

---

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

---

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
THE NATIONAL ASSOCIATION OF  
PENSION FUNDS LIMITED  
(as in force at 17th January 2001)**

---



**THE COMPANIES ACT 1948 AND 1983**

**THE COMPANIES ACT 1985**

---

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

---

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**(As adopted by Special Resolution passed on  
17th February 1975 and as amended by  
Special Resolutions passed on 14th April 1976,  
28th April, 1979, 15th May, 1980, 26th March, 1982,  
5th May, 1983, 9th November, 1983, 3rd May, 1984,  
14th September, 1988 and 22nd November, 1990,  
12th November, 1996 and 17th January 2001)**

**OF**

**THE NATIONAL ASSOCIATION OF  
PENSION FUNDS LIMITED**

---

**Incorporated the 21st day of August, 1973**

**THE COMPANIES ACT 1948 AND 1983**

---

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

---

**MEMORANDUM OF ASSOCIATION  
OF  
THE NATIONAL ASSOCIATION OF  
PENSION FUNDS LIMITED**

1 <sup>1</sup>The name of the Company (hereinafter called "the Association") is "THE NATIONAL ASSOCIATION OF PENSION FUNDS LIMITED".

2 The Registered Office of the Association will be situated in England.

3 (A) In this Clause the terms "Funds" means funds schemes and plans constituted, established or maintained by employers or by other parties (including employees), the main purpose or object whereof is the provision of pensions or lump sums and/or other retirement or related benefits for employees and/or their dependants, relatives and connections on retirement from, leaving or death whilst in service or upon the happening of some other relevant event, and includes the provision of benefits thereunder and related benefits.

(B) The objects for which the Association is established are:

(i) To assist in the advancement of education and learning and in particular to encourage, extend, increase, disseminate and promote knowledge of, and to promote, conduct and support research into, the law and practice relating to all things connected with or incidental to Funds and the exchange of information ideas and advice about Funds.

(ii) To take steps which the Association may consider appropriate to protect the investment made by Funds operated by or associated with members of the Association.

(C) The Association in carrying out the said objects shall have and may exercise all or any of the following powers:

(i) To provide such specialized services connected with Funds as are considered to be of assistance or benefit in furthering the objects of the Association.

(ii) To hold conferences and meetings for the consideration and discussion of matters concerning or affecting or incidental to Funds.

(iii) To issue reports of proceedings and conferences and meetings and generally to collect, collate and publish information of assistance or benefit in furtherance of the objects of the Association.

---

<sup>1</sup> The Association changed its name from The National Association of Pension Funds to The National Association of Pension Funds Limited on 2nd December 1983.

- (iv) To make representations, collect and give evidence to the Government, Government Departments and Commissions and any other bodies or organisations interested in or concerned with Funds, or any matter or thing connected therewith or incidental thereto.
- (v) To maintain details of such Funds as the Association considers will be of assistance in the attainment of its objects.
- (vi) To liaise with or assist any party on any matter directly or indirectly concerned or connected with any of the objects of the Association or for the purpose of extending the same.
- (vii) To establish committees and in particular an Investment Committee with a view to promoting the objects of the Association.<sup>2</sup>
- (viii) To organize and finance education and training courses concerned with any of the objects of the Association including without limiting the generality of the foregoing seminars, study groups, discussions, courses and the reading of learned papers concerned with matters related or incidental to the administration and management of Funds, and to pay and provide for scholarships, exhibitions, prizes and other awards.
- (ix) To establish or authorize the formation of local groups in the United Kingdom and elsewhere for the purpose of promoting the objects of the Association.
- (x) To prepare, edit, print, publish, issue, acquire and circulate (or to assist in the same) books, papers, periodicals, gazettes, circulars and other literary undertakings and films concerned with or bearing upon any of the objects of the Association.
- (xi) To establish and maintain a library and collection of literature films and other material concerning the law and practice relating to all things connected with or incidental to Funds and to afford facilities for the use of the same.
- (xii) To collect information relating to the theories and practice of the management of Funds on a confidential basis and to restrict the availability of such information in such a manner as may be agreed with the persons or organisations supplying such information.
- (xiii) To take such steps as may from time to time be necessary for the purpose of procuring contributions to the funds of the Association.
- (xiv) To borrow or raise any money that may be required by the Association upon such terms as may be deemed desirable and in particular by mortgage or charge of all or any part of the property of the Association and draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments.
- (xv) 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.
- (xvi) So far as the law may from time to time allow 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, erect, alter, improve and maintain any building which may be required from time to time by the Association and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or any part of the same.
- (xvii) To accept gifts of real or personal property whether subject to any special trust or not for any of the objects of the Association.

---

<sup>2</sup> As amended by a Special Resolution passed on 22nd November 1990.

- (xviii) To sell, let, mortgage, dispose of or otherwise deal with all or any of the property or assets of the Association as may be thought expedient with a view to the furtherance of its objects.
- (xix) To establish and/or undertake and execute any trusts which may lawfully be undertaken by the Association and may be calculated to further its objects and to receive subscriptions thereto and to act as Trustee of any deeds constituting or establishing or otherwise as Trustee of any trust whether or not with charitable objects and whether or not constituted or established by the Association and, in this connection, to promote or concur in the promotion of any company, whether British or foreign, for the purpose of acting as Trustee of any such trust.
- (xx) To employ and remunerate staff and to provide such benefits on retirement from or leaving or death whilst in service (including benefits for any dependants, relatives and connections) on such terms and conditions and in such manner as the Association may from time to time determine and to establish and support or aid in the establishment and support of charitable associations, institutions, funds or trusts calculated to benefit employees or ex-employees of the Association or the dependants relatives and connections of such persons and grant pensions and allowances to and make payments towards the insurance of such persons.
- (xxi) <sup>3</sup>To amalgamate or affiliate with (by joining or co-operation or some other means) or to acquire or take over the undertaking of any institution or body having objects altogether or in part similar to those of the Association and all or any of the assets thereof which the Association may lawfully acquire or take over but so that any step so taken shall not enlarge the objects of the Association or involve any activity or disbursement of funds not conducive to such objects.
- (xxii) To pay all expenses preliminary or incidental to the formation of the Association and its registration.
- (xxiii) To procure the Association to be registered incorporated or recognised in any part of the world.
- (xxiv) To take legal action or support legal action taken by a Member of the Association with a view to furthering the objects of the Association or any of them.
- (xxv) <sup>4</sup>To establish, maintain, control and own one or more wholly-owned subsidiaries (as defined by section 736(2) of the Companies Act 1985 (as amended)), being either a company limited by shares or a company limited by guarantee with objects altogether or in part similar to those of the Association except that (without limitation) such wholly-owned subsidiaries may generate profits and distribute such profits to the Association.
- (xxvi) 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:-

- (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 objects of the Association shall not extend to the regulation of relations between workers and employers or between organisations of workers and organisations of employers.

---

<sup>3</sup> amended by Special Resolution dated 17th January 2001.

<sup>4</sup> inserted pursuant to a Special Resolution dated 17th January 2001.

- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or 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 Council 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 Council 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 Council 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 shall be applied solely towards the promotion of its objects 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 and no member of its Council shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association

- (a) of reasonable and proper remuneration to any member officer or servant of the Association (not being a member of its Council for any services rendered to the Association;
- (b) of interest at a rate not exceeding six per centum per annum on money lent or a reasonable and proper rent for premises demised or let by any member of the Association or its Council;
- (c) to any member of its Council of out-of-pocket expenses;
- (d) to a company of which a member of the Association or of its Council may be a member holding not more than one hundredth part of the capital of such company.
- (e) by means of distribution among the Members of the Association of any property or assets of the Association remaining on a winding-up or dissolution after the satisfaction of all debts and liabilities of the Association.

5 The liability of the members is limited.

6 Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

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

F.R. LANGHAM

Unilever Limited, Unilever House  
Blackfriars, London E.C.4.  
Deputy Pensions Officer

RICHARD NEALE

Imperial Group Limited, Imperial House  
1 Grosvenor Place, London S.W.1  
Manager, Pensions Fund Office

D.C. BANDEY

Metropolitan Pensions Association Limited  
Haymarket House, Oxendon Street  
London S.W.1  
Deputy Managing Director

V.W. THOMSON

Kodak Limited, Kingsway  
London W.C.2  
Manager, Employee Benefits

D. BLAIR

Massey Ferguson Holdings Limited  
35 Davies Street, London W.1  
Pensions Manager

K. COLE

Reckitt & Colman Limited  
Burlington Lane  
London W.4  
Pensions Manager

K.G. SMITH

British Steel Corporation  
33 Grosvenor Place  
London S.W.1  
Pensions Manager

DATED this 22nd day of June 1973

WITNESS to the above Signatures:-

R.A.F. PENN

Chief Executive Officer  
The National Association of Pension Funds  
Prudential House  
Wellesley Road  
Croydon CR0 2AD

**THE COMPANIES ACT 1985 AND 1989**

---

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

---

**NEW**

**ARTICLES OF ASSOCIATION**

**(As adopted by Special Resolution passed on 17th January 2001)**

**OF**

**THE NATIONAL ASSOCIATION OF PENSION FUNDS LIMITED**

**INTERPRETATION**

1 1.1 In these Articles the following expressions have the following meanings:

<b>"Act"</b>	the Companies Act 1985 (as amended);
<b>"Auditors"</b>	the auditors of the Association from time to time;
<b>"these Articles"</b>	the Articles of Association as originally adopted or as from time to time altered by Special Resolution;
<b>"Association"</b>	The National Association of Pension Funds Limited constituted by the Memorandum of Association to which these Articles are appended;
<b>"Benefits Council"</b>	the council of the Association described in Article 31;
<b>"Board"</b>	the board of Directors for the time being of the Association or the Directors present at a meeting of the Board at which a quorum is present;
<b>"Business Members"</b>	those members falling within paragraph (b) of the definition of "Members";
<b>"Chairman"</b>	the person for the time being holding office as Chairman of the Association pursuant to Article 29;
<b>"Council(s)"</b>	either or both of the Investment Council and the Benefits Council;
<b>"Council Secretary"</b>	the person or persons for the time being appointed to perform the duties of the secretary to the Council(s);



<b>"Director"</b>	a director of the Association appointed in accordance with Article 28;
<b>"Funds"</b>	funds, schemes and plans constituted, established or maintained by employers or by other parties (including employees), the main purpose or object of which is the provision of pensions or lump sums and/or other retirement or related benefits for employees and/or their dependants, relatives and connections on retirement from, leaving or death whilst in service or upon the happening of some other relevant event, and includes the provision of benefits thereunder and related benefits;
<b>"Fund Members"</b>	those members falling within paragraph (a) of the definition of "Members";
<b>"General Meeting"</b>	a general meeting of the Members duly convened and held in accordance with these Articles;
<b>"Immediate Past Chairman"</b>	the immediately previous Chairman to the Chairman at the relevant time;
<b>"in person"</b>	in relation to the presence of any Member, other than an individual, at any General Meeting of the Association, the presence of such Member by its representative;
<b>"Investment Council"</b>	the council of the Association described in Article 31;
<b>"Junior Council Chairman"</b>	the chairman of either the Benefits Council or the Investment Council who is not the Senior Council Chairman;
<b>"Local Group"</b>	a Local Group for the time being operating pursuant to Article 60;
<b>"Members"</b>	<p>(a) those companies, firms or other persons (not falling within (b) below) which or who participate or are contemplating participating as employers in Funds for the benefit of their respective employees or those persons, and companies which act as trustees of Funds; or</p> <p>(b) those companies, firms or other persons which or who are wholly or mainly:</p> <ul style="list-style-type: none"> <li>(i) engaged in the business of providing investment and management or other services to Funds or acting as advisers of or consultants to Funds; or</li> <li>(ii) engaged in the business of acting as professional advisers in respect of the provision of retirement or related benefits for employees; or</li> <li>(iii) engaged in the business of externally managing the operation (including investment management) of or providing information for Funds, or any employee, officer, director, partner or member of any such company or firm; or</li> <li>(iv) otherwise associated with occupational schemes; and</li> </ul>

	(c) in the case of both (a) and (b) above, whose application shall be approved by the Board;
<b>"Office"</b>	the Registered Office for the time being of the Association;
<b>"Paid-up Members"</b>	those Members who have paid their annual subscriptions due under Article 5 in respect of the then current year;
<b>"representative"</b>	except as otherwise provided in these Articles in relation to any Member, other than an individual, the person nominated to represent such Member at any General Meeting of the Association in accordance with Article 22;
<b>"Seal"</b>	the common seal of the Association;
<b>"Secretary"</b>	the person for the time being appointed to perform the duties of the Secretary to the Association;
<b>"Senior Council Chairman"</b>	the chairman of either the Benefits Council or the Investment Council whichever has held such office for the longer time; in the event that both such persons have held office for equal lengths of time, the Senior Council Chairman shall be whichever is elected by a majority of the Board subject to his consenting to act;
<b>"Statutes"</b>	the Act and every other statute or regulation concerning companies and affecting the Association and any modification or re-enactment thereof for the time being in force;
<b>"United Kingdom"</b>	Great Britain and Northern Ireland, the Channel Islands and the Isle of Man;
<b>"Vice-Chairmen"</b>	the chairmen of the Councils appointed under Article 34.1.1.

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

1.3 In these Articles, if not inconsistent with the subject or context, words importing the singular number only shall include the plural number and vice versa, words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.

1.4 Unless the context otherwise requires, and subject as aforesaid, words or expressions contained in these Articles shall bear the same meaning as in the Act or in any statutory modification thereof for the time being in force.

## MEMBERS

2 The number of Members of the Association shall be unlimited. Membership of the Association shall be limited to companies, firms or other persons which or who operate, or are associated with or are contemplating the operation of Funds.

3 The Board shall in all cases have absolute discretion in deciding the terms and conditions upon which Members shall, from time to time, be admitted to membership and membership of the Association as a Fund Member or a Business Member shall always be subject to the approval of the Board. The Board shall also have absolute discretion to decide in cases of doubt the category of membership into which an applicant for membership may be placed and any decision of the Board in this respect shall be final.

## TERMINATION OF MEMBERSHIP

- 4 4.1 Membership shall, subject to Clause 6 of the Memorandum of Association, cease forthwith upon the happening of any of the following events:

4.1.1 if a Member gives notice to the Secretary of his or its intention to withdraw from membership save that where the Member has prior to the date of such notice paid the annual subscription for that year, such notice shall take effect from the last day of December in that year;

4.1.2 if a Member fails to pay the annual subscription for any year by the last day of March in that year and the Secretary on the direction of the Board thereafter gives notice of termination of membership to the Member, his or its membership shall be deemed to have terminated as from the previous first day of January;

4.1.3 if a bankruptcy order is made against a Member or a Member becomes insolvent or a Member makes an assignment for the benefit of his or its creditors or makes or proposes any composition with them or makes any attempt to take advantage of any statutory provision for the relief of debtors or fails fully to comply on the due date with any of his or its financial obligations in any part of the world;

4.1.4 if, in the case of a Member being a corporation, a "Receiver" (which expression as used in these Articles shall include an administrative receiver) is appointed of all or any of its assets or a resolution is passed or an order is made for its winding-up unless, in the opinion of the Board, such winding-up is only for the purposes of reconstruction;

4.1.5 if the membership of a Member is terminated in accordance with the provisions of Article 4.2; or

4.1.6 if the activities of a Member cease, in the opinion of the Board, to be such as would entitle the Member to apply for membership and the Secretary on the direction of the Board thereafter gives notice of termination of membership to the Member save that the Association will refund to such ex-Member that proportion of any annual subscription which such ex-Member has paid as relates to any complete unexpired months of the calendar year in which such notice is given.

- 4.2 4.2.1 If the Board considers that any conduct or alleged conduct of a Member is or may be prejudicial to the interests of the Association or its Members or any class of them, or to the good name of the Association, or to its reputation, the Board may call upon that Member to give an explanation.

4.2.2 If the Member gives no explanation to the Board within one month of being called upon to do so or if he or it does give an explanation within that period but, after consideration of such explanation, the Board is of the opinion that the conduct concerned is prejudicial to the interests of the Association or its Members or any class of them, or to the good name of the Association or to its reputation, the Board may, subject to Article 4.2.3 resolve:

- (a) that no director or partner or other employee of the company or firm representing the Member concerned shall, for such period and on such terms as the Board may determine, be qualified to be a member of the Board or either Council; and/or
- (b) that the Member concerned be suspended from membership of the Association for such period and on such terms as the Board may determine; and/or
- (c) that the membership of the Member concerned shall be terminated forthwith.

4.2.3 Not less than seven days' notice shall be given for any meeting of the Board convened to consider any matter arising under Article 4.2, or to consider the re-admission of any Member whose membership has been terminated under Article 4.2.2. The quorum at any such meeting shall not be less than three-quarters of the number of persons for the time being

comprising the Board, and no resolution under Article 4.2 above shall be valid unless it has been passed by a majority of not less than three-quarters of the Board members present at such meeting.

4.3 The Board may in its absolute discretion, and in such manner as it thinks fit, notify the Members of the Association or cause them to be notified of the result of any meeting of the Board which is called under Article 4.2, and in particular, of any resolution passed by the Board under Article 4.2.2.

4.4 If a resolution is passed by the Board that the membership of a Member is terminated under Article 4.2.2(c), the Association will refund to such ex-Member that proportion of any annual subscription which such ex-Member has paid as relates to any complete unexpired months of the calendar year in which such resolution is passed.

## **ANNUAL SUBSCRIPTION**

5 Each person shall on becoming a Member, and on the first day of January in each subsequent year of membership, pay an annual subscription of such amount or in accordance with such scale of subscription as the Board shall fix from time to time. Such amount and the respective amounts included in any such scale, shall be fixed by the Board in respect of each year by the end of October of the immediately previous year (the "current year") provided that:

5.1 the increase in such amount does not exceed the increase which has occurred in the General Index of Retail Prices (the "Index") between the month of August in the current year and the month of August in the preceding year; and

5.2 the amounts fixed in respect of any year shall not, without the approval of the Members in General Meeting, exceed 110 per cent of the relevant amounts operative in the current year.

In the event that the Index is not published in respect of August in any year the Index most recently published in respect of a month prior to August shall be used for the purposes of any computation under this Article, comparing it with the Index published for the same month in the preceding year. In the event that the Index is not published for a period of two months or is no longer published in substantially the same form as at the date of adoption of this Article or in the event of any material change in the basis or base date of the Index, this Article shall have effect as if references to the Index were references to such other comparable index, indices or other source or sources of information as fairly indicate variations in the cost of living.

6 In the event that the Board wishes to propose an increase in the annual subscription which exceeds the levels stipulated in Articles 5.1 and 5.2 the Board shall only be entitled to introduce such an increase if, prior to such increase, a special resolution of the Members is passed authorising such increase.

## **GENERAL MEETINGS**

7 The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than fifteen months (or such shorter period as may be determined by Statute from time to time) shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall determine.

8 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

9 The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened upon a requisition to the Secretary stating the object of the meeting signed by or on behalf of not less than twenty Paid-up Members, or in default, may be convened by such requisitionists, as provided by sub-sections 368(4) to (8) inclusive of the Act.

## **NOTICE OF GENERAL MEETINGS**

10 10.1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting called for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, day and time of meeting and, in the case of special business, the general nature of that business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are under these Articles entitled to receive such notices from the Association.

10.2 A General Meeting shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

10.2.1 in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and

10.2.2 in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights exercisable at that meeting.

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

## **PROCEEDINGS AT GENERAL MEETINGS**

12 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the profit and loss accounts, balance sheets, group accounts (if any) as required by the Statutes, and the reports of the Board and of the Auditors, the election of members of the Board in the place of those retiring and the appointment of, and the fixing of the remuneration, if any, of the Auditors.

## **QUORUM, CHAIRMAN AND ADJOURNMENT**

13 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten Members present in person shall be a quorum.

14 If within half an hour from the time appointed for a 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 such time and place as the Members present at the meeting shall determine or, if such Members so request, as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum provided that the date on which the adjourned meeting shall be held shall not be less than twenty-one or more than forty-two days after the date of the original meeting, not counting for this purpose the date of the original meeting.

15 The Chairman or, failing him, the Senior Council Chairman, or failing him the Junior Council Chairman, shall preside as chairman at every General Meeting of the Association, but if there be no such Chairman, Senior Council Chairman or Junior Council Chairman or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, one of the Members present in person at the meeting, selected by the meeting, shall be the chairman of the meeting.

16 The chairman of a meeting 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. It shall not be necessary to give any notice of an adjourned meeting.

## **VOTING**

17 17.1 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of Members present in person at the meeting unless a poll is (before or on the declaration of the result of the show of hands) demanded:—

17.1.1 by the chairman of the meeting; or

17.1.2 by not less than five Members present in person or by proxy; or

17.1.3 by a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting,

provided always that the demand for a poll may be withdrawn;

17.2 Unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

18 Except as provided in Article 20, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

20 No poll shall be demanded on the election of a chairman of the meeting, and a poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time (either at the meeting at which the poll is demanded or within fourteen days after such meeting) and place as the chairman of that meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

## **VOTES OF MEMBERS**

21 Every Member present in person at a General Meeting shall be entitled on a show of hands to one vote and every Member present in person or by proxy, representative or otherwise shall be entitled on a poll to one vote for every £200 or part thereof (not including VAT) of the annual subscription payable by such Member.

22 At any General Meeting of the Association:—

22.1 each Member, other than an individual, shall be represented by such person as it may nominate for the purpose and each person so nominated shall be entitled to exercise the same powers on behalf of the Member which he represents as that Member could exercise if he were an individual Member of the Association; and

22.2 each Member, if an individual, shall be represented by the individual Member himself.

23 On a poll votes may be given either personally or by proxy. A Member may appoint any person who is a member of the Board as his proxy to vote on a poll on his or its behalf. A proxy entitled to cast more than one vote need not use or cast all his votes in the same way.

24 24.1 The instrument appointing a proxy shall be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

24.2 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or other authority shall be deposited with the Secretary at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting at least forty-eight hours before the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

25 An instrument appointing a proxy shall be in the following form or in such other form as the Board may from time to time admit:—

“THE NATIONAL ASSOCIATION OF PENSION FUNDS LIMITED”

“I/we,

“of

“being a Member of the above-named Association

“hereby appoint

“(being a member of the Board)

“of

“as my/our proxy to vote for me/us and on my/our behalf

“at the (Annual or Extraordinary, as the case may be)

“General Meeting of the Association to be held on the

“ day of 20 , and at any

“adjournment thereof.

“SIGNED this day of 20

“This form is to be used \*in favour of/against the Resolution(s).

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

“\*Strike out whichever is not desired”

26 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

27 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was signed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Secretary at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **BOARD OF DIRECTORS**

28 28.1 The management of the affairs of the Association shall be vested in the Board. Unless and until otherwise determined by the Association by ordinary resolution the Board shall consist of no less than seven but no more than nine Directors, being:—

28.1.1 the Chairman;

28.1.2 the Immediate Past Chairman if available and willing to act;

28.1.3 the Vice-Chairmen;

28.1.4 the vice-chairmen of both Councils;

28.1.5 two other persons elected in accordance with Article 34.1.2 by the Councils; and

28.1.6 up to one person co-opted by the Board.

28.2 A Director other than one co-opted under Article 28.1.6 shall retire from office immediately upon ceasing to hold the office, or upon termination of the mandate, by virtue of which he was a Director. A Director co-opted under Article 28.1.6 shall hold office until the conclusion of the Annual General Meeting following his appointment.

## **THE CHAIRMAN AND IMMEDIATE PAST CHAIRMAN**

29 29.1 The Councils (including for this purpose all members of either Council but any individual who is a member of both Councils shall have only one vote) shall between them prior to the Annual General Meeting in each year and not later than the last day of December immediately preceding such Annual General Meeting elect a Chairman from amongst their number, to hold office for the period from the conclusion of such Annual General Meeting until the conclusion of the Annual General Meeting held in the immediately succeeding year. The person so elected shall act as Chairman of the Association.

29.2 No person may be elected Chairman under Article 29.1 for more than two successive periods.

29.3 A person who is elected as Chairman shall, upon the expiry of the period or periods for which he is elected become the Immediate Past Chairman and shall remain so until the end of the period or periods for which his immediate successor as Chairman is elected.

29.4 On an Immediate Past Chairman ceasing to be such, he shall retire from the Board and shall not thereafter be eligible to hold office as a Director or as any other officer of the Association.

29.5 In the event of the death or resignation of the Chairman during his tenure of office, the Senior Council Chairman or failing him, the Junior Council Chairman shall act as Chairman for the remainder of the period for which the original Chairman was elected.

30 The members of the Board and the Councils at the effective date of the adoption of these Articles shall be those persons who have been appointed to such offices pursuant to the resolutions contained in the Notice of Extraordinary General Meeting of the Association dated 15 December 2000.



## THE COUNCILS – RESPONSIBILITIES AND COMPOSITION

- 31 31.1 The Association shall have two Councils, the Investment Council and the Benefits Council.
- 31.2 The initial responsibilities of the Councils shall be as set out in Articles 31.2.1 and 31.2.2 but may be modified from time to time by the Board:
- 31.2.1 the Benefits Council shall be responsible for considering and agreeing the Association's policy concerning employee benefits and responding to governmental and other proposals which affect or may affect employee benefits matters in each case in relation to Funds in the United Kingdom;
- 31.2.2 the Investment Council shall be responsible for considering and agreeing the Association's policy concerning investment matters and responding to governmental and other proposals which affect or may affect investment matters in each case in relation to Funds in the United Kingdom.
- 31.3 Notwithstanding any responsibilities vested in the Councils under Article 31.2 the Board may (in so far as is possible) from time to time in its absolute discretion overturn or override any decision or action taken or made by the Councils and the Councils shall be required to account to the Board in respect of the discharge of their respective duties.
- 31.4 Each of the Councils shall comprise no more than seventeen persons appointed as follows:
- 31.4.1 up to twelve persons (excluding the Chairman), being Members or representatives of Members elected pursuant to Article 32;
- 31.4.2 one person (other than the Chairman if he is a Member or a representative of a Member appointed by such Local Groups), being a Member or representative of a Member appointed by Local Groups pursuant to Article 33;
- 31.4.3 the Chairman;
- 31.4.4 one member of the other Council appointed by that other Council subject always to Article 32.3 and provided always that no person shall be appointed to a Council under this Article 31.4.4 if, as a result, there would not be a majority of persons who are Fund Members or representatives of Fund Members on that Council; and
- 31.4.5 up to two persons, being persons co-opted by the Council pursuant to Article 35.5.2,
- and each Council shall be duly constituted notwithstanding any vacancy in its numbers as stipulated under this Article 31.4.

## ELECTED MEMBERS OF THE COUNCILS

- 32 32.1 Each nomination for election to either Council of persons falling within Article 31.4.1 shall be made on or before the last day of January each year in a form prescribed by the Board and shall be proposed and seconded by two Members and, in addition, shall be accompanied by the nominee's written agreement to his nomination.
- 32.2 Any nomination made under the terms of this Article shall be invalid if the Member, or the Member whom the person nominated represents, or the Member proposing the nomination or the Member seconding the nomination is not a Paid-up Member.
- 32.3 If a person is otherwise eligible for election, appointment or co-option to either Council, nothing shall prevent him from serving on both Councils at the same time provided always that no such person shall be entitled to act as representative of one Council on the other Council under Article 31.4.4 if he is already a member of that other Council.

32.4 If in any year the number of persons nominated for election to either Council under Article 31.4.1 does not exceed the number of vacancies to be filled, the persons so nominated shall as from the conclusion of the next Annual General Meeting be deemed to be elected to the relevant Council.

32.5 If in any year the number of persons nominated for election to either Council under Article 31.4.1 exceeds the number of vacancies to be filled, an election by secret ballot shall take place. In such case voting papers in a form prescribed by the Board shall be sent to all Members on or before the last day of February and such voting papers shall be returned to the Secretary or, if the Board shall so determine, to the scrutineers (whom the Board shall appoint) so as to be received within twenty-one days after the date of issue thereof. In the event that elections by secret ballot are required under this Article 32.5 for both Councils separate voting papers shall be prepared for each Council.

32.6 In the event of an election by secret ballot every Member voting may cast, in respect of each vacancy, the number of votes to which such Member is entitled under Article 21. Any voting paper upon which a greater number of votes than is specified as aforesaid are cast shall be invalid and rejected.

32.7 If voting papers are not returned directly to the scrutineers then, on receipt of the completed voting papers, the Secretary shall deliver them unopened to the scrutineers.

32.8 The scrutineers shall in any year in which an election by secret ballot has taken place send to the Secretary by the last day of March in that year, in respect of each Council for which such secret ballot has taken place, a signed report of the total number of voting papers received, the number (if any) rejected and the grounds of rejection, the total number of votes in favour of each candidate and the names of those elected, and such report shall be conclusive, provided always that if there is any equality of votes the Chairman shall give such casting vote or votes as may be necessary to complete the election.

32.9 In the event that the results of the elections under Articles 32.5 to 32.8 would, if they were to stand, lead to the Fund Members or representatives of Fund Members on either Council constituting less than a majority of the members of such Council as from the conclusion of the next Annual General Meeting, then:

32.9.1 subject to Article 32.9.3 the person (not being a Fund Member or representative of a Fund Member) who would otherwise have been elected to such Council with the least number of votes shall be deemed not to have been elected but shall cede his office as a member of such Council to the person (being a Fund Member or representative of a Fund Member) who would otherwise not have been elected to such Council but who won the next greatest number of votes in the elections;

32.9.2 subject to Article 32.9.3 if by operation of the provisions of Article 32.9.1 the required majority of Fund Members or representatives of Fund Members is not achieved then the provisions of Article 32.9.1 shall be invoked as many times as are necessary to substitute the persons (being other than Fund Members or representatives of Fund Members) who won the least votes with the persons (being Fund Members or representatives of Fund Members) who won the next greatest number of votes to be members of such Council until the requisite majority is achieved;

32.9.3 provided always that if the requisite majority of Fund Members or representatives of Fund Members cannot be achieved under Article 32.9.1 or Article 32.9.2, because there are insufficient numbers of such candidates, then only such candidates as are available shall become members of the Council and the Council shall be deemed to be properly constituted.

32.10 In the event that a person serves simultaneously on both Councils he shall not be entitled to more than one vote in respect of any person nominated for election as a Director.

## **COUNCIL MEMBERS APPOINTED BY LOCAL GROUPS**

33 Members or representatives of Members of either Council appointed by Local Groups shall be appointed before the end of each calendar year in accordance with such procedures as may from time to time be laid down or approved by the Board such appointment to take effect from the conclusion of the Annual General Meeting immediately following their appointment. Any Member or representative of a Member appointed pursuant to this Article 33 shall:

33.1 be a Paid-up Member;

33.2 retire in any event at the conclusion of the Annual General Meeting held in the second year following the year in which he took office but shall, subject to Article 33.3 again be eligible for appointment under this Article 33; and

33.3 not hold office, as a result of a subsequent appointment, election or co-option, for a continuous period longer than that ending at the conclusion of the Annual General Meeting held in the eighth year following the year in which his original appointment took effect.

## **ELECTION OF COUNCIL CHAIRMEN AND REPRESENTATIVE DIRECTORS**

34 34.1 Within four weeks of the completion of the election of the members of the Councils under Article 32 each Council shall elect by secret ballot from amongst its members:

34.1.1 a chairman and a vice-chairman (having first obtained the nominees' written consent to act); and

34.1.2 one person to become a Director (having first obtained the nominee's consent to act) in accordance with Article 28.1.5,

provided always that no person may be elected to office under this Article 34 for more than two successive periods.

34.2 Elections under the provisions of Article 34.1 shall take effect from the conclusion of the next Annual General Meeting following such elections. A person elected under Article 34.1 shall hold such office or mandate for the period from the conclusion of such Annual General Meeting until the conclusion of the immediately following Annual General Meeting.

## **PERIODS OF OFFICE**

35 35.1 A person falling within Article 31.4.1 shall, unless he has at the relevant time been elected by the Councils to hold office as Chairman or is, will continue to be, or will become the Immediate Past Chairman or has been elected as a Vice-Chairman, retire at the conclusion of the Annual General Meeting held in the fourth year following the year in which he took office but shall, subject to Article 35.2 again be eligible for election under Articles 32 and 33.

35.2 No person shall hold office as a director or as a member of either Council, as a result of a subsequent election, appointment or co-option, for a continuous period longer than that ending at the conclusion of the Annual General Meeting held in the eighth year following the year in which he became a member of a Council provided always that the Chairmen, the Immediate Past Chairman and the Vice-Chairman shall not while they continue to hold such office, be subject to the retirement provisions in this Article 35.2.

35.3 On the Chairman ceasing to be Chairman he shall also cease to be a member of the Councils under Article 31.4.3 but this shall be without prejudice to any other right to continue to be a member of either or both Councils under these Articles.

35.4 In calculating the length of tenure of office on either Council by any member of the Councils, the following periods of service shall count as service on the relevant Council:-

35.4.1 in relation to a member of the Benefits Council any completed years of continuous service on the body known as the "Council of the Association" immediately prior to the adoption of these Articles; and

35.4.2 in relation to a member of the Investment Council any completed full years of continuous service on the body known as the "Investment Committee of the Association" immediately prior to the adoption of these Articles.

35.5 35.5.1 In the event of a member of either Council (being a member falling within either Article 31.4.1 or Article 31.4.2 dying or resigning or otherwise ceasing to hold office pursuant to Article 41 subsequent to his election but before the expiry of the period of his office, the relevant Council may fill the vacancy by co-option provided always that no person may be co-opted in this way if as a result there would not be a majority of people who are Fund Members or representatives of Fund Members on the relevant Council. Any person so co-opted to either Council shall cease to hold office as from the conclusion of the Annual General Meeting next following the date as from which he was first co-opted. Any such person who shall have been co-opted to fill a vacancy for a member of a Council falling within Article 31.4.1 shall, subject to Article 35.6, be eligible for subsequent election by the Members. Any such person who shall have been co-opted to fill a vacancy for a member falling within Article 31.4.2 shall, subject to Article 35.6, be eligible for subsequent appointment by the Local Groups.

35.5.2 Each Council may co-opt up to two further members of each Council provided always that no person may be co-opted in this way if as a result there would not be a majority of persons who are Fund Members or representatives of Fund Members on the relevant Council. Any persons so co-opted to a Council shall cease to hold office as from the conclusion of the Annual General Meeting next following the date as from which he was first co-opted. Any such person shall, subject to Article 35.6, be eligible for subsequent co-option by the relevant Council pursuant to this Article 35.5.

35.6 35.6.1 Any person elected to either Council falling within Article 31.4.1 who shall resign subsequent to his election but before the expiry of the period of his office; or

35.6.2 any person appointed to a Council falling within Article 31.4.2 who shall resign subsequent to his appointment but before the expiry of the period of his office; or

35.6.3 any person co-opted to a Council under Article 35.5 who shall resign subsequent to his co-option but prior to the Annual General Meeting next following the date as from which he was co-opted,

shall not be eligible, as the case may be, for subsequent election, appointment or co-option to that Council or, in the case of a member of a Council appointed to serve on the other Council under Article 31.4.4, to both Councils before the second Annual General Meeting following his resignation.

35.7 A member of a Council who has also been appointed as a member of the other Council under Article 31.4.4 shall cease to hold such office on the other Council as from the conclusion of the Annual General Meeting next following the date as from which he first became a member of such other Council.

## **POWERS AND DUTIES OF THE BOARD**

36 36.1 The Board may exercise all the powers of the Association to borrow money, and to mortgage or charge its property, or any part thereof, and to issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability, or obligation of the Association.

36.2 The Board shall have full responsibility for the conduct of the business and affairs of the Association and may exercise all such powers of the Association as are not by the Statutes or by these Articles required to be exercised by the Association in General Meeting. In particular the Board shall have power at its discretion to appoint and maintain in office such committees consisting of, subject as hereinafter provided, such one or more of its members as it may think fit with such powers and subject to such directions for the management of the business or affairs of the Association or for such other purposes as the Board shall think fit. The Board or any such committee shall have power to co-opt persons other than Board members to serve on such committees provided always that although such persons shall be entitled to receive notice of and attend and speak at all meetings of such committees, they shall not be entitled to vote.

37 The Board may appoint such professional and other advisers, acquire or rent such property or premises, and generally make any other appointments and expend such funds available to the Association for the lawful objects of the Association as it shall from time to time consider necessary or expedient.

38 The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney of the Association to act for such purposes outside the United Kingdom and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

39 All cheques, promissory notes, drafts, bills of exchange and other negotiable 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 Board shall from time to time determine.

40 The Board shall cause minutes to be made in books provided for the purpose:-

40.1 of all appointments of officers made by the Board; and

40.2 of the names of the members of the Board present at each meeting of the Board and of any committee of the Board; and

40.3 of all Resolutions and proceedings at all meetings of the Association and of the Board and of any committee of the Board.

## **DISQUALIFICATION OF MEMBERS OF THE BOARD AND THE COUNCILS**

41 41.1 The office of a member of the Board shall be vacated if the member of the Board:-

41.1.1 becomes bankrupt or makes any arrangements or composition with his creditors generally; or

41.1.2 becomes prohibited from being a director of any company by reason of any order made under the Company Directors Disqualification Act 1986; or

41.1.3 becomes of unsound mind; or

41.1.4 resigns his office by notice in writing to the Association; or

41.1.5 is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest as required by Section 317 of the Act; or

41.1.6 ceases to hold office by virtue of Article 28.2; or

41.1.7 in the view of the Board, the conduct of such member of the Board is or may be prejudicial to the good name of the Association or to its reputation; or

41.1.8 ceases to be a representative of a Member as defined in Article 41.4; or

41.1.9 fails to attend four or more successive meetings of the Board unless otherwise waived by the Board in its absolute discretion.

41.2 For the purpose of Article 41.1.5 a member of the Board shall be deemed not to be interested in any such contract or proposed contract if his interest therein arises solely by virtue of his being a member, employee, officer, director, partner or representative of a company, firm or other person which is a Member or a member or pensioner of a Fund in which a Member participates as an employer or of which a Member is a trustee.

41.3 The office of a member of either Council shall be vacated if the member of the Council:—

41.3.1 becomes of unsound mind; or

41.3.2 resigns his office by notice in writing to the Association; or

41.3.3 ceases to hold office by virtue of Article 35.1 or Article 35.2; or

41.3.4 in the view of the Board, the conduct of such Council member is or may be prejudicial to the good name of the Association or to its reputation; or

41.3.5 ceases to be a representative of a Member as defined in Article 41.4; or

41.3.6 fails to attend four or more successive meetings of that Council unless otherwise waived by that Council in its absolute discretion.

41.4 For the purpose of this Article a representative of a Member shall be a person who stands in one or more of the following relationships with such Member:—

41.4.1 if a representative of a Fund Member, a director, a partner or employee of the Member or of any company, firm or undertaking participating in the Fund in which the Member participates as an employer or of which the Member is a trustee (as the case may be) or, if a representative of a Business Member, a director, partner or employee of any company, firm or undertaking which is the Member, or other person concerned with the management of any such company, firm or undertaking as the Board shall approve for the purposes of this Article;

41.4.2 a member (which expression shall for this purpose be deemed to include a pensioner) of the Fund in which the Fund Member participates as an employer or of which the Fund Member is a trustee (as the case may be).

Provided that if a member of the Council and/or Board shall cease to stand in the relationship applicable to him at the time of his election or appointment to the Council and/or Board (as appropriate) and shall not as a result of a change in employment or otherwise and to the satisfaction of the Board continue in a similar relationship he shall cease to hold office as a member of the Council and/or Board (as appropriate) upon the expiration of the period of three months from the date of cessation of such relationship as aforesaid.

## MEETINGS OF THE BOARD AND COUNCILS

42 The Board and each of the Councils shall meet together for the despatch of business, adjourn and otherwise regulate their respective meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

43 A member of the Board or of a Council shall not be entitled either to vote in respect of any contract or proposed contract with the Association in which he is interested or to be counted in the quorum present at any meeting at which such contract or proposed contract is discussed.

44 The Chairman of the Board or a chairman of a Council may, and the Secretary (in the case of the Board) or the Council Secretary (in the case of the Councils) on the requisition of any two or more of the members of the Board or the relevant Council shall, at any time summon a meeting of the Board or such Council (as appropriate) by notice served upon the several members of the Board or such Council (as appropriate).

45 A member of the Board or of a Council or any committee of any of them may participate in a meeting of the Board or such Council (or committee thereof) by means of conference telephone or by means of any other communication equipment whereby all persons participating in such meeting can hear each other and participation in a meeting by such means shall constitute presence at such meeting and any person so present shall be counted in the quorum.

46 The quorum necessary for the transaction of the business of the Board or a Council shall be one-half of the number of persons for the time being comprising the Board or Council (as appropriate) but so that if their number is not a multiple of two the quorum shall be the number of persons nearest to but not exceeding one-half thereof. An alternate shall be counted twice in calculating whether there is a quorum present at a meeting at which his appointor is not present, namely once in respect of himself and once in respect of his appointor.

47 Any Director may at any time appoint any other Director to be his alternate, and may at any time remove any such alternate and appoint another in his place. An alternate shall not be entitled to receive any remuneration from the Association, nor to appoint an alternate. A Director who is also an alternate shall be entitled, in addition to his own vote, to a separate vote on behalf of his appointor at any meeting of the Board at which his appointor is not present. An alternate may be removed from office by a resolution of the Board, and shall cease to be an alternate if his appointor ceases for any reason to be a Director. Every person acting as an alternate shall be an officer of the Association and shall alone be responsible to the Association for his own acts and defaults, and he shall not be deemed to be the agent of or for his appointor. All appointments and removals made in pursuance of this Article shall be in writing under the hand of the appointor or in any other manner approved by the Board and shall be sent to or left at the Office.

48 Subject to the prior consent of the Board and the provisions of Article 31, each of the Councils shall have power to appoint and maintain committees consisting of such one or more of its members as it may think fit with such powers and subject to such directions as that Council shall think fit. The relevant Council or any such committee shall have power to co-opt persons other than members of the relevant Council to serve on such committee provided always that although such persons shall be entitled to receive notice of and attend and speak at all meetings of such committee, they shall not be entitled to vote.

49 The members for the time being of the Board and each of the Councils may act notwithstanding any vacancy in their respective bodies, but, if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles, the members for the time being of the Board or each of the Councils may act for the purpose of increasing the number of members of the Board or the Councils under the powers of co-option respectively allocated to them under these Articles, or, in the case of the Board, of summoning a General Meeting of the Association.

50 50.1 The Chairman or failing him the Senior Council Chairman or failing him the Junior Council Chairman shall preside at all meetings of the Board, but if no such Chairman, Senior Council Chairman or Junior Council Chairman is present and willing to act within fifteen minutes after the time appointed for holding the meeting, the members of the Board present shall choose one of their number to act as chairman of the meeting and the person chosen shall preside at such meeting accordingly.

50.2 The chairman of a Council or failing him the vice-chairman of that Council shall preside at all meetings of that Council, but if neither is present and willing to act within fifteen minutes after the time appointed for holding the meeting, the members of the Council present shall choose one of their number to act as chairman of the meeting and that person shall preside at such meeting accordingly.

51 The Secretary (in the case of the Board) or the Council Secretary (in the case of the Councils) shall send to each member of the Board or Council (as appropriate), a notice of each meeting of the Board or Council and an agenda paper of the business to be transacted at such meeting as soon as practicable before such meeting. He shall also as soon as possible after any meeting of the Board or Council send a copy of the minutes thereof to each member of the Board or Council (as relevant).

52 Any committee appointed by the Board or a Council may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present and willing to act within fifteen minutes after the time appointed for holding the same, the members of the committee present may choose one of their number to be chairman of the meeting.

53 A committee of the Board or a Council may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and entitled to vote thereat and in the case of an equality of votes the chairman shall have a second or casting vote.

54 All acts done in good faith by any meeting of the Board or a Council or of a committee of any of them or by any person acting as a member of the Board or a Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board or a Council or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or a Council .

55 A resolution in writing signed by all the members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and any such resolution may consist of several documents in the like form each signed by one or more of the members of the Board.

56 The members of the Councils and the Board may be paid all travelling, hotel and other expenses reasonably and properly incurred by them in attending and returning from meetings of the Councils or the Board or any committees thereof or General Meetings of the Association or in connection with the business of the Association but shall not be entitled to any remuneration for their services as members of the Board or a Council.

## SECRETARY

57 The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by it. The Board may also appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there is no Secretary or no Secretary capable of acting. The first Secretary of the Board shall be the Secretary of the "Council" of the Association (as defined in the Articles of Association of the Association in force immediately prior to the adoption of these Articles) holding office immediately prior to the adoption of these Articles of Association.

58 Both Councils shall appoint a Council Secretary. Each Council may also appoint a deputy Council Secretary and any person so appointed may act in place of the Council Secretary if there is no relevant Council Secretary.



## THE SEAL

59 The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee so authorised by the Board and every instrument to which the Seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

## LOCAL GROUPS

60 The Board may authorise the formation of Local Groups of the Association in such localities and subject to such terms and conditions as the Board may from time to time in its absolute discretion decide. The Local Groups in existence as authorised by the "Council" of the Association (as defined under the Articles of Association of the Association in force immediately prior to the adoption of these Articles) existing at the date of the adoption of these Articles shall be deemed to be duly authorised by the Board.

## ACCOUNTS

61 The Board shall cause proper books of account to be kept in accordance with the provisions of the Statutes.

## AUDITORS

62 Auditors shall be appointed and their duties regulated in accordance with the Statutes.

## NOTICES

63 A notice may be given by the Association to any Member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

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

64.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;

64.2 the Auditors;

64.3 every member of the Board; and

64.4 every member of the Councils.

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

## **DISSOLUTION**

65 If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property or assets whatsoever the same shall be paid to or distributed among the Members pro rata to the proportion which the annual subscription payable by each such Member bears to the total annual subscription payable by all the Members as at the preceding 1st January. The liquidator may, with the sanction of a special resolution, vest the whole or any part of such assets or property in trustees upon such trust for the benefit of the Members as the liquidator, with the like sanction, shall think fit.

## **INDEMNITY**

66 Subject to the provisions of Section 310 of the Act every member of the Board, member of the Councils or servant of the Association shall be indemnified out of the assets of the Association against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

# INDEX

	Page No.
Interpretation	1
Members	3
Termination of Membership	4
Annual Subscription	5
General Meetings	5
Notice of General Meetings	6
Proceedings at General Meetings	6
Quorum, Chairman and Adjournment	6
Voting	7
Votes of Members	7
Board of Directors	9
The Chairman and Immediate Past Chairman	9
The Councils – Responsibilities and Composition	10
Elected Members of the Councils	10
Council Members Appointed by Local Groups	12
Election of Council Chairmen and Representative Directors	12
Periods of Office	12
Powers and Duties of the Board	14
Disqualification of Members of the Board and the Councils	14
Meetings of the Board and Councils	16
Secretary	17
The Seal	18
Local Groups	18
Accounts	18
Auditors	18
Notices	18
Dissolution	19
Indemnity	19