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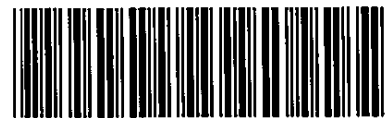
Articles of Association

OF THE

BRITISH BEER & PUB ASSOCIATION

7th Floor, Block A
Market Towers
1 Nine Elms Lane
London SW8 5NQ

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The Companies Acts 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Articles of Association

OF THE

BRITISH BEER & PUB ASSOCIATION

(adopted by special resolution passed on 14th July 2010)

1 GENERAL

- 1.1 In these Articles the words standing in the first column of the Table below shall bear the meaning set opposite to them in the second column thereof, if not inconsistent with the subject or context -

WORDS	MEANINGS
the 1985 Act	The Companies Act 1985
the 2006 Act	The Companies Act 2006
address	Has the meaning given in section 1148 of the 2006 Act
annual General Meeting	The annual general meeting of the Association held in each year
these Articles	These Articles of Association, the Bye-laws and the regulations of the Association from time to time in force
the Association	British Beer and Pub Association (company number 01182734)

WORDS	MEANINGS
Board	The board of directors from time to time of the Association (or any duly authorised committee of it)
Brand Owner	A person, company or partnership carrying on business as an owner of brands of beer brewed in or imported into the Territories
Bye-laws	Rules of the Association regarding subscription fees and other matters that shall be binding on the Members and the Association
Chairman	Means the chairman of the Association
Chief Executive	Means the chief executive of the Association
the Companies Acts	Has the meaning given in section 2 of the 2006 Act
the Council	The governing body for the time being of the Association
document	Means any document, including, but not limited to, any summons, notice, order, register, certificate or other legal process
electronic address	Has the meaning given in section 333(4) of the 2006 Act
electronic communication	a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa) (a) by means of a telecommunication system (within the meaning of the Telecommunications Act 1984), or (b) by any other means but while it is in electronic form
electronic form	Has the meaning given in section 1168 of the 2006 Act
electronic means	Has the meaning given in section 1168 of the 2006 Act
Executive Committees	The executive committees of the Association as established by the Council or the Board from time to time
Extraordinary General	All general meetings of the Association other than

WORDS	MEANINGS
Meeting	an Annual General Meeting
Fully Licensed Outlet	Premises for which a Premises Licence (as defined by the Licensing Act 2003) is in force which permits the supply of alcohol for consumption both on and off the premises or on the premises only
General Meeting	An Extraordinary General Meeting or an Annual General Meeting
Hard Copy Form and Hard Copy	Has the meaning given in section 1168 of the 2006 Act (and any reference to "hard copy" shall be construed accordingly)
Leased/Tenanted Outlets	Premises where the individual or company who is responsible for the supply of alcohol is in occupation by agreement with the landlord rather than as an employee of the landlord
Managed Outlet	Premises where the individual responsible for the supply of alcohol is in occupation as an employee of the landlord
the Memorandum	The Memorandum of Association of the Association
Month	Calendar month
the Office	The registered office of the Association
Off Licence Outlet	Premises for which a Premises Licence (as defined by the Licensing Act 2003) is in force which permits the supply of alcohol for consumption off the premises only
President	Means the president of the Association
Qualified person	Any person who is a qualified person within the meaning of Article 19 1
the Seal	The Common Seal of the Association
the United Kingdom	Great Britain and Northern Ireland
in writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form
the Secretary	The Secretary of the Association (who is also the secretary of the Association for the purposes of the

WORDS	MEANINGS
	Companies Acts)
Subsidiary	As defined in section 736(1) of the 1985 Act
the Territories	The United Kingdom, the Channel Islands and the Isle of Man
Vice-Chairmen	The vice-chairmen of the Association and "Vice-Chairman" shall be construed accordingly
Vice-President	The vice-president of the Association
working day	Has the meaning given in section 1173 of the 2006 Act
writing	Means, printing, typewriting, lithography, photography and any other mode or modes of representing or reproducing works, symbols or other information in a legible and non-transitory form and " written " shall be construed accordingly

- 1 2 Any words importing the singular number only shall include the plural number, and vice versa
- 1 3 Words importing one gender shall include the other gender, and
- 1 4 Words importing persons shall include corporations
- 1 5 Subject as aforesaid, any words or expressions defined in the Companies Acts or any statutory modification thereof in force at the date on which these Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these Articles
- 1 6 References in these Articles to a document or information being sent or supplied by or to a company (including the Association) shall be construed in accordance with the provisions of section 1148(3) of the 2006 Act and any reference to "sent" or "supplied" (or other similar term) shall be construed in accordance with the provisions of section 1148(2) of the 2006 Act
- 1 7 Unless the context otherwise dictates, references to "a company" shall include any body corporate, partnership, firm, unincorporated association or similar body or organisation with or without legal personality
- 1 8 The provision of sections 113 and 114 of the 2006 Act shall be observed by the Association, and every member of the Association (other than the subscribers to the Memorandum) shall either sign a written consent to become a member or sign the register of members on becoming a member

- 1 9 The Association is established for the purposes expressed in Article 1 11 below
- 1 10 The registered office of the Association will be situated in England
- 1 11 The object for which the Association is established is to be the voice of beer and pubs in Britain, championing the sector and its customers with Government, media and opinion formers to achieve a vibrant, sustainable and responsible beer and pub industry celebrated and respected for its role in Britain's economy and culture, and to this end
- (a) to communicate with, lobby and influence government, national and international bodies, organisations and stakeholders to promote and secure a policy regime that recognises and responds to the economic, social and community value of the industry and is favourable towards the interests of beer and pubs, and to work constructively and in partnership with other bodies and organisations in achieving the Association's objectives,
 - (b) to champion beer as the most sociable, relevant and responsible alcohol category and pubs as the most attractive, relevant social environment and home of responsible drinking and social engagement,
 - (c) to be an active and positive participant on public policy and other issues relevant to the industry and to engage, unite and mobilise the membership in delivering leadership and purpose on the agenda and positions pursued by the industry
- 1 12 The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in Article 1 11 above 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 Members of 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 for any services rendered to the Association,
 - (b) of interest on money lent by any Member of the Association at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England or 5 per cent , whichever is greater,
 - (c) of reasonable and proper rent for premises demised or let by any Member of the Association,
 - (d) to any Member of the reasonable market price, or an abated price, for goods supplied by such Member at the request and to and for the purposes of the Association, being goods which are bona fide required for the purposes of the Association and which it is in the ordinary course of the business of that Member to supply

1 13 The liability of the members is limited

1 14 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 £1

1 15 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some charitable institution or some institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 1 12 of these Articles, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object

2 MEMBER CATEGORIES

2 1 There shall be three categories of Member namely

- (a) Full Members,
- (b) Associate Members, and
- (c) Honorary Members,

of which the first only shall constitute members of the Association for the purposes of the Companies Acts and shall be entitled to vote at any General Meeting but all three categories are referred to in these Articles as "Members"

3 FULL MEMBERS

3 1 The Council may, in accordance with Article 6 1, elect as a Full Member of the Association any company or partnership which is qualified for election as such under this Article

3 2 Subject to the provisions of Articles 3 1 and 3 2 of this Article, a company or partnership shall be qualified for election under this Article if, and shall not (unless the provisions of Article 3 6 apply) be qualified unless, it satisfies the requirements of Articles 3 3 or 3 4 of this Article. For the avoidance of doubt, the fact that a Full Member fails to satisfy the requirements of Article 3 3 or 3 4 of this Article in relation to any year of that Full Member's membership of the Association shall not, subject to the provisions of Article 9, be taken as

implying that that Member is not qualified to remain as a Full Member of the Association

- 3 3 A company or partnership shall satisfy the Full Member eligibility requirements of this Article 3 if it is carrying on business as a brewer or importer of beer in the Territories or is a Brand Owner
- 3 4 A company or partnership which owns or manages Fully Licensed Outlets or Off Licence Outlets in the Territories shall satisfy the Full Member eligibility requirements of this Article 3
- 3 5 The Subsidiary of any body corporate which is qualified for election as a Full Member of the Association shall not itself be so qualified
- 3 6 Where a company or partnership, which is established for the conduct of business in the Territories, but does not itself carry on business as a brewer or importer of beer or own or manage Fully Licensed Outlets or Off Licence Outlets in the Territories and is not a Brand Owner, has a Subsidiary which satisfies the requirements of Article 3 3 or 3 4 of this Article, the Council at the request of that company may by resolution deem that company to be qualified for election as a Full Member by virtue of the relevant qualifying business being carried out by that Subsidiary

4 ASSOCIATE MEMBERS

- 4 1 The Chief Executive may admit such persons as he/she sees fit as an Associate Member in accordance with any Bye-laws set out by the Council from time to time
- 4 2 Subject to the provisions of this Article and Article 9 5 (termination of membership), Associate Members shall have the rights, entitlements, liabilities and obligations of Members of the Association except for the rights, entitlements, liabilities and obligations which are reserved for or imposed only upon Full Members by these Articles
- 4 3 An Associate Member
 - (a) shall be entitled to receive notice of and nominate a representative to attend all General Meetings of the Association, but
 - (b) shall not be entitled to vote at any General Meeting

5 HONORARY MEMBERS

At any Council meeting the Council may elect Honorary Members of the Association who shall hold office during the pleasure of the Council. Such Honorary Members shall be entitled to receive notices of and to attend all General Meetings of the Association, but shall not be entitled to vote thereat or to hold any office in the Association other than that of President or Vice-President

6 ELECTION OF FULL MEMBERS AND ASSOCIATE MEMBERS

- 6 1 Candidates for Full Membership of the Association shall require to be elected by the vote of a majority present at a meeting of the Council taken pursuant to a proposal for such membership made by one Full Member and seconded by another
- 6.2 Candidates for Associate Membership of the Association shall be admitted in accordance with Article 4 1 The admission of any candidate as an Associate Member shall be reported to the Council at the next meeting of the Council after the date of such admission

7 MEMBERS' REPRESENTATIVES

Any member which is a company or partnership may (without prejudice to section 323 of the 2006 Act) by notice in writing to the Secretary from time to time nominate and terminate the nomination of a representative to act on its behalf at any meeting or other proceeding of the Association, and a person so nominated shall be entitled to exercise the same powers, rights and privileges on behalf of the company which he represents as that company could exercise if it were an individual member of the same category

8 SUBSCRIPTIONS

- 8 1 Full Members and Associate Members shall pay a subscription fee to the Association in respect of each financial year
- 8 2 No subscription shall be required of Honorary Members
- 8 3 The Council shall prescribe for each financial year the subscriptions of Full Members and Associate Members according to the Bye-laws set out by the Council from time to time and may, in its absolute discretion, make differential provision as between Full Members and/or Associate Members
- 8 4 Subscription fees shall be due on the 1st October in each financial year The Council may allow a discount to be given to Members who pay their annual subscription in full before a date as decided by the Council in respect of each financial year The amount of discount which may be given to Members shall be the proportion of the subscription that the Council shall at any time and from time to time decide The Council may also impose interest charges in the case of late payment of subscription fees
- 8 5 Where the membership of a Full Member or an Associate Member commences after the commencement of a financial year, the subscription for that year shall be calculated at the rate of 1/12th of the full year's subscription fee for each unexpired month or part month of that year, measured from the date of the Member's election

- 8 6 In addition to the annual subscriptions, the Council shall also have the authority to raise such levies or additional fees from Members for the purposes of financing specific Association campaigns from time to time

9 TERMINATION OF MEMBERSHIP

- 9 1 Any Member may at any time give 12 months' notice of resignation of membership to the Secretary in which case the subscription payable by such Member in the financial year during which such period of notice expires shall be reduced by a proportion equal to the proportion of that financial year remaining after such expiry.
- 9 2 A Full Member which ceases for any consecutive period exceeding 90 days to be qualified for election under Article 3 may be required by the Council to resign and if it does not so resign the Council may remove its name from the register or list of Members. Such Member may be entitled to the refund of any unexpired portion of its annual subscription
- 9 3 A Member whose subscription in respect of any financial year shall be more than three months in arrears may be required by the Council to resign and if it does not so resign the Council may remove or direct the Board to remove that Member's name from the register or list of Members. Such Member shall be liable to pay all outstanding subscriptions due at the time it resigns or its name is so removed
- 9 4 Any Member which conducts itself in a manner which in the opinion of the Council is inimical to the interests of the Association, or which becomes bankrupt, or compounds with its creditors or, being a company, goes into liquidation other than for the purpose of amalgamation or reconstruction, may be required by the Council to resign and, if within 14 days after receipt of a notice requiring it to resign, it does not either resign or require the matter to be brought before a General Meeting at which it may speak and defend itself, the Council may remove its name from the register or list of Members. In the event of the matter being referred to such a General Meeting, and a resolution being passed that such Member shall be expelled from the Association, then such Member shall ipso facto cease to be a Member of the Association. No Member on being expelled shall be entitled to the refund of any unexpired portion of its annual subscription, but shall be liable for any outstanding subscription
- 9 5 The membership of an Associate Member may be terminated at any time by resolution of the Council. Subject to clause (9 4) above such Member shall be entitled to the refund of any unexpired portion of its subscription from the date of termination
- 9 6 Nothing in these Articles shall be taken as imposing any duty or obligation upon the Council to require the resignation of a Member or to remove the name of a Member from the register or list of Members

10 RECEIPT OF PAPERS AND INFORMATION

- 10 1 When a Member cannot or does not support any work or policy carried out, adopted or pursued by the Association, that Member shall not be entitled to receive any papers or information relating to that work or policy and shall not be entitled to participate in such work or policy

11 AFFILIATED ASSOCIATIONS

The Council may from time to time authorise any regional or local association of brewers of beer and owners or managers of Fully Licensed Outlets to be and refer to itself as being affiliated to the Association, and may at any time revoke any authority so given. No such authority shall be given to any association if the members thereof are not also Members of the Association

12 GENERAL MEETINGS

- 12 1 The Association shall hold a meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. So far as practicable the Annual General Meeting shall be held within four months of the close of the financial year of the Association
- 12 2 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
- 12 3 The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition (or in default may be convened by such requisitionists) as provided by section 303 of the 2006 Act, or upon -
- (a) the direction of the Chairman, or a Vice-Chairman, or
 - (b) the requisition of not less than six members of the Council
- 12 4 At least fourteen days' notice in writing shall be given of every General Meeting (exclusive in each 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 in the manner hereinafter mentioned to such persons (including the auditors) as are under these Articles or under the Companies Acts entitled to receive such notices from the Association, but with the consent of all the Full Members, or of such proportion of them as is prescribed by the Companies Acts, in the case of meetings other than Annual General Meetings, a meeting may be, subject to any mandatory provisions of the Companies Acts, convened by such notice as those members may think fit

- 12 5 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting

13 PROCEEDINGS AT GENERAL MEETINGS

- 13 1 All business transacted at a General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, the reports of the Board and of the auditors, the election or re-election of the President (if any), the Chairman, Vice-Chairmen, and Vice-Presidents, of the Association, and the appointment of, and the fixing of the remuneration of, the auditors at an Annual General Meeting
- 13 2 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business Save as herein otherwise provided twenty Full Members personally present shall be a quorum
- 13 3 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum
- 13 4 The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, then any Vice-Chairman who is present and willing shall preside (and, if more than one, such of them as shall be agreed between them or determined by lot) If none of the foregoing are present and willing, the Full Members present shall elect from among the Vice-Presidents present, whom failing then from among the Full Members present, a Chairman of the meeting
- 13 5 The Chairman of the 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 business which might have been transacted at the meeting from which the adjournment took place Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting
- 13 6 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the meeting or by at least five Full Members present in person or by proxy or by a Full

Member or Full Members present in person or by proxy and representing one-tenth of the total voting rights on a poll of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

- 13 7 Subject to the provisions of Article 13 8, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 13 8 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 13 9 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 13 10 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

14 VOTES OF FULL MEMBERS

- 14 1 Subject as hereinafter provided every Full Member shall have one vote.
- 14 2 Save as herein expressly provided no Full Member other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership shall be entitled to vote on any question either personally or by proxy, or as a proxy for another Member, at any General Meeting.
- 14 3 On a poll every Full Member shall have one vote and an additional vote for every £50 or part of £50 in excess of the first £50 of the amount of his subscription (if any) paid or payable for the year then current.
- 14 4 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised on its behalf.
- 14 5 Subject to the provisions of the Companies Acts the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office in hard copy form or (subject to any conditions and limitations which the Board may specify) in electronic form to such other address (including electronic address) as is specified in the notice convening the relevant

meeting not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

- 14.6 A vote given in accordance with terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 14.7 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"BRITISH BEER & PUB ASSOCIATION

"I
of
a Full Member of the BRITISH BEER AND PUB
ASSOCIATION hereby appoint
of
and failing him,
of
to vote for me and on my behalf at the Annual [or
Adjourned or General, as the case may be]
Meeting of the Association to be held on the day
of and at every adjournment thereof

As witness my hand this day of , 20 "

- 14.8 The instrument appointing a proxy shall
- (a) be deemed (subject to any contrary direction contained in the same) to confer authority to demand or join in demanding a poll and to vote (whether on a show of hands or a poll) on any resolution or amendment of a resolution put to the meeting for which it is given, as the proxy thinks fit and to confer the right to speak at the meeting to which it relates (including any adjournment of it), and
 - (b) be valid as well for any adjournment of the meeting as for the meeting to which it relates

15 PRESIDENT AND VICE-PRESIDENTS

- 15 1 At the Annual General Meeting the Full Members present shall have the power to elect a President and not more than twenty-five Vice-Presidents of the Association. At a General Meeting, the Full Members present shall have the power to fill any vacancy that may exist in such offices. Every candidate for such an office must be proposed by one and seconded by another Full Member at least twenty-eight days before the date of the meetings, by notice in writing to the Secretary, but need not be a qualified person or Member of the Association.
- 15 2 The names of all candidates duly proposed and seconded as aforesaid shall be included in the notice of the meeting.
- 15 3 The offices of President and Vice-President may be resigned by notice in writing to the Secretary.
- 15 4 Any election under this Article may be revoked by a General Meeting. Subject thereto, and to Article 15 3 of this Article, the office of President or Vice-President shall be held for life.

16 CHAIRMAN AND VICE-CHAIRMEN

- 16 1 At the Annual General Meeting the Full Members present shall elect a Chairman and one or more Vice-Chairmen of the Association to serve until the conclusion of the next Annual General Meeting. Every candidate for the Chairmanship or Vice-Chairmanship must be a qualified person and must be proposed by one and seconded by another Full Member at least fourteen days before the date of the meeting, by notice in writing to the Secretary.
- 16 2 The names of all candidates duly proposed and seconded as aforesaid shall be included in the notice of the meeting.
- 16 3 Any casual vacancy in the office of Chairman or in the office of Vice-Chairman which may occur may be filled by the Council at any meeting.

17 THE COUNCIL

- 17 1 Subject to the provisions of these Articles the management of the affairs of the Association shall be vested in the Council, who may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association as are not by statute or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Association and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such

regulation had not be made

- 17 2 The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose

18 COMPOSITION OF THE COUNCIL

- 18 1 Subject to Article 18 4 of this Article, the Council shall consist of -

- (a) the following *ex officio members* (the "**Executive Members**")
 - (i) the Chairman and Vice-Chairmen of the Association,
 - (ii) the Chairmen of all Executive Committees of Council,
- (b) the persons for the time being duly nominated by the Full Members in accordance with Article 20,
- (c) the persons for the time being duly elected as representatives in accordance with Article 21, and
- (d) such (if any) persons as shall for the time being be the subject of co-option in accordance with Article 22

- 18 2 The duly nominated or elected alternate of a member of the Council may act as a member of the Council at any time when the member for whom he is the alternate is unable himself to act

- 18 3 (a) Nothing in these Articles shall prevent any person holding office on the Council by virtue of more than one qualification
- (b) No nomination or election to the Council shall take effect until notified in writing to the Secretary

- 18 4 Questions arising at any meeting of the Council shall be determined by a show of hands, unless before or on the declaration of the result of the show of hands, a poll is demanded by the Chairman of the meeting or at least five Council members present at the meeting. If a poll is so demanded it shall, subject to the provisions of this Article, be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the decision of the Council on the question in respect of which it is held. The demand for a poll may be withdrawn

19 QUALIFIED PERSONS

- 19 1 No person shall be eligible to hold office on the Council who is not -
- (a) the President or a Vice-President of the Association, or
 - (b) a "qualified person" as next hereinafter defined
- 19 2 For the purposes of these Articles, "qualified person" means a director or partner of a Full Member (or its Subsidiaries)

20 NOMINATIONS TO COUNCIL BY FULL MEMBERS

- 20 1 Every Full Member shall be entitled to nominate a member or members of the Council as provided in this Article, and also an alternate for each member of the Council which it is so entitled to nominate Each nominee (including alternates) must be a qualified person and every such nomination
- (a) shall be made by notice in writing to the Secretary,
 - (b) may be made, and by like notice may be revoked at any time,
 - (c) shall be deemed revoked ipso facto if
 - (i) the nominee resigns by notice in writing to the Secretary,
 - (ii) the nominee ceases to be a qualified person, or
 - (iii) the Full Member by which it was made ceases to be a Full Member, provided nevertheless that if a Full Member of the Association ceases to be such by reason of becoming the Subsidiary of some other Full Member, any member of the Council nominated by that former Full Member may continue to hold office as such until the next Annual General Meeting of the Association held thereafter
- 20 2 The number of members (excluding alternates) to be so nominated by any Full Member shall be determined by that Full Member's subscription expressed as a percentage of the total subscriptions received by the Association in that financial year, in accordance with the following table -
- | | |
|-------------------------------------|---------------|
| Not more than 2 5% | One member |
| More than 2 5% but not more than 5% | Two members |
| More than 5% but not more than 10% | Three members |
| More than 10% | Four members |

21 ELECTION TO THE COUNCIL BY AFFILIATED ASSOCIATIONS

21 1 Every association which is affiliated to the Association under Article 11 shall be entitled to elect a qualified person as its representative on the Council of the Association, and may also elect a qualified person as an alternate to such representative. Every such election shall be carried out in such manner as the affiliated association shall determine.

21 2 Such a representative shall cease to hold office on the Council -

- (a) upon the expiry of any fixed period for which he was elected,
- (b) upon his resignation by notice in writing to the Secretary,
- (c) upon his ceasing to be a qualified person,
- (d) if the affiliated association he represents so resolves.

21 3 The alternate of any such representative shall cease to hold such office -

- (a) upon the cessor ceasing to hold office of the representative whose alternate he is,
- (b) upon the occurrence in his own case of any of the events specified in paragraphs (a) to (d) of Article 21 2 of this Article.

22 CO-OPTION TO THE COUNCIL

22 1 The Council may co-opt as members of the Council up to six qualified persons who, in the opinion of the Council, possess qualities which would benefit the work of the Council.

22 2 A co-opted member of the Council shall retire at the conclusion of the Annual General Meeting next following his appointment but if otherwise qualified may again be co-opted in the ensuing year.

22 3 A co-opted member of the Council may resign by notice in writing to the Secretary and shall vacate office ipso facto if he ceases to be a qualified person.

23 COMMITTEES OF THE COUNCIL

23 1 The Council shall appoint such Executive Committees as the Council shall see fit, and may appoint to serve on them qualified persons not already holding office on the Council save that the Council may appoint to such Executive Committees any person representing an organisation other than the Association who is not so qualified. The functions and membership of the Executive Committees shall be as determined from time to time by the Council.

- 23 2 The Council may appoint such other committees, additional to the Executive Committees, as it shall think fit and may delegate to any such other committee such of the duties powers and privileges of the Council, not being such as are delegated to the Executive Committees, as the Council may think fit Persons who are not, as well as persons who are, members or qualified persons may serve on any Committee appointed under this clause
- 23 3 The Chairman and Vice-Chairmen of the Association shall, ex officio, be members of all Committees of the Association
- 23 4 Three members present at any meeting of any Committee shall constitute a quorum, unless it shall have been otherwise determined by the Council
- 23 5 Unless the Council otherwise directs, the Committees shall continue to discharge their duties and functions until the appointment of fresh Committees by the Council
- 23 6 The Committees shall have power to make rules and regulations for the transaction of their business The decision of the Chairman of any meeting of a Committee on any matter of procedure shall be final
- 23 7 The Committees shall have power to appoint Sub-Committees to whom, subject to any directions of the Council, they may delegate such of their business as they may think fit Two members of such a Sub-Committee present at a meeting thereof shall form a quorum Persons who are not, as well as persons who are, members or qualified persons may serve on any Sub-Committee appointed under this clause
- 23 8 Every Sub-Committee appointed under this Article shall continue to transact such business as has been delegated to it until dissolved by the appointing Committee or by Council

24 PROCEEDINGS OF THE COUNCIL

- 24 1 Meetings of the Council shall be held at intervals of not less than three months and shall be convened by the Secretary
- 24.2 A meeting of the Council shall be convened -
- (a) by direction of the Council,
 - (b) at the request of -
 - (i) the Chairman or any of the Vice-Chairmen,
 - (ii) any ten members of the Council
- 24 3 Twenty members of the Council personally present at any meeting thereof shall constitute a quorum

24 4 Questions arising at any meeting of the Council shall be determined by a majority of votes and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote

24 5 At any poll held under this Article every member of Council present and voting shall have one vote and such number (if any) of additional votes as he may be entitled to under the following rules

Case
Any member who holds his seat on the Council as the nominee of a Full Member of the Association, and who is the only or the first such nominee of that Full Member to vote at the poll

Additional Votes
One vote for every £50 of subscription paid or payable by that Full Member in the year then current

Any other member

Nil

24 6 The Chairman, failing whom a Vice-Chairman, shall be Chairman at the meetings of the Council, but if none of them is present and willing to act the members of the Council present shall choose one of the Vice-Presidents present and willing to act, failing whom one of their body, to be Chairman of the meeting

24 7 The Council may regulate their meetings as they think fit and any question of procedure arising and not otherwise regulated shall be decided by the Chairman of the meeting at which it arises

25 **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

25 1 The office of a member of the Council shall be vacated -

- (a) if a receiving order is made against him or he makes any arrangement or composition with his creditors,
- (b) if he becomes of unsound mind, or
- (c) in such other circumstances as are prescribed by the Articles

26 **MINUTES**

The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of Committees and Sub-Committees of the Council and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated

27 DEFECTIVE APPOINTMENTS, ETC., NOT TO INVALIDATE PROCEEDINGS

- 27 1 All acts done by the Council or by any Committee or Sub-Committee, or by any person or persons acting as a member or members thereof respectively (notwithstanding that it may afterwards be discovered that there was any defect in the appointment of the Council or Committee, or Sub-Committee, or of any person or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to be members of the Council) shall be as valid as if every such person had been duly appointed, and was at the time qualified to be a member of the Council or Committee or Sub-Committee

28 SIGNED RESOLUTIONS IN LIEU OF MEETINGS

A resolution in writing signed by all the members for the time being of the Council or of any Committee or Sub-Committee of the Council who are entitled to receive notice of a meeting of the Council or of such Committee or Sub-Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee or Sub-Committee duly convened and constituted

29 CHIEF EXECUTIVE

- 29 1 There shall be a chief executive officer of the Association who shall be styled the "Chief Executive"
- 29 2 At the first meeting of the Council, and from time to time thereafter as occasion may require, the Council shall appoint a Chief Executive for such time, at such remuneration and upon such terms as it may think fit, and any Chief Executive so appointed may be removed by the Council
- 29 3 The Chief Executive shall perform such duties as shall be assigned to him by or under the authority of the Council

30 THE SECRETARY

- 30 1 The Association shall have a secretary who shall be called "the Secretary"
- 30 2 At the first meeting of the Council, and from time to time thereafter as occasion may require, the Council shall appoint the Secretary for such time, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Council. The provisions of sections 270, 274 and 280 of the 2006 Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy to the Secretary, and any person so appointed may act in place of the Secretary

if there be no Secretary or no Secretary capable of acting

31 APPOINTMENTS OF OTHER OFFICERS AND SERVANTS

Subject to Article 35 1, the Council may, from time to time, appoint and remove such officers and servants of the Association as it shall think fit, and also appoint and remove solicitors and other such agents as it may think fit, and shall have full power from time to time to determine the respective duties and powers of the persons so appointed, and to fix their respective salaries, fees or remuneration

32 FINANCIAL YEAR

Unless the Council shall otherwise determine, the financial year of the Association shall begin on October 1st and end on September 30th of the following year

33 ACCOUNTS

33 1 The Council, in collaboration with the Board, shall cause proper books of accounts to be kept with respect to -

- (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place,
- (b) the assets and liabilities of the Association

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions

33 2 The books of account shall be kept at the Office, or, subject to Section 388 of the 2006 Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council

33 3 The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meetings

33 4 At the Annual General Meeting in every year the Council (in collaboration with the Board) shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the

first accounts, since the incorporation of the Association) made up to a date of not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than fourteen clear days before the date of the meeting, subject nevertheless to the provisions of sections 423-424 of the 2006 Act, be sent to the auditors and to all other persons entitled to receive notices of General Meetings in the manner in which the notices are hereinafter directed to be served.

34 AUDIT

- 34 1 Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors
- 34 2 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts

35 DIRECTORS

- 35 1 The maximum number and minimum number respectively of directors on the Board may be determined from time to time by a resolution of the Full Members. Subject to and in default of any such determination there shall be a maximum of 10 directors and the minimum number of directors shall be one
- 35 2 Unless otherwise determined by the Council, the Chief Executive, the Chairman, the two Vice-Chairmen and the chairmen of the Executive Committees of the Council shall be directors of the Association, save that the Council may by majority resolution have the authority to appoint three additional members to the Board as and when appropriate
- 35 3 Subject to Article 17 1, the Association delegates the residual management power of the Association to the directors
- 35 4 The directors shall not be required to retire by rotation
- 35 5 Subject to the provisions of the Companies Acts, no person shall be appointed a director at any General Meeting other than in accordance with Article 31
- 35 6 In any case where as the result of death or deaths the Association has no Members and no directors the personal representatives of the last Member to have died shall have the right by notice in writing to appoint a person to be a director of the Association and such appointment shall be as effective as if made by the Association in General Meeting pursuant to Article 31 above. For

the purpose of this Article, where two or more Members die in circumstances rendering it uncertain which of them survived the other or others, the Members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder

36 ALTERNATE DIRECTORS

- 36 1 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be his alternate director and may remove from office an alternate director so appointed by him
- 36 2 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom
- 36 3 An alternate director shall cease to be an alternate director if his appointor ceases to be a director
- 36 4 Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors
- 36 5 Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him
- 36 6 Subject to Article 38 1, unless otherwise determined by the [Full Members in general meeting by ordinary resolution] [Council] an alternate director shall not be entitled as such to receive any remuneration from the Association, save that he may be paid by the Association such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Association from time to time direct
- 36 7 A director may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present

37 PROCEEDINGS OF DIRECTORS

- 37 1 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one whenever there is a sole director and shall be two whenever there are two or more directors
- 37 2 Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting of the directors shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall not have a casting or second vote
- 37 3 Any director (including any alternate director) may participate in a meeting of the directors (or a committee of the directors of which he is a member) by telephone, video conference or other audio or audio-visual link or any other form of telecommunication provided all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Companies Acts, he shall be entitled to vote and be counted in the quorum accordingly. A meeting held in this manner shall be deemed to be validly held and shall be deemed to take place where the largest group of participants is physically assembled, or if there is no such group, where the chairman is physically present. The directors not present at the place at which the meeting is deemed to be held shall nevertheless be marked as present for the purposes of any minutes of the meeting
- 37 4 A director may vote at any meeting of the directors or a committee of the directors of which he is a member on any resolution, and a director may participate in the transaction of the business of the directors and count in the quorum at any such meeting of the directors or a committee of the directors of which he is a member notwithstanding that it concerns or relates in any way to a matter in which he has directly or indirectly any kind of interest or duty. This Article does not affect any obligation of a director to comply with sections 182-185 of the 2006 Act
- 37 5 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting
- 37 6 A resolution in writing signed by all the members for the time being of the Board or of any committee or sub-committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee or sub-

committee of the Board (as appropriate) shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee or sub-committee duly convened and constituted

37 7 The Board shall cause proper minutes to be made of the proceedings of all meetings of the Board and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next proceeding meeting, shall be sufficient evidence without any further proof of the facts therein stated

37 8 Each director shall comply with his obligations to disclose his interest in contracts under section 182 of the 2006 Act

38 DIRECTORS' REMUNERATION AND EXPENSES

38 1 Unless otherwise determined by the Council, no director, save for the Chief Executive, shall be entitled to receive any remuneration from the Council on account of his or her being a director

38 2 The directors may be paid all traveling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or otherwise in connection with the discharge of their duties

39 DISQUALIFICATION AND REMOVAL OF DIRECTORS

39 1 A director shall vacate his office

- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally,
- (b) if an order is made by any court of competent jurisdiction (whether in the United Kingdom or elsewhere) on the ground (howsoever formulated) of mental disorder for his detention or for the appointment of a guardian or receiver or other person to exercise powers with respect to his property or affairs or he is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force in the United Kingdom relating to mental disorder or, in any other territory, in pursuance of an application for admission under analogous legislation or regulations and the Board resolves that his office be vacated,
- (c) if he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director,
- (d) if he resigns his office by notice to the Association,
- (e) if he is removed from office by a resolution duly passed pursuant to

section 168 of the 2006 Act, or

- (f) if in such other circumstances as are prescribed by the Articles

40 ASSOCIATION COMMUNICATIONS

Method of communication

- 40 1 Any document or information required or authorised to be sent or supplied by the Association to any Member or any other person pursuant to these Articles, the Companies Acts or any other rules or regulations to which the Association may be subject, may be sent or supplied in hard copy form, in electronic form, by means of a website or in any other way in which documents or information may be sent or supplied by the Association pursuant to the Companies Acts. The provisions of the 2006 Act which apply to sending or supplying a document or information required or authorised to be sent or supplied by the Companies Acts by making it available on a website shall, mutatis mutandis, apply to the sending or supplying of any document or information required or authorised to be sent by these Articles or any other rules or regulations to which the Association may be subject, by making it available on a website

Address for service

- 40 2 The Association may send or supply any document or information to a Member either personally, or by post in a prepaid envelope addressed to the Member (being a corporation) at his registered address or (being an individual) at his address for service, or by leaving it at that address or any other address for the time being notified to the Association by the Member for the purpose, or by sending or supplying it using electronic means to an electronic address for the time being notified to the Association by the Member for the purpose, or by any other means authorised in writing by the Member concerned. A Member whose registered address is not within the United Kingdom and who gives the Association an address within the United Kingdom to which documents or information may be sent or supplied to him or gives an electronic address to which documents or information may be sent or supplied using electronic means, shall be entitled to have documents or information sent or supplied to him at that address, but otherwise no such Member shall be entitled to receive any document or information from the Association

Deemed delivery and proof of service

- 40 3 Any document or information addressed to a Member at his registered address or address for service in the United Kingdom shall, if sent by post (whether in hard copy form or in electronic form), be deemed to have been received at the expiration of 24 hours after the envelope was posted and, if

sent or supplied by electronic means, be deemed to have been received (if sent or supplied between the hours of 9a m and 5p m on a working day) at the time it was sent, or (if sent or supplied at any other time) at 9 a m on the following working day, and, if sent or supplied by means of a website, be deemed to have been received when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website. In calculating a period of hours for the purpose of this Article, no account shall be taken of any part of a day that is not a working day.

- 40 4 In proving such service or delivery it shall be sufficient to prove that the envelope containing the document or information was properly addressed and put into the post as a prepaid letter or, in the case of a document or information sent or supplied by electronic means, to prove that it was properly addressed. Any document or information not sent or supplied by post but delivered or left at a registered address or address for service in the United Kingdom shall be deemed to have been served or delivered on the day on which it was so delivered or left. These provisions shall apply regardless of any such documents or information being returned undelivered and regardless of any delivery failure notification or any out of office or other similar response and the Association shall not be held responsible for any failure in transmissions beyond its reasonable control.

41 INDEMNITY, FUNDING AND INSURANCE

- 41 1 Subject to (but to the fullest extent permitted by) the provisions of the Companies Acts and without prejudice to any indemnity to which he may otherwise be entitled
- (a) any person who is or was at any time a director, the Secretary or other officer (other than any person engaged as auditor) of the Association or any associated Association (which shall, for the purposes of this Article 41 have the meaning given in section 256 of the 2006 Act) shall be indemnified out of the assets of the Association against all or any part of any costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his duties or in the actual or purported exercise of his powers in relation to the affairs of the Association or associated Association, or incurred by him in connection with the Association's activities as trustee of any occupational pension scheme (which shall, for the purposes of this Article 41 have the meaning given in section 235(6) of the 2006 Act), and
 - (b) any person who is or was at any time a director, the Secretary or other officer (other than any person engaged as auditor) of the Association or any holding Association (as such is defined in section 1159 and Schedule 6 of the 2006 Act) shall be provided with funds to meet any expenditure incurred or to be incurred by him as provided in sections

205 and 206 of the 2006 Act (or to enable him to avoid incurring any such expenditure)

- 41 2 Subject to the provisions of the Companies Acts, the Association may (as the directors shall, in their absolute discretion, determine) purchase and maintain, at the expense of the Association, insurance for any person who is or was at any time a director, the Secretary or other officer (other than any person engaged as auditor) of the Association in respect of all or any part of any costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his duties or in the actual or purported exercise of his powers in relation to the affairs of the Association, or incurred by him in connection with the Association's activities as trustee of any occupational pension scheme