to time and at any time in their absolute discretion resolve to admit to membership of the Council not more than two persons whom they respectively consider should be so admitted and upon the delivery at the Office of a membership application by any such person in accordance with the Regulations such person shall be admitted to membership provided that no such resolution shall be effective for the purposes of this paragraph (A) unless not less than two-thirds of the members of the appropriate Committee for the time being vote in favour of such resolution.

(B) Where the Scottish Committee has resolved in accordance with paragraphs (A) and (C) of Article

62, to appoint as the Chairman of the Scottish Committee a person who is not already a member of the Scottish Committee, then, when such person takes office (and provided that he or she is the only person then holding that office), or, if later, upon the delivery at the Office of a membership application by that person in accordance with the Regulations, such person shall be admitted to membership.

(C) Where the Northern Ireland Committee has resolved, in accordance with paragraphs (A) and (C) of Articles 69, to appoint as the Chairman of the Northern Ireland Committee a person who is not already a member of the Northern Ireland Committee, then, when such person takes office (and provided that he or she is the only person then holding that office), or, if later, upon the delivery at the office of a membership application by that person in accordance with the Regulations, such person shall be admitted to membership.

14. CESSATION OF MEMBERSHIP

(A) A person who is for the time being a member of the Council shall ipso facto cease to be such a member:-

i) if he dies, or is adjudicated bankrupt, or he is admitted to hospital pursuant to an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or 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 administer or manage his property or affairs;

ii) if he shall deliver at the Office a notice in writing, signed by him and addressed to the Council or the Secretary of the Board, resigning his membership;

iii) if, being a member pursuant to a nomination made under Article 9 ("Nominating Bodies"), such nomination is withdrawn in accordance with paragraph (I) of Article 9;

iv) if, being a member by virtue of Article 10 ("Chief Executive"), he ceases for any reason to be the Chief Executive;

v) if, being a member pursuant to Article 11 ("Resolution of the Council"), the Council in General Meeting in its absolute discretion shall resolve that such person should cease to be a member of the Council;

vi) if, being a member pursuant to Article 12, the Board in its absolute discretion shall resolve that such person should cease to be a member of the Council;

vii) if, being a member by virtue of a nomination made in Category (B) under Article 9 ("Nominating Bodies") or pursuant to a resolution by a special majority of the Scottish Committee under paragraph (A) of Article 13 ("Scottish Committee and Northern Ireland Committee") or under paragraph (B) of

Article 13 (by virtue of appointment as Chairman of the Scottish Committee), such person ceases to be a member of the Scottish Committee;

viii) if, being a member by virtue of a nomination made in Category (C) of Article 9 ("Nominating Bodies") or pursuant to a resolution by a special majority of the Northern Ireland Committee under paragraph (A) of Article 13 ("Scottish Committee and Northern Ireland Committee") or under paragraph (C) of Article 13 (by virtue of appointment as Chairman of the Northern Ireland Committee), such person ceases to be a member of the Northern Ireland Committee;

ix) if, being a member pursuant to a resolution by a special majority of the Scottish Committee or the Northern Ireland Committee under paragraph (A) of Article 13, (and not being the sole Chairman for the time being of the relevant Committee), the Committee concerned shall in its absolute discretion resolve that such person shall ceased to be a member of the Council.

(B) The Secretary shall forthwith remove from the Members' Register the name of any person who ceased to be a member of the Council pursuant to any of the provisions of this Article 11.

GENERAL MEETINGS

15. ANNUAL GENERAL MEETING

The Council shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

16. DESIGNATION

All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

17. CONVENING MEETINGS

The Board may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on members' requisition, or in default may be convened by requisitionists, in accordance with the provisions of the Act.

18. NOTICE OF GENERAL MEETINGS

Twenty-one days' notice in writing at the least of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at least of every other General Meeting (exclusive in every case both

of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given to such persons (including the Auditors and the Ministers) as are under these Articles or under the Act entitled to receive such notices from the Council; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as it prescribed by the Act in the case of General Meetings other than Annual General Meetings, a General Meeting may be convened by such shorter notice as those members may think fit.

19. OMISSION TO GIVE NOTICE

The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any proceedings or any resolution passed at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS AND VOTES OF MEMBERS

20. NATURE OF BUSINESS

All business that is transacted at a General Meeting shall be deemed special except that at an Annual General Meeting the consideration of the revenue account and balance sheet, the reports of the Board and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors shall be deemed the ordinary business of the Annual General Meeting.

21. QUORUM

No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Subject to the other provisions of these Articles, eight members personally present and entitled to vote shall be a quorum.

22. WANT OF QUORUM AT GENERAL MEETINGS

If a quorum is not present, within half an hour from the time appointed for a General Meeting, the meeting, if convened on 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 at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within held an hour from the time appointed for holding the meeting the members personally present (provided not less than four of them are entitled to vote thereat) shall be a quorum.

23. ATTENDANCE AT MEETINGS

Every member of the Council, whether or not he is entitled to vote thereat, shall be entitled to attend and (save as otherwise expressly provided by these Articles) generally take part in the proceedings at every General Meeting.

24. CHAIRMAN OF MEETING

The Chairman of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, of if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members of the Council present shall choose some member of the Board to preside as Chairman of the meeting, or if no such member be present, of if all the members of the Board present decline to take the Chair the members of the Council present shall choose one of their number (being a person entitled to vote thereat) to preside as Chairman of the meeting.

25. ADJOURNMENT

The chairman of any General Meeting at which a quorum is present may, with the consent of such meeting (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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting, and to the same persons. Save as aforesaid, no person shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

VOTING

26 SHOW OF HANDS: DEMAND FOR POLL

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless (subject to Article 29) a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the meeting or by at least three members present and entitled to vote at the meeting, or by a number of members present and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll is duly demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Council, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.

27. WITHDRAWAL OF DEMAND FOR POLL

The demand for a poll may be withdrawn and in such case shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

28. TAKING OF POLL

Subject to the provisions of the next Article, 29, if a poll be properly demanded, it shall be taken at

the General Meeting in such manner as the chairman of the General Meeting shall direct.

29. WHERE NO POLL MAY BE DEMANDED

No poll shall be demanded on the election of a chairman of any General Meeting, or on any question of adjournment of any General Meeting.

30. CHAIRMAN'S CASTING VOTE

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a second or casting vote.

31. CONTINUANCE OF OTHER BUSINESS

The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.

32. VOTING RIGHTS OF CERTAIN MEMBERS (SCOTLAND)

(A) Save as provided by paragraphs (B) and (C) of this Article, and by Article 34, no person who for the time being holds membership of the Council by virtue of any nomination in Category (B) of Article 9 ("Nominating Bodies"), or who for the time being holds membership of the Council by virtue of a resolution by a special majority of the Scottish Committee pursuant to paragraph (A) of Article 13, shall be entitled to vote at any General Meeting.

(B) The Scottish Committee may at any time and from time to time in its absolute discretion resolve thereby to confer upon not more than one of the members referred to in paragraph (A) the entitlement to vote at all General Meetings, and may at any time and from time to time in the like discretion by resolution revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Board may from time to time prescribe or permit, is delivered at the Office.

(C) The Scottish Committee may at any time and from time to time in its absolute discretion by resolution appoint as alternate for any member specified in the resolution and entitled to vote at General Meetings pursuant to paragraph (B) any other member, (being such a member as is referred to in paragraph (A) but who is not for the time being himself entitled to vote at General Meetings pursuant to paragraph (B)) and such alternate may vote at General Meetings at which the member for whom he acts as alternate is not present, and may at any time and from time to time in the like discretion by resolution revoke any such appointment, and any such resolution (whether of appointment or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Board may from time to time prescribe or permit, is delivered at the Office, Provided that:-

i) no member entitled to vote at General Meetings pursuant to paragraph (B) of this Article shall have more than one alternate;

ii) no member may at any time be appointed to act as an alternate for more than one member under this paragraph (C); and

iii) the entitlement of a member to vote pursuant to this paragraph (C) as an alternate shall ipso facto be revoked if such member should himself become entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee, or if the member for whom he was entitled to vote as alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Scottish Committee.

33. VOTING RIGHTS OF CERTAIN MEMBER (NORTHERN IRELAND)

(A) Save as provided by paragraphs (B) and (C) of this Articles and by Article 34, no person who for the time being holds membership of the Council by virtue of any nomination in Category (C) of Article 9 ("Nominating Bodies"), or who for the time being holds membership of the Council by virtue of a resolution by a special majority of the Northern Ireland Committee pursuant to paragraph (A) of Article 13, shall be entitled to vote at any General Meeting.

(B) The Northern Ireland Committee at any time and from time to time in its absolute discretion resolve thereby to confer upon not more than one of the members referred to in paragraph (A), the entitlement to vote at all General Meetings, and may at any time and from time to time in the like

discretion resolve to revoke any entitlement so conferred, and any such resolution (whether of entitlement or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Board may from time to time prescribe or permit, is delivered at the Office.

(C) The Northern Ireland Committee may at any time and from time to time in its absolute discretion by resolution appoint to act as alternate for the member who is for the time being entitled to vote at General Meetings pursuant to paragraph (B) one other member to whom paragraph (A) applies and as such alternate to vote at General Meetings at which the member for whom he acts as alternate is not present, and may at any time and from time to time in the like discretion by resolution revoke any appointment so conferred, and any such resolution (whether of appointment or of revocation) shall take effect if and when (but not otherwise) a copy of such resolution, certified in such manner as the Board may from time to time prescribe or permit, is delivered at the Office, Provided that:-

i) no member entitled to vote at General Meetings pursuant to paragraph (B) of this Article shall have more than one alternate;

ii) no member may at any time be appointed to act as alternate for more than one member under this paragraph (C); and

iii) the entitlement of a member to vote pursuant to this paragraph (C) as an alternate shall ipso facto be revoked if such member should himself

become entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Northern Ireland Committee, or if the member for whom he was entitled to vote as an alternate should cease for any reason to be a member or should cease to be entitled to vote at General Meetings pursuant to paragraph (B) of this Article or should become the Chairman of the Northern Ireland Committee.

34. VOTING MEMBERS

Every person who for the time being holds membership of the Council by virtue of any nomination made in Category (A) of Article 9 ("Nominating Bodies"), or pursuant to Articles 11 or 12, or who is for the time being the Chairman of the Scottish Committee or the Chairman of the Northern Ireland Committee, shall be entitled to vote at all General Meetings.

35. CALCULATION OF VOTES

Subject to Article 30 ("Chairman's Casting Vote"), every member of the Council who is entitled to vote at such a General Meeting shall have one vote, whether on a show of hands or on a poll, on any question or resolution arising at any General Meeting at which such member is present.

36. NO ATTENDANCE BY PROXY

Alternate members may vote in accordance with Articles 32 and 33 but no member shall be allowed or entitled to attend or vote at any General Meeting by proxy.

THE BOARD OF DIRECTORS

37. THE FORMER EXECUTIVE COMMITTEE

Every member (or alternate member) of the Executive Committee of the Council in office prior to the Effective Day shall cease to hold office as such upon adoption of these Articles.

38. MEMBERSHIP OF THE BOARD

(A) As and from the Effective Day the Council shall have a Board of Directors consisting of not more than fifteen persons eligible to hold such office namely:-

(a) the Chairman of the Council for the time being;

(b) the Chairman for the time being of the following Committees:-

i) the Scottish Committee;
ii) the Northern Ireland Committee;
iii) the Finance Committee;
iv) the Registration Committee;
v) the Standards Committee;

(c)

i) one of the persons who are for the time being members of the Council pursuant to nomination under Article 9(E) Category A by the Royal Institute of British Architects;

ii) one of the persons who are for the time being members of the Council pursuant to nomination under Article 9(E) Category A by the Royal Institution of Chartered Surveyors;

iii) one of the persons who are for the time being members of the Council pursuant to nomination under Article 9(E) Category A by the Council of Mortgage Lenders;

iv) one person chosen by the Board to represent the major builders;

(d) the Chief Executive for the time being;

(e) not more than two persons appointed under Article 39 (the "co-opted directors"), one of whom shall be a representative of a builder or developer entered on any of the Registers maintained by the Council pursuant to these Articles, Provided always that such co-option shall cease and the co-opted director shall vacate office upon the builder or developer ceasing to be entered on the said Register or Registers.

(f) Not more than 2 persons chosen by the Board who for the time being are employed by the Council under a contract of service.

(B) The period of office of Members of the Board appointed under sub-paragraph (c) of paragraph (A) of this Article (which period shall commence when such appointment takes effect) shall, in the first

instance, be three years but the relevant Nominating Body or the Board as appropriate may from time to time and at any time extend (or further extend) such period of office or re-appoint that member provided that no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years.

39. APPOINTMENT OF THE CO-OPTED DIRECTORS

Subject to any directions of the Council in General Meeting, which may itself appoint the co-opted directors in accordance with the Regulations, the Board shall have power from time to time to appoint not more than two persons to hold office as co-opted directors for such period not exceeding three calendar years as the Board shall think fit.

THE CHAIRMAN

40. APPOINTMENT

Subject to any directions of the Council in General Meeting, the Chairman of the Council shall be appointed from among the members of the Council by those members of the Board who are in office when the vacancy occurs.

41. TERM OF CHAIRMAN'S OFFICE

(A) The Chairman shall hold office for such term not exceeding three calendar years as the directors appointing him may, subject to the directions of the Council in General Meeting, determine but the office

of Chairman shall ipso facto be vacated if the person for the time being holding such office shall cease for any reason to be eligible to be a director of the Council.

(B) An outgoing Chairman or former Chairman shall be eligible for reappointment to that office but no person shall hold the office of Chairman for any period or total periods (whether consecutive or not) of more than six years.

42. CHAIRMAN AT EFFECTIVE DAY

The Chairman as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed the Chairman under Article 40 at the date when he in fact became the Chairman and he shall subject to Article 41 continue in office until the third anniversary of the appointment as such.

HONORARY PRESIDENT AND VICE-PRESIDENT OF THE COUNCIL

43. APPOINTMENT

(A) The Council in General Meeting may at any time and from time to time elect any person, whether or not he is a member of the Council or of the Board, to be an Honorary President or an Honorary Vice-President of the Council for such period of office as the Council in General Meeting may from time to time in its absolute discretion determine. The Honorary President and the Honorary Vice-President as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such under Article 43 at the date when they were in fact

appointed and shall continue in office subject to the remaining provisions of this Article.

(B) At any one time there shall not be more than one person holding office as Honorary President of the Council or more than six persons under the age of 75 holding office as Honorary Vice-Presidents of the Council.

(C) No person shall be capable of being appointed an Honorary Vice-President of the Council if at the time of his appointment he has attained the age of seventy-five.

(D) An Honorary Vice-President of the Council appointed after the Effective Day shall vacate his office upon attaining the age of seventy-five.

(E) The Council in General Meeting may at any time and without ascribing any reason remove the Honorary President or any Honorary Vice-President before expiration of his period of office.

(F) An Honorary President or an Honorary Vice-President may at any time resign such office by notice in writing to the Board or the Council.

44. ATTENDANCE AT MEETINGS

The Honorary President and any Honorary Vice-President whether or not (in either case) he is a member of the Council or of the Board, shall be entitled to attend and to speak at any General Meeting of the Council but shall not by virtue of holding the office of Honorary President or Honorary

Vice-President (as the case may be) be entitled to vote at any such General Meeting.

45. OFFICE NOT THAT OF DIRECTOR

The offices of the Honorary President and of an Honorary Vice-President shall not of themselves confer or impose upon the respective holders of such offices any powers, discretions or duties in relation to the affairs of the Council, and no holder of either such office shall, by virtue of holding the same, for any of the purposes of these Articles or of the Act be or be deemed to be a director.

POWERS OF THE BOARD OF DIRECTORS

46. Subject to the provisions of the Act and these Articles and to any direction given by special resolution of the Council the business of the Council shall be managed by the Board of Directors, which, in addition to exercising the powers and authorities expressly conferred upon the Board by these Articles, may exercise all such powers and discretions of the Council, and do all such acts and things, as may be exercised and done by the Council, and as are not by these Articles or by statute directed or required to be exercised by the Council in General Meeting.

47. SUPERVISION OF BOARD COMMITTEES

(A) The Board may delegate any of their powers to:-

(a) any Committee;

(b) any other committee consisting of one or more directors;

(c) the Chief Executive.

(B) where by virtue of these Articles or the Regulations, any power or function is to be exercised or performed by any Committee, such powers or functions, other than those relating to the election to an office which entitles the holder to act as director, shall be deemed exercisable through delegation by the Board and the provisions of this Article 47 shall apply.

(C) Any power or function delegated by the Board may be made subject to such general or special conditions the directors may impose and may be exercised or performed collaterally with or to the exclusion of the powers of the directors themselves but shall in any event be subject to alteration or revocation, by the Board (by way of amendment to the Regulations if applicable).

48. CASUAL VACANCY

Provided that there shall be not less than five directors in office, the members for the time being of the Board may act notwithstanding any vacancy or vacancies for the time being existing in the Board.

COMMITTEES

49. STANDING COMMITTEES

The following committees shall act as standing committees of the Board:-

(a) the Scottish Committee;

(b) the Northern Ireland Committee;

(c) the Finance Committee;

(d) the Registration Committee;

(e) the Standards Committee.

DISQUALIFICATION FROM AND CESSATION OF MEMBERSHIP OF THE BOARD AND/OR THE COMMITTEES

50. DISQUALIFICATION

A person who is a member of the Board or of any Committee shall ipso facto cease to hold such office:-

(a) if for any reason he ceases to be a member of the Council;

(b) if he shall deliver at the office a notice in writing, signed by him and addressed to the Council, the Secretary, the Board or the relevant Committee, resigning such office;

(c) if by virtue of any provision of the Act or any other law he becomes disqualified from holding the office of director of the Council or becomes prohibited from being a director of any company;

(d) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;

(e) if 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 or, in Scotland an application for admission under the Mental Health (Scotland) Act 1960, or

(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;

(f) if, holding such office by virtue of any other office, (such as Chairman or Chief Executive) he shall cease to hold the latter office;

(g) if being a member by virtue of co-option under these Articles:-

(i) his period or co-option shall expire without renewal; or

(ii) if co-opted as a member of any other Committee, he shall cease to be a member of such other Committee.

PROCEEDINGS OF THE BOARD OF DIRECTORS

51. CONVENING MEETINGS

Any member of the Board may at any time, and on the request of any such member at any time the Secretary forthwith shall, summon a meeting of the Board.

52. NOTICE OF MEETINGS

Not less than two clear days' notice in writing of every meeting of the Board shall be given to all members and alternate members of the Board, other than to members and alternate members who are for the time being absent from the United Kingdom.

53. QUORUM

The quorum necessary for the transaction of the business of the Board shall be three or such other number as the Board may from time to time determine. Any meeting of the Board at which such a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Board.

54. VOTING

Questions arising at any meeting of the Board shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

55. CHAIRMAN

At every meeting of the Board the Chairman shall be the chairman thereof, but if at any such meeting there be no such Chairman, or if the Chairman is not present, the members of the Board present at such meeting shall elect one of their number to be a chairman of such meeting.

56. REGULATE OWN PROCEEDINGS

Subject to the provisions of these Articles, the Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it from time to time thinks fit.

57. DEFECTS IN APPOINTMENT

All acts bona fide done by any meeting of the Board, or by any person acting as a member (or alternate member) of the Board, shall, notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member (or as the case may be alternate member) of the Board.

58. MINUTES

The Board shall cause proper minutes to be made of the proceedings of, and of the business transacted at, all General Meetings of the Council and all meetings of the Board or of any sub-committee

thereof, and any minutes of any such General Meeting or meeting, if purported to be signed, by the chairman thereof, or by the chairman of the next succeeding such General Meeting or (as the case may be) meeting, shall be sufficient evidence without any further proof of the facts therein stated.

59. WRITTEN RESOLUTIONS

A resolution in writing signed by all the directors (or their respective alternates) of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted. Such resolution may consist of more than one document in like form each signed by one or more directors or their alternates and shall be deemed passed upon notification of all such signatories to the Chairman or the Secretary or the Chief Executive.

THE SCOTTISH COMMITTEE

60. MEMBERSHIP AT EFFECTIVE DAY

(A) As from and after the Effective Day the Scottish Committee shall continue as a standing Committee.

(B) Every member of the Scottish Committee as at the Effective Day, who became such a member pursuant to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles and shall continue as

such a member from and after the Effective Day, subject to these Articles.

61. COMPOSITION

The Scottish Committee shall consist of:-

(a) every person who is for the time being a member of the Council by virtue of any nomination in Category (B) of Article 9 ("Nominating Bodies");

(b) every person who is for the time being a member of the Council pursuant to a resolution of a special majority of the Scottish Committee under paragraph (A) of Article 13 ("Scottish Committee and Northern Ireland Committee");

(c) the person (if any) who is for the time being both a member of the Council pursuant to paragraph (B) of Article 13 and the Chairman of the Scottish Committee by virtue of paragraph (C) of Article 62 ("Appointment and Term").

THE CHAIRMAN OF THE SCOTTISH COMMITTEE

62. APPOINTMENT AND TERM

(A) The Scottish Committee may from time to time resolve subject to the provisions of this Article 62, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is already a member of the Scottish Committee, such appointment shall take effect at the date of such

resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Scottish Committee is so resolved upon, is not already a member of the Scottish Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the Members' Register pursuant to Articles 7 ("Admission to Membership") and 13 ("Scottish Committee and Northern Ireland Committee").

(D) Subject to paragraph (E) of this Article 62, the period of office as the Chairman of the Scottish Committee of any person appointed to that office in accordance with paragraph (A) of this Article (which period shall commence when such appointment takes effect) shall, in the first instance be three years or such lesser period (if any) as may be specified by such resolution but the Scottish Committee may from time to time and any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as such resolution shall specify.

(E) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Scottish Committee at the same time; and

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years.

(F) The Chairman of the Scottish Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day, subject to the provisions of this Article and of Article 63 ("Vacating Office").

63. VACATING OFFICE

Without prejudice to Article 50, the office of the Chairman of the Scottish Committee shall ipso facto be vacated by the person for the time being holding the office if that person shall for any reason cease to be a member of the Scottish Committee.

64. CHAIRMAN VACATES OFFICE

The office of a member of the Scottish Committee shall ipso facto be vacated, if, holding the office of Chairman of the Scottish Committee pursuant to an appointment effected in accordance with paragraph (A) of Article 62 ("Appointment and Term"), his period of office (or extended period of office) as such Chairman expires (without extension or further extension thereof) of is terminated for any reason.

POWERS OF THE SCOTTISH COMMITTEE

65. THE SCOTTISH REGISTER

The Scottish Committee, in addition to exercising the other powers and authorities expressly conferred upon the Scottish Committee by these Articles or by

delegation from the Board, shall, as the Regulations may from time to time specify, be responsible on behalf of the Council for the maintenance of the Scottish Register, and for the exercise of all powers which are vested in the Council in relation to the Scottish Register by paragraphs (2), (3) and (4) of Clause 3(B) of the Memorandum of Association of the Council, or which, being in any way incidental to the maintenance of the Scottish Register or to any of the powers aforesaid, may be exercised by the Council provided always that nothing in this Article contained shall enable the Scottish Committee to exercise any of the powers and authorities which are by these Articles expressly authorised, directed or required to be exercised or done by the Board or any other Committee of the Board save as the Board from time to time specify by Regulations.

66. CASUAL VACANCIES

Subject to the provisions of these Articles relating to the quorum for meetings of Committees, the members for the time being of the Scottish Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Scottish Committee.

THE NORTHERN IRELAND COMMITTEE

67. MEMBERSHIP AT EFFECTIVE DAY

(A) As from the Effective Day the Northern Ireland Committee shall continue as a standing Committee.

(B) Every member of the Northern Ireland Committee as at the Effective Day, who became such a member pursuant

to any provision or provisions of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles, and shall continue as such a member from and after the Effective Day, subject to these Articles.

68. COMPOSITION

The Northern Ireland Committee shall consist of:-

(a) every person who is for the time being a member of the Council by virtue of any nomination in Category (C) of Article 9 ("Nominating Bodies");

(b) every person who is for the time being a member of the Council pursuant to a resolution of a special majority of the Northern Ireland Committee under paragraph (A) of Article 13 ("Scottish Committee and Northern Ireland Committee");

(c) the person (if any) who is for the time being both a member of the Council pursuant to paragraph (C) of the said Article 13 and the Chairman of the Northern Ireland Committee by virtue of Article 69 ("Appointment and Term").

THE CHAIRMAN OF THE NORTHERN IRELAND COMMITTEE

69. APPOINTMENT AND TERM

(A) The Northern Ireland Committee may from time to time resolve, subject to the provisions of this Article, to appoint any person to be its Chairman.

(B) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is already a member of the Northern Ireland Committee, such appointment shall take effect at the date of such resolution or such later date (if any) as may be specified by such resolution.

(C) Where a person, whose appointment as the Chairman of the Northern Ireland Committee is so resolved upon, is not already a member of the Northern Ireland Committee, such appointment shall take effect only if and when (and not otherwise) the name of that person is entered in the Members' Register pursuant to Articles 7 ("Admission to Membership") and 13 ("Scottish Committee and Northern Ireland Committee").

(D) Subject to paragraph (E) of this Article, the period of office as the Chairman of the Northern Ireland Committee of any person appointed to that office in accordance with paragraph (A) of this Article (which period shall commence when such appointment takes effect) shall, in the first instance be three years or such lesser period (if any) as may be specified by such resolution but the Northern Ireland Committee may from time to time and at any time during the currency of such period of office (or of

such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as the resolution shall specify.

(E) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Northern Ireland Committee at the same time; and

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years.

(F) The Chairman of the Northern Ireland Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day subject to the provisions of this Article and of Article 70 ("Vacating Office").

70. VACATING OFFICE

Without prejudice to Article 50 ("Disqualification etc."), the office of the Chairman of the Northern Ireland Committee shall ipso facto be vacated by the person for the time being holding such office if that person shall for any reason cease to be a member of the Northern Ireland Committee.

71. CHAIRMAN VACATES OFFICE

The office of a member of the Northern Ireland Committee shall ipso facto be vacated, if, holding the office of Chairman of the Northern Ireland Committee pursuant to an appointment effected in accordance with paragraph (A) of Article 69 ("Appointment and Term") his period of office (or extended period of office), as such Chairman expires (without extension or further extension thereof), or is terminated for any reason.

POWERS OF THE NORTHERN IRELAND COMMITTEE

72. THE NORTHERN IRELAND REGISTER

The Northern Ireland Committee, in addition to exercising the other powers and authorities expressly conferred upon the Northern Ireland Committee by these Articles or by delegation from the Board, shall, as the Regulations may from time to time specify, be responsible on behalf of the Council for the maintenance of the Northern Ireland Register, and for the exercise of all powers which are vested in the Council in relation to the Northern Ireland Register by paragraphs (2), (3) and (4) of Clause 3(B) of the Memorandum of Association of the Council or which, being in any way incidental to the maintenance of the Northern Ireland Register, or to any of the powers aforesaid, may be exercised by the Council Provided always that nothing in this Article contained shall enable the Northern Ireland Committee to exercise any of the powers and authorities which are by these Articles expressly authorised, directed or required to be exercised or done by the Board or any other Committee of the

Board save as the Board may from time to time specify by Regulations.

73. CASUAL VACANCIES

Subject to the provisions of these Articles relating to the quorum for meetings of Committees, the members for the time being of the Northern Ireland Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Northern Ireland Committee.

THE FINANCE COMMITTEE

74. MEMBERSHIP AT EFFECTIVE DAY

(A) As from the Effective Day the Finance Committee shall continue as a standing Committee.

(B) Every member of the Finance Committee as at the Effective Day, who became such a member pursuant to any provision of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles and shall continue as such a member from and after the Effective Day, subject to these Articles.

75. COMPOSITION

The Finance Committee shall consist of:-

(a) the Chairman of the Council;

(b) the Chief Executive;

(c) subject to paragraph (B) of Article 76 ("Appointment of Members"), not more than one person who is for the time being a member of the Scottish Committee;

(d) subject to paragraph (B) of Article 76 ("Appointment of Members"), not more than one person who is for the time being a member of the Northern Ireland Committee;

(e) not more than five other persons being members of the Council

76. APPOINTMENT OF MEMBERS

(A) The Board shall from time to time after consultation with the Finance Committee choose in accordance with the Regulations the members of the Finance Committee referred to in paragraph (e) of Article 75 ("Composition"), and may at any time terminate the tenure of office of any such member.

(B) Without prejudice to its general powers of co-option, the Finance Committee may from time to time by resolution expressly referring to this paragraph (B) co-opt any person who is for the time being a member of the Scottish Committee and any person who is for the time being a member of the Northern Ireland Committee for such term of office, not exceeding three years as, subject to Article 50 ("Disqualification from and cessation of Membership of the Board and/or the Committees") and to any direction of the Board, the Finance Committee shall in its absolute discretion determine at the time of

co-option. Provided that no person shall be so co-opted under this paragraph (B) unless he has previously been recommended for such co-option by a resolution of the Scottish Committee or (as the case may by) of the Northern Ireland Committee.

77. THE CHAIRMAN OF THE FINANCE COMMITTEE

(A) The Chairman of the Finance Committee shall be such member of the Finance Committee as the Board may from time to time appoint and who shall be one of the persons who are for the time being Members of the Council pursuant to the nomination under Article 9(E) Category A by the House Builders Federation.

(B) Subject to paragraph (C) of this Article, the period of office as the Chairman of the Finance Committee of any person appointed to that office in accordance with paragraph (A) of this Article (which period shall commence when such appointment takes effect) shall, in the first instance, be three years or such lesser period (if any) as may be specified by the Board but the Board may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as the resolution shall specify.

(C) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Finance Committee at the same time; and

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years.

(D) The Chairman of the Finance Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day, subject to the provisions of the Article.

(E) Without prejudice to Article 50 ("Disqualification"), the office of the Chairman of the Finance Committee shall be vacated by the person for the time being holding that office if that person shall for any reason cease to be a member of the Finance Committee.

POWERS OF THE FINANCE COMMITTEE

78. REGULATIONS TO SPECIFY

The Finance Committee shall have such responsibilities and powers in relation to the financial affairs of the Council as the Board may by Regulation specify.

79. CASUAL VACANCIES

Subject to the provisions of these Articles relating to the quorum for meetings of Committees, the members for the time being of the Finance Committee

may act notwithstanding any vacancy or vacancies for the time being existing in the Finance Committee.

THE REGISTRATION COMMITTEE

80. MEMBERSHIP AT EFFECTIVE DAY

(A) As from the Effective Day the Registration Committee shall continue as a standing Committee.

(B) Every member of the Registration Committee as at the Effective Day, who became such a member pursuant to any provision of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles and shall continue as such a member from and after the Effective Day, subject to these Articles.

81. COMPOSITION

(A) The members of the Registration Committee shall be:-

(a) the Chairman of the Council;

(b) the Chief Executive;

(c) not less than three members of the Council chosen by the Board, after consultation with the Nominating Bodies named in the Regulations, from among those persons who hold membership of the Council by virtue of nominations made under Article 9 ("Nominating Bodies") by the

Nominating Bodies concerned, one of whom shall be the nominee of the Law Society;

(d) one person nominated by each of the Scottish Committee and the Northern Ireland Committee.

(B) Subject to Article 50 ("Disqualification from and cessation of Membership of the Board and/or the Committees") the office of a member of the Registration Committee shall ipso facto be vacated:

(a) if, holding office by appointment of the Board, such member shall be removed from the Board; or

(b) if nominated by either of the Scottish Committee or the Northern Ireland Committee, such nomination shall at any time be withdrawn by the relevant Committee.

82. CHAIRMAN OF THE REGISTRATION COMMITTEE

(A) The Chairman of the Registration Committee shall be such member of the Registration Committee as the board may from time to time appoint and who shall be one of the persons who are for the time being Members of the Council pursuant to the nomination under Article 9(E) Category A by the Council of Mortgage Lenders.

(B) Subject to paragraph (C) of this Article, the period of office as the Chairman of the Registration Committee of any person appointed to that office in accordance with paragraph (A) of this Article (which period shall commence when such appointment takes effect) shall, in the first instance, be three years or such lesser period (if any) as may be specified

by the Board but the Board may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as the resolution shall specify.

(C) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Registration Committee at the same time; and

(ii) no person shall hold such office for any period or total periods (whether consecutive or not) of more than six years.

(D) The Chairman of the Registration Committee as at the Effective Day shall for all the purposes of these Articles be deemed to have been appointed as such Chairman under the preceding paragraphs of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day, subject to the provisions of this Article.

(E) Without prejudice to Article 50 ("Disqualification"), the office of the Chairman of the Registration Committee shall be vacated by the person for the time being holding that office if that person shall for any reason cease to be a member of the Registration Committee.

POWERS OF THE REGISTRATION COMMITTEE

83. REGULATIONS TO SPECIFY

The Registration Committee shall have such powers and responsibilities in relation to, inter alia, the English Register as may be determined from time to time in accordance with the Regulations.

84. CASUAL VACANCIES

Subject to the provisions of these Articles relating to the quorum for meetings of Committees, the members for the time being of the Registration Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Registration Committee.

THE STANDARDS COMMITTEE

85. MEMBERSHIP AT EFFECTIVE DAY

(A) As from the Effective Day the Standards Committee shall continue as a standing Committee.

(B) Every member of the Standards Committee as at the Effective Day, who became such a member pursuant to any provision of the Articles of Association of the Council in force at any time prior to the Effective Day, shall for all the purposes of these Articles be deemed to have become such a member pursuant to the corresponding provision or provisions of these Articles and shall continue as such a member from and after the Effective Day, subject to these Articles.

86. COMPOSITION

(a) the Chairman of the Council;

(b) the Chief Executive;

(c) one person nominated in accordance with the regulations by each of the Scottish Committee and the Northern Ireland Committee.

(d) not less than three members of the Council chosen by the Board after consultation with the Nominating Bodies named in the Regulations from among those persons who hold membership of the Council by virtue of nominations made under Article 9 ("Nominating Bodies") by the relevant Nominating Bodies, one of whom shall be the nominee of the Consumers Associations.

(B) Subject to Article 50 ("Disqualification from and cessation of Membership of the Board and/or the Committees") the office of a member of the Standards Committee shall ipso facto be vacated:

(a) if, holding office by appointment of the Board, such member shall be removed from the Board;

(b) if nominated by either of the Scottish Committee or the Northern Ireland Committee, such nomination shall at any time be withdrawn by the relevant Committee.

87. CHAIRMAN OF THE STANDARDS COMMITTEE

(A) The Chairman of the Standards Committee shall be such member of the Standards Committee as the Board may from time to time appoint and who shall be one of the persons who are for the time being Members of the Council pursuant to the nomination under Article 9(E) Category A by the House Builders Federation.

(B) Subject to paragraph C of this Article, the period of office as the Chairman of the Standards Committee of any person appointed to that office in accordance with paragraph (A) of this Article (which period shall commence when such appointment takes effect) shall, in the first instance, be three years or such lesser period (if any) as may be specified by the Board but the Board may from time to time and at any time during the currency of such period of office (or of such period as previously extended hereunder) resolve to extend (or further extend) such period of office by such extent as the resolution shall specify.

(C) Notwithstanding anything in this Article contained:-

(i) it shall not be possible for more than one person to hold the office of Chairman of the Standards Committee at the same time; and

(ii) no person shall hold office for any period or total periods (whether consecutive or not) of more than six years.

(D) The Chairman of the Standards Committee as at the Effective Day shall for all the purposes of these

Articles be deemed to have been appointed as such Chairman under the preceding paragraph of this Article at the date when he in fact became such Chairman; and he shall continue in office as such Chairman from and after the Effective Day, subject to the provisions of this Article.

(E) Without prejudice to Article 50 ("Disqualification") the office of the Chairman of the Standards Committee shall be vacated by the person for the time being holding that office if that person shall for any reason cease to be a member of the Standards Committee.

POWERS OF THE STANDARDS COMMITTEE

88. REGULATIONS TO SPECIFY

The Standards Committee shall have such powers and responsibilities in relation to, inter alia, the technical standards fixed by the Council as the Regulations may from time to time specify.

89. CASUAL VACANCIES

Subject to the provisions of these Articles relating to the quorum for meetings of Committees, the member for the time being of the Standards Committee may act notwithstanding any vacancy or vacancies for the time being existing in the Standards Committee.

PROCEEDINGS OF COMMITTEES

90. APPOINTMENT OF FURTHER SUB-COMMITTEES

Any Committee or other sub-committee established by the Board may itself from time to time constitute further sub-committees of each such sub-committee, consisting in each case of such member or members of the Council (none of whom need necessarily be a member of the appointing or any other sub-committee), as the appointing sub-committee may think fit; to dissolve any sub-committee so constituted; to delegate to any such sub-committee all or any of the powers and discretions for the time being vested in that sub-committee pursuant to these Articles, to reconstitute any such sub-committee; and to revoke any such delegation as aforesaid.

91. CO-OPTION

Any Committee or sub-committee shall subject to the Regulations have power from time to time to co-opt any person for such period as the relevant committee shall think fit to assist in their deliberations.

92. APPLICATION OF ARTICLES 51 TO 59 INCLUSIVE

The provisions of Articles 51 to 59 inclusive ("Proceedings of the Board of Directors") shall apply mutatis mutandis to all proceedings of any Committee and any other sub-committee referred to in these Articles.

THE REGULATIONS

93. POWER TO MAKE REGULATIONS

The Board may subject to any direction of the Council in General Meeting make Regulations binding on all members and Committees and other sub-committees referred to in these Regulations for the following purposes:-

(a) prescribing the forms for application for membership and for nomination, election or removal of a member of the Council;

(b) delegating any functions of the Council to and fixing the power and responsibilities of any Committee;

(c) giving effect to any provision of these Articles including without limitation provisions expressly requiring matters to be conducted in accordance with the Regulations;

(d) promulgation of the Regulations themselves.

94. REGULATIONS IN CONFLICT WITH ARTICLES

If there shall be any conflict between these Articles and the Regulations, the provisions of the Articles shall prevail and any ambiguity or dispute shall be resolved by the Board.

THE SEAL

95. USE OF SEAL

Unless otherwise resolved by the Board, two members of the Board and the Secretary shall sign every instrument to which the Seal is affixed or which is executed as a deed.

EXECUTIVE OFFICERS OF THE COUNCIL

96. THE CHIEF EXECUTIVE

(A) The senior executive officer of the Council shall be known as the Chief Executive.

(B) Save as otherwise expressly provided by or pursuant to these Articles, the Board, and any sub-committee thereof, may entrust to the Chief Executive any of the powers and discretions for the time being vested in or delegated to such Board or Sub-Committee (as the case may be) upon such terms and conditions and subject to such restrictions as the Board or Sub-Committee (as the case may be) may think fit.

(C) The Chief Executive shall be such person as shall from time to time be appointed in that behalf by, and his appointment shall be decided by, the Board which may at any time revoke any such appointment, but without prejudice to any rights of compensation which the appointee may have in respect of such revocation under any agreement between himself and the Council.

(D) The person holding office of Chief Executive as at the Effective Day shall be deemed to have been appointed as Chief Executive pursuant to paragraph (C) of this Article upon the terms regulating his appointment as such Chief Executive at the Effective Day.

97. THE SECRETARY

The provisions of Sections 283 and 290 of the Act, relating to the Secretary, shall be observed.

OBSERVERS AT GENERAL MEETINGS

98. REGULATIONS

The Board shall by the Regulations provide as they shall think appropriate for attendance at such Meetings by observers on behalf of one or more of the Ministers or other persons whose attendance may be considered advantageous to the Council.

ACCOUNTS

99. STATUTORY PROVISIONS

The Board shall ensure that books of account are kept in accordance with the Act. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Council except as conferred by statute or authorised by the directors by the Regulations or by ordinary resolution of the Council.

NOTICES

100. IN WRITING

Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

101. NOTICES

The Council may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Council an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Council.

102. MEMBERS PRESENT

A member present at any meeting of the Council shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

103. SERVICE BY POST

Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be

conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

104. NOTICE OF GENERAL MEETING

Notice of every General Meeting shall be given to:-

(a) every member of the Council except those members who (having no registered address within the United Kingdom) have not supplied to the Council an address within the United Kingdom for the giving of notices to them; and

(b) the Auditors for the time being of the Council.

Subject to the Regulations, no other person shall been entitled to receive notices of General Meetings.

GENERAL

105. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer of the Council shall be indemnified out of the assets of the Council against losses or liabilities which he may sustain or incur in or about or in connection with the execution of the duties in his office, 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 727 of the Act in which relief is granted to him by the

Court. No director or other officer of the Council shall be liable for any loss, damage or liability which may accrue to or be incurred by the Council in the execution of or in relation to the duties of his office. This Article shall only have effect insofar as its provisions are not rendered void by Section 310 of the Act.

106. WINDING UP AND DISSOLUTION

Clause 8 of the Memorandum of Association of the Council, relating to the winding up and dissolution of the Council, shall have effect as if the same were repeated in these Articles.

Adopted this 21st November 1994