

Company number: 320784

NATIONAL HOUSE-BUILDING COUNCIL
THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

At the Annual General Meeting of the Company, held on 18th day of September 2014, the following Resolution was passed as a Special Resolution.

THAT with effect from 1 October 2014 the regulations contained in the document submitted to this meeting and, for the purpose of identification, signed by the Chairman hereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles

Signed.....
Director

Dated this 30th day of September 2014



R. H. Isen
18/9/2014

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

NATIONAL HOUSE-BUILDING COUNCIL

(Adopted with effect from 1 October 2014 by Special Resolution
passed on 18 September 2014)

PRELIMINARY

1 DEFINITIONS AND INTERPRETATION

(A) In these Articles, unless inconsistent with the subject or context

"Appointments' Committee"	means the committee of members of Council established in accordance with Article 7
"Articles"	means the Articles of Association of the Council and in force from time to time and "Article" shall be construed accordingly
"Board"	means the Board of Directors of the Council
"Buildmark Warranty"	the Council's 10-year warranty and insurance cover for newly-built or newly-converted or self-built residential homes in the United Kingdom registered with the Council
"Buildmark Warranty Holder"	means an individual who (whether alone or jointly with one or more others) is the owner for the time being of a property in respect of which there is a current Buildmark Warranty
"Committee"	means any committee established as a committee of the Board
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Council
"Chairman"	means the Chairman for the time being of the Council
"Continuing Members"	means the following as at 4 June 2009 the Chairman, the Chief Executive, the members of the Board and the members of the Appointments Committee
"Council"	means National House-Building Council

"electronic form"	has the meaning given in section 1168 of the Companies Act 2006
"General Meeting"	means a general meeting of the Council
"Members' Register"	means the Register of the members of the Council
"Membership Policy"	means the published written policy of the Council in relation to the process for the selection of members for admission to the Council, referred to in Article 7
"Northern Ireland Committee"	means the Northern Ireland Committee for the time being
"Office"	means the registered office for the time being of the Council
"Regulations"	means the Regulations made by the Board under Article 56 as amended and in force from time to time
"Scottish Committee"	means the Scottish Committee for the time being
"Seal"	means the common seal of the Council
"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
"Special Resolution"	has the meaning given in section 283 of the Companies Act 2006
"Sponsoring Body"	means any company, professional body, association or other organisation, which, at the request or invitation of the Appointments Committee, nominates one or more persons as a member of the Council
"United Kingdom"	means the United Kingdom of Great Britain and Northern Ireland
"Welsh Committee"	means the Welsh Committee for the time being
"Writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

(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 Companies Acts shall, unless inconsistent with the subject or context, bear the same meaning in these Articles

2 EXCLUSION OF OTHER REGULATIONS

Neither the regulations in Table A and Table C (as prescribed by regulations made under the Companies Acts) nor those in the Schedules to the Companies (Model Articles) Regulations 2008 shall 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 113 of the Companies Act 2006

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 TERM OF MEMBERSHIP

- (A) Admission to membership shall be governed by these Articles and subject to these Articles there shall be no maximum number of members
- (B) Other than members admitted pursuant to Articles 10 and 11 and members of the Board, a member shall be admitted to membership for a five year term and shall accordingly automatically cease to be a member when his or her term of appointment expires. Any such member may be re-admitted to membership for one further term, whether or not that term is in immediate succession to their first term. Members admitted pursuant to Articles 10 and 11 shall be appointed indefinitely, subject to the terms of these Articles, and a member of the Board (once appointed as a member of Council) shall be a member for so long as he holds office as a member of the Board
- (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 MEMBERSHIP POLICY AND THE APPOINTMENTS' COMMITTEE

- (A) The Board shall ensure that at all times there is a published written policy of the Council setting out its procedures for making invitations to apply for membership of the Council
- (B) The process for the selection of those to whom invitations to apply for membership of the Council will be made in accordance with paragraphs (C), (E) and (F) of this Article will be supervised by the Appointments' Committee
- (C) The Appointments' Committee shall approach such Sponsoring Bodies as it considers appropriate to nominate one or more persons for membership of Council. Following such nominations the Appointments' Committee shall recommend to the Council from time to time those persons so nominated whom it has selected to invite to apply for membership of the Council in accordance with the Membership Policy (and who are willing to become members of Council), and upon such recommendations being approved by the Council in General Meeting, such persons shall be admitted to membership of the Council, subject to each person consenting to such admission, and the Sponsoring Body which nominated each of them for membership of the Council shall be recorded
- (D) If at any time a Sponsoring 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
- (E) The Appointments' Committee may, by such means as it considers appropriate, identify up to six persons who are Buildmark Warranty Holders whom it wishes to invite to become members of Council (and who are willing to become members of Council). Following such identification, the Appointments' Committee may recommend to the Council from time to time those Buildmark Warranty Holders so identified and, upon such recommendations being approved by the Council in General Meeting, such persons shall be admitted to membership of the Council
- (F) The Appointments' Committee shall recommend to the Council from time to time persons nominated by each of the Scottish Committee, the Northern Ireland Committee and the Welsh Committee in accordance with Article 12 to be admitted to membership of the Council, and upon such recommendations being approved by the Council in General Meeting, such persons shall be admitted to membership of the Council, subject to each such person consenting to such admission
- (G) The Board shall ensure that at all times there are published written terms of reference of the Appointments' Committee specifying, amongst other things and subject to Article 7(H), its composition, role and regulations for its proceedings and the term of office of any Director designated by the Chief Executive under sub-paragraph (H) (ii) of this Article and the members appointed pursuant to sub-paragraph (H) (iii) of this Article
- (H) The Appointments' Committee shall comprise
 - (i) the Chairman of the Council
 - (ii) the Chief Executive (or such Director as he shall designate), and
 - (iii) three members of Council (who shall not be Directors) recommended by the Board and approved by the Council in General Meeting

and the quorum for meetings of the Appointments' Committee shall be three, one of whom shall be the Chairman or the Chief Executive or the Director designated by the Chief Executive. The continuing members of the Appointments' Committee may act notwithstanding any vacancy in their body, unless the number falls below three, being the number fixed for the quorum for meetings of the Appointments' Committee, and provided that their meetings are quorate

8 ADMISSION TO MEMBERSHIP

(A) Admission to membership shall only be by entry in the Members' Register upon application in Writing made or deemed made in accordance with the Regulations following

- i) appointment as Chief Executive of the Council (Article 10),
- ii) resolution of the Council (Article 7),
- iii) resolution of the Board (Article 11),

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

9 CONTINUING MEMBERS

Any Continuing Member who remains a member as at 1 October 2014 and is not either a member of the Board or a member appointed in accordance with Article 7, shall cease to be a member of the Council on the earlier of (a) the date which is the third anniversary of the date of adoption of these Articles, and (b) the date on which he ceases to be a member under Article 13 (Cessation of Membership)

10 CHIEF EXECUTIVE

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 in Writing for membership in accordance with the Regulations

11 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

12 SCOTTISH COMMITTEE, NORTHERN IRELAND COMMITTEE AND WELSH COMMITTEE

Each of the Scottish Committee, the Northern Ireland Committee and the Welsh Committee may request the Appointments' Committee to recommend to the Council for admission to membership of the Council up to two persons (in the case of the Northern Ireland Committee and the Welsh Committee) and up to five persons in the case of the Scottish Committee, whom they respectively consider should be so admitted

13 CESSATION OF MEMBERSHIP

(A) A person who is for the time being a member of the Council shall automatically cease to be such a member

- i) if he dies, or is adjudicated bankrupt, or if, by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- 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 by virtue of Article 10 (Chief Executive), he ceases for any reason to be the Chief Executive,
- iv) if, being a member pursuant to Article 11 (Admission by the Board) the Board in its absolute discretion shall resolve that such person should cease to be a member of the Council,
- v) if, being a member nominated by a Sponsoring Body, such nomination is withdrawn in accordance with Article 7 (D) (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),
- vi) if, being a member by virtue of being a Buildmark Warranty Holder, the individual ceases to be the owner (whether alone or jointly with one or more others) of a property in respect of which there is a current Buildmark Warranty,
- vii) if, upon the recommendation of the Appointments' Committee, the Council shall in general meeting pass an ordinary resolution that the person shall cease to be a member, and
- viii) on the expiration of any term to which his appointment as member is subject

(B) The Secretary shall forthwith remove from the Members' Register the name of any person who ceases to be a member of the Council pursuant to any of the provisions of this Article

GENERAL MEETINGS

14 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

15 CONVENING MEETINGS

The Board may whenever it thinks fit convene a General Meeting, and General Meetings shall also be convened on members' requisition, or in default may be convened by requisitionists, in accordance with the provisions of the Companies Acts

16 NOTICE OF GENERAL MEETINGS

Fourteen days' notice in writing at the least of every Annual General Meeting and 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 as are under these Articles or under the Companies Acts 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 Companies Acts 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

17 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

18 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 present in person or by proxy and entitled to vote shall be a quorum

19 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 present in person or by proxy (provided not less than four of them are entitled to vote thereat) shall be a quorum

20 ATTENDANCE AT MEETINGS

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

21 CHAIRMAN OF MEETING

The Chairman of the Council shall preside as chairman at every General Meeting, but if there shall 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

22 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

23 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 26 (Where no poll may be demanded)) 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 in person or by proxy and entitled to vote at the meeting, or by a number of members present in person or by proxy 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

24 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

25 TAKING OF POLL

Subject to the provisions of Article 26 (Where no poll may be demanded), 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

26 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

27 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

28 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

29 CALCULATION OF VOTES

Subject to Article 27 (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, in person or by proxy

30 APPOINTMENT OF PROXIES

- (A) Proxies may only validly be appointed by a notice in writing (a proxy notice) which
 - (i) states the name and address of the member appointing the proxy,
 - (ii) identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed,
 - (iii) is executed by or on behalf of the member appointing the proxy, and
 - (iv) is delivered to the Council in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate
- (B) The Council may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (C) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (D) Unless a proxy notice indicates otherwise, it must be treated as
 - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (ii) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself

31 DELIVERY OF PROXY NOTICES

- (A) Any notice of a general meeting must specify the address or addresses (proxy notification address) at which the Council will receive proxy notices relating to that meeting, or any adjournment of it, delivered in Writing
- (B) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Council by or on behalf of that person
- (C) If a proxy notice is given in relation to a General Meeting or adjourned meeting, it must be delivered to a proxy notification address not less than 48 hours before the General Meeting or adjourned meeting to which it relates
- (D) In calculating when a proxy notice is to be delivered, no account is to be taken of any part of a day that is not a working day
- (E) An appointment under a proxy notice may be revoked by delivering a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given to a proxy notification address
- (F) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (G) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

THE BOARD OF DIRECTORS

32 MAXIMUM NUMBER OF DIRECTORS

The number of Directors shall not exceed fifteen and may be such lesser number as the Board may from time to time determine

33 MEMBERSHIP OF BOARD

- (A) (a) The Chief Executive shall be a member of the Board by virtue of his office and shall cease to be a member of the Board when he ceases to hold that office
- (b) The Board may appoint up to fourteen other persons as members of the Board
- (B) Subject to paragraphs (C) and (D) of this Article, and to Article 36 in the case of the Chairman, the period of office of members of the Board appointed under sub-paragraph (b) of paragraph (A) of this Article shall in the first instance be three years but any such member may be re-appointed by and at the discretion of the Board for any further period not exceeding three years and to one further period of office not exceeding three years
- (C) (a) If a member of the Board referred to in paragraph (B) of this Article is appointed (or re-appointed) for a period at the end of which he shall have been a member of the Board for a period or periods in excess of nine years (whether continuous or in the aggregate) the said appointment shall be subject to ratification by the Council at the next General Meeting following the date of that appointment. If the Council does not ratify the said appointment at such Meeting the member shall thereupon vacate his office
- (b) Provided that if a member of the Board is appointed to the office referred to in sub-paragraph (a) of paragraph (A) of this Article, paragraph (B) and sub-paragraph (a) of paragraph (C) of this Article shall not apply and any such member shall remain as a member of the Board until he ceases to hold such office
- (D) Paragraphs (B) and (C) of this Article shall not apply to a member of the Board who is for the time being employed by the Council under a contract of service. Such member shall vacate office forthwith upon ceasing to be employed by the Council

34 REMOVAL OF A DIRECTOR

Without prejudice to the effect of Article 45 (Disqualification) the Board may request that a member of the Board resign his office as a member of the Board. If such resignation is not received in writing at the Office within fourteen days of receipt by the member of that request the Board may by affirmative resolution of four fifths of all its members (including the member who has received that request) resolve that the office of such member is terminated and thereupon that member shall cease to hold office

THE CHAIRMAN

35 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 Board by those members of the Board who are in office when the vacancy occurs

36 TERM OF CHAIRMAN'S OFFICE

- (A) Subject to paragraph (C) of this Article the Chairman shall hold office for such term not exceeding three years as the Board may, subject to the directions of the Council in General Meeting, determine but the office of Chairman shall be vacated if the person for the time being holding such office shall cease for any reason to be eligible to be a member of the Board
- (B) An outgoing Chairman or former Chairman shall be eligible for reappointment to that office by and at the discretion of the Board for any further period not exceeding three years and to one further period of office not exceeding three years
- (C) If the Chairman is appointed for a period at the end of which he shall have been Chairman for a period or periods in excess of nine years (whether continuous or in the aggregate) the said appointment as Chairman shall be subject to ratification by the Council at the next General Meeting following the date of that appointment. If the Council does not ratify the said appointment at such Meeting the Chairman shall cease to hold office forthwith at the conclusion of that General Meeting
- (D) Unless the Chairman has otherwise ceased to be eligible to be a member of the Board, the Chairman shall cease to be a member of the Board on the expiry of his term of office, unless reappointed as Chairman, in which case he shall cease to be a member of the Board on the expiry of the second term, or any further period of office, as the case may be

HONORARY PRESIDENT AND VICE-PRESIDENT OF THE COUNCIL

37 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 Chairman of the Council shall, following his retirement from the Board, be appointed as an Honorary Vice President for a term of five years whether or not such appointment causes the number of Honorary Vice Presidents holding that office at that time to exceed six persons
- (B) At any one time there shall not be more than one person holding office as Honorary President of the Council or (subject to Article 37 (A)) more than six persons holding office as Honorary Vice-Presidents of the Council
- (C) 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

38 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

39 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 Companies Acts be or be deemed to be a director

POWERS OF THE BOARD OF DIRECTORS

- 40 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, 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

41 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

42 FORMATION AND SUPERVISION OF BOARD COMMITTEES

- (A) The Board in its absolute discretion may form and dissolve any committee consisting of such persons as it shall appoint (which committee may consist of one person) and may delegate its powers to any such committee or to the Chief Executive on such terms as it shall think fit. The powers, duties, functions and terms of reference of any such committee may be the subject of Regulations
- (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 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)

43 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 Board or 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

44 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

DISQUALIFICATION FROM AND CESSATION
OF MEMBERSHIP OF THE BOARD AND/OR THE COMMITTEES

45 DISQUALIFICATION

A person who is a member of the Board or of any Committee shall automatically cease to hold such office

- (a) (in the case of a member of the Board or a member of a Committee appointed to membership of the Council by the Board pursuant to Article 11) 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 Companies Acts 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 suffering from a mental disorder, and either
 - (i) a registered medical practitioner who is treating that person gives a written opinion to the Council that that person has become mentally incapable of acting as a Director and may remain so for more than three months, or
 - (ii) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (f) if, holding such office by virtue of any other office, (such as 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

46 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

47 NOTICE OF MEETINGS

Not less than two clear days' notice in writing of every meeting of the Board shall be given to all members of the Board. A member shall be treated as having waived his entitlement to notice unless he supplies the Council with the information necessary to ensure that he receives notice of a meeting not less than two clear days before it takes place

48 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, at least one of whom shall be a Director who is not employed by the Council under a contract of service. 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.

49 CONFLICTS OF INTEREST

(A) If a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Council in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

(B) But if Article 49 (C) below applies, a director who is interested in an actual or proposed transaction or arrangement with the Council

(a) is to be counted as participating in the decision-making process, and

(b) is entitled to vote on or agree to a proposal relating to it.

(C) This Article 49 (C) applies when

(i) the Council by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process,

(ii) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or

(iii) the Director's conflict of interest arises in relation only to arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Council or any of its subsidiaries which do not provide special benefits for Directors or former Directors, or

(iv) the matter has been authorised by the Directors in accordance with Article 49 (D)

(D) Any authorisation by the Directors for the purposes of Article 49 (C) (iv) is effective only if

(i) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the Director in question or any other interested Directors, and

(ii) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

(E) For the purposes of this Article, references to proposed decisions and decision-making processes include any Board meeting or part of a Board meeting.

(F) If a question arises at a meeting of Directors or of a committee as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any director other than the chairman is to be final and conclusive.

50 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.

51 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 (having regard, as appropriate, to the provisions of the Regulations) elect one of their number to be a chairman of such meeting.

52 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.

53 DEFECTS IN APPOINTMENT

All acts bona fide done by any meeting of the Board, or by any person acting as a 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 of the Board.

54 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 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.

55 WRITTEN RESOLUTIONS

A resolution in writing signed by all the Directors 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 and shall be deemed passed upon notification of all such signatories to the Chairman or the Secretary or the Chief Executive.

THE REGULATIONS

56 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 Articles for the following purposes:

- (a) 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

57 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

58 USE OF SEAL

The seal shall only be used by the authority of the Board who may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director

EXECUTIVE OFFICERS OF THE COUNCIL

59 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 Committee or 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 Committee or sub-committee (as the case may be) upon such terms and conditions and subject to such restrictions as the Board Committee 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

60 THE SECRETARY

The Board shall appoint a Secretary to the Council for such term, at such remuneration and on such conditions as it may think fit Any Secretary so appointed may be removed by the Board but without prejudice to any claim for damages for breach of any contract of service between him and the Council

OBSERVERS AT GENERAL MEETINGS

61 ATTENDANCE

The Board may by the Regulations provide as they shall think appropriate for attendance at such Meetings, as observers, of such persons whose attendance may be considered advantageous to the Council

ACCOUNTS

62 STATUTORY PROVISIONS

The Board shall ensure that books of account are kept in accordance with the Companies Acts 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

COMMUNICATIONS

63 MEANS OF COMMUNICATION TO BE USED

- (A) Anything sent or supplied by or to the Council under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information to be sent or supplied by or to the Council for the purposes of the Companies Acts,
- (B) Any notice or document to be sent or supplied to a director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- (C) A director may agree with the Council that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

64 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

65 NOTICE OF GENERAL MEETING

Notice of every General Meeting shall be given to

- (a) every member of the Council, 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

DIRECTORS' INDEMNITY AND INSURANCE

66 INDEMNITY

- (A) Subject to paragraph (B) of this Article, a relevant officer of the Council or an associated company may be indemnified out of the Council's assets against—
 - (a) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Council or an associated company,
 - (b) any liability incurred by that officer in connection with the activities of the Council or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that officer as an officer of the Council or an associated company
- (B) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law
- (C) For the purposes of this Article
 - (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

- (b) a "relevant officer" means any director, former director or other officer of the Council or an associated company (but not its auditor)

67 INSURANCE

- (A) The Directors may decide to purchase and maintain insurance, at the expense of the Council, for the benefit of any relevant officer in respect of any relevant loss

- (B) In this Article—

- (a) a "relevant officer" means any director or former director of the Council or an associated company, any other officer or employee or former officer or employee of the Council (but not its auditor) or any trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Council, any associated company (within the meaning of Article 66 (C)) or any pension fund of the Council or of any associated company

68 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