



Memorandum  
and  
Articles of Association  
of  
World Nuclear Association

Company Registration Number: 01215741

September 2023

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## MEMORANDUM OF ASSOCIATION

- 1 The name of the Company (hereinafter called 'the Association') is 'World Nuclear Association'.
- 2 The registered office of the Association will be situated in England.
- 3 The object for which the Association is established is:

The undertaking of research and development that may encourage, promote, facilitate, and ultimately lead to the peaceful worldwide use of nuclear energy as a sustainable form of energy production today and in the future, and the provision of a forum for the exchange of information and the dissemination of the research findings. This research and development, which could be conducted in consultation with governments, other agencies, organisations, and entities, will include nuclear technology development and the assessment of the world's requirements for and capacity to produce uranium.

And for the purpose of attaining the above objects, or any of them:

- a to provide endowments, scholarships and bursaries to persons undertaking research or work associated with the Association's objects, or likely to promote such objects.
- b to apply for, purchase, or otherwise acquire any patents, patent rights, copyrights, reproduction rights, trade marks, formulae, licences, concessions, and the like, and any secret or other information the acquisition of which shall seem calculated to further the objects of the Association; and to use, exercise, develop or grant licences in respect of, or otherwise turn to account, the property, rights or information so acquired.
- c to raise money for the purposes of the Association by all lawful means and to solicit, receive and enlist subscriptions and financial and other aid from individuals, trusts, companies, corporations, associations, societies and institutions and other organisations or authorities, and to conduct fund raising campaigns.
- d to undertake and execute any trusts (charitable or otherwise) which the Association's Board of Management (hereinafter called 'the Board') may decide are necessary or desirable for the carrying out of any of the objects of the Association and to accept any gift or legacy made to the Association generally or for the purpose of any specific object and to carry out any lawful trusts attached to any such gift or legacy.

- e to make known and further the objects of the Association by publication and distribution of papers, journals and any other documents; by advertising in any medium or by any means; and by maintaining such library and record services as may be considered necessary to meet the Association's needs.
- f to employ and retain any persons whose services may be deemed necessary or desirable for the purpose of the operations of the Association.
- g to establish or participate in the establishment of pension, gratuity, medical aid or sick funds for the benefit of the Association's employees and to contribute to any such fund.
- h from time to time to make, rescind, add to or amend such By-laws, Rules and Regulations for the regulation and control of the property or effects of the Association and for the day to day running of the Association as may be deemed necessary or desirable by the Board, provided these are consistent with this Memorandum of Association and with the Articles of Association of the Association for the time being in force.
- i to invest the moneys of the Association not immediately required for its purpose 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.
- j to purchase, take on lease or on hire or in exchange or otherwise to acquire in any manner whatever for any tenure and upon any conditions and terms:
- k any estate or interest in land, whether freehold, leasehold or of any other tenure, and whether situated in the United Kingdom or elsewhere, together with any easements, licences, rights or privileges connected with or in relation to any land;
  - ii personal property of any description wheresoever situated; and
  - iii any concessions, rights, options, licences, privileges or advantages of any nature and wheresoever situated.
- m to develop and turn to account any land held by the Association or in which the Association has any interest, and to grant, sell, convey, assign, transfer, exchange, mortgage, lease, licence or hire or dispose of in any manner whatever any real or personal property or any estate or interest therein for such consideration, and upon and subject to such terms, conditions, stipulations, and restrictions as the Association may think proper to further its objects.

- n to lend, deposit or advance moneys and grant loans or give credit to any persons, firms, companies, corporations, bodies or institutions on any terms upon any freehold, leasehold or personal property or other security or without security, provided that such action shall be limited to the direct furthering of the main objects of the Association.
- o to borrow, raise or secure the payment of money for the purposes of the Association in any manner, and in particular by mortgage or charge upon any property, assets or investments held by the Association or by the issue of debentures or debenture stock charged upon the Association's undertaking or any part thereof and to purchase, redeem or pay off any such securities.
- p to open and operate a banking account or accounts and to draw, make, accept, endorse, discount, execute, and issue and to buy, sell and deal in cheques, bills of exchange, warrants and other negotiable or transferable instruments or securities.
- q to do all or any of the acts, matters and things authorised by this memorandum either alone or in conjunction with any person or company or through any agent and in any part of the world.
- r to procure the registration of the Association in any other State or Country.
- s to do all such other things as may appear to be incidental to or conducive to the attainment of the above objects or any of them.

Provided that:

- i The activities of the Association shall not be such as will result in any agreement, understanding, combination or any other form of concerted action to limit production, fix prices, provide, receive or supply information regarding contracts, or interfere with commercial transactions, suppress competition or in any other manner restrain trade or commerce or to monopolise or attempt to monopolise trade or commerce.
- ii In case the Association shall take or hold 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.
- iii The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- iv In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science, the Association shall not sell,

mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board 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 Board, 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 Members of the Association, and no Board member shall be appointed to any office of the Association paid by salary or fees, or hold 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 Board member) for any services rendered to the Association;
  - b of interest at a rate per annum not exceeding:
    - i 2 per cent less than the minimum lending rate prescribed by the Bank of England; or
    - ii 3 per cent; whichever is the greater;
  - c of reasonable and proper rent for premises demised or let by any Member of the Association;
  - d to any Board member of out-of-pocket expenses.
- 5 The fourth paragraph of this Memorandum contains a condition to which a licence granted pursuant to section 19(1) of the Companies Act 1948 is subject.
  - 6 The liability of the Members is limited.

- 7 Every Institutional 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 an Institutional 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.
- 8 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association in General Meeting 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.
- 9 Unless the context otherwise requires words denoting the singular shall include the plural and vice versa, references to any gender shall include all other gender.



# ARTICLES OF ASSOCIATION

(as revised 30 January 1976, 10 September 1979, 23 March 1981, 11 May 1982, 1 September 1987, 7 September 1988, 24 February 1989, 4 September 1991, 8 September 1993, 18 May 1994, 20 May 1999, 10 May 2001, 11 April 2002, 3 September 2003, 6 September 2006, 3 September 2008, 30 December 2008, and 6 September 2023)

## General

- 1 In these Articles the following words shall have the following meanings unless inconsistent with the subject or context:

### Words : Meanings

The Act : The Companies Act 1985.

These Articles : The Articles of Association, and the regulations of the Association from time to time in force.

The Association : The above-named Company.

Members : Institutional Members unless otherwise stated

Membership : Institutional Membership unless otherwise stated

The Board : The Board of Management for the time being of the Association.

The Office : The registered office of the Association.

The Seal : The common seal of the Association.

Year : Calendar year.

In writing : Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form, including electronic communications.

Electronic communications: 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 other means but while in an electronic form

Subject as aforesaid, any words or expressions defined in the Act or any Statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

2 (a) The Association is established for the purposes expressed in the Memorandum of Association.

(b) Any reference to the By-laws or any other document is a reference to the By-laws or that other document as amended, varied, supplemented, or novated (in each case, other than in breach of the provisions of these Articles) at any time.

(c) In the event of any conflict between the provisions of the Articles and the By-laws, the provisions of Articles shall prevail.

(d) References in the Articles to any statute, statutory provision or EC Directive include a reference to that legislation as amended, extended, consolidated or replaced from time to time (whether before, on or after the date the Articles are adopted) and include any former legislation which it re-enacts, consolidates or replaces and any order, regulation, instrument or other subordinate legislation made under the relevant legislation

#### Membership

3 Members of the Association will be Institutional Members and may register in the following categories: Generator, Supplier, and General. Subject to the provisions of Articles 4(a), 4(b), and 4(c) admission to any of these membership categories shall be decided by the Director General upon the terms and conditions specified as follows:

a In any instance in which the Director General judges an applicant's membership in the Association would be a matter of controversy or concern to existing Members, the Director General shall consult with the Board of Management before acting on the application.

b Upon deciding to admit a new Member, the Director General shall inform the Membership of the Association.

c The applicant shall become a Member on the date that such notification is made.

4a The Supplier Membership of the Association shall comprise those companies, other bodies corporate, government agencies or government bodies, or associations of such companies, agencies or bodies, which either directly, or in association with others, are engaged, or intending to engage, in the production of natural uranium, or are engaged in other industrial activities which process, convert or enrich uranium or fabricate nuclear fuel for use in civil nuclear power plants, or in such other related activities as

the Membership of the Association may from time to time decide, and which, in each case, are in the opinion of the Board of Management able to contribute towards the fulfilment of the objects of the Association.

- b The Generator Membership of the Association shall comprise those companies, other bodies corporate, government agencies, government bodies, or associations of such companies, agencies or bodies, which are either directly, or in association with others, consumers, or intending consumers of uranium, and which in the opinion of the Board of Management are able to contribute towards the fulfilment of the objects of the Association.
  - c The General Membership of the Association shall comprise those companies, other bodies corporate, government agencies, government bodies, or associations of such companies, agencies or bodies or professional institutions, which are not eligible for either the Supplier or Generator category of Membership, which are in the opinion of the Board of Management able to contribute towards the fulfilment of the objects of the Association.
- 5 Any company, body corporate, government agency, government body, association of such companies, agencies or bodies, or professional institution, other than a Subscriber to the Memorandum of Association, wishing to apply for Institutional Membership, shall sign and deliver to the Association an application for membership in such form as is prescribed from time to time by the Board, containing:
- a the applicant's full name and address, the nature and place of the applicant's business, the category of membership applied for, and such further information as the Board may require;
  - b an agreement by the applicant to be bound by the Memorandum and Articles of Association of the Association and any relevant rules, to pay the Association such entrance fee and such amount of subscription for such period as the Membership of the Association shall decide.
- 6 The Association shall keep a register of its Institutional Members in which there shall be entered:
- a the full name, address and business of each Member;
  - b a statement whether a Member is a Supplier Member, a Generator Member, or a General Member;
  - c the date on which each Member was entered in the register as a member of the Association and the date on which any Member ceased to be a Member.
- 7 Each Institutional Member shall appoint a principal representative by notice, in writing, lodged with the Association. Any such notice shall contain the full name,

occupation and address of the representative concerned. Each Member may, at any time, appoint a maximum of three alternate representatives by notice, in writing, lodged with the Association. Such notice shall also contain the full name, occupation and address of the alternate representative(s) concerned. Any Member may withdraw the appointment of its principal representative or alternate representative(s) by notice, in writing, lodged with the Association and, in the case of the withdrawal of a principal representative, shall then appoint another in his place within 14 days of such withdrawal. A principal representative or, in his absence, an alternate representative, shall have the right on behalf of the Member concerned to attend meetings of the Association, and generally to exercise all rights of membership, including any voting rights, on behalf of the Member concerned.

- 8 If an Institutional Member should be part of a corporate reconstruction or amalgamation, the new corporate entity may inherit the rights and obligations of membership subject to its satisfying any of the categories of Membership (Article 4).
- 9 Any Member may withdraw from the Association by giving to the Association not less than six months' notice in writing of its intention to do so. Notice shall take effect from the time it is received by the Association. During the period of notice, the Member's full rights and obligations of membership shall continue. The Member shall remain liable for payment of the proportion of the subscription that relates to the notice period and be entitled to a refund for any balance. Upon the expiry of such notice the Member concerned shall cease to be a Member.
- 10 Any Institutional Member who ceases to be eligible, in terms of Articles 4 hereof, for membership shall withdraw from the Association by giving to the Association not less than six months' notice in writing. Notice shall take effect from the time it is received by the Association. During the period of notice, the Member's full rights and obligations of membership shall continue. The Member shall remain liable for payment of the proportion of the subscription that relates to the notice period and be entitled to a refund for any balance. Upon the expiry of such notice the Member concerned shall cease to be a Member.
- 11 Any Institutional Member of the Association shall ipso facto cease to be a Member if it shall go into liquidation otherwise than for the purpose of reconstruction or amalgamation (Article 8).
- 12 The Association may, by resolution of the Board of Management of the Association, suspend from membership or, expel from the Association and remove from the Register of Members any Member:
  - a who, having been given written notice of any amount due by such Member to the Association by way of subscription or otherwise and of the date on which such amount is payable, has failed to pay the amount concerned within six months of such date;

- b who refuses or wilfully neglects to comply with the provisions of the Memorandum and Articles of Association, or the By-laws, rules or regulations of the Association;
- c who, being an Institutional Member, has ceased to be eligible for any of the categories of Membership in terms of Article 4 hereof and has failed to withdraw from the Association as required by Article 10 hereof.

An expelled Member shall remain liable for payment of the subscription for the period preceding the expulsion and shall be entitled to a refund for any balance.

13 A Member who from any cause whatsoever ceases to be a Member of the Association shall, subject to the provisions of Articles 9, 10 and 12:

- a remain liable for payment of all subscriptions or other amounts due by the Member of the Association and for the discharge of any other obligation to the Association; and
- b not have any claim, monetary or otherwise, upon the Association, its funds or property.

14 In addition to the powers given to the Members of the Association by the Act, the Members shall have the following powers:

#### Financial

- a To approve the Annual Report and Accounts (Article 28);
- b To decide the level of entrance fees and subscription fees (Article 5b);

#### Constitutional

- c To elect a Chairman and a Vice-Chairman of the Board (Article 55a);

#### Management

- d To appoint members of the Board and determine their period of office (Articles 46a and 48);
- e To determine the size of the Board (Article 47a);
- f To remove members of the Board (Articles 49f);

#### Committees

- g To appoint nominees to the Members' Council (Article 62).

- 15 Any Institutional Member of the Association may by at least 2 months' written notice request that the Board put a specific resolution to the Members of the Association at the next AGM.

#### General Meetings

- 16 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, 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.
- 17 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 18 The Board may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 305 of the Act.
- 19 All General Meetings may be held virtually, online or face to face. The Board shall dictate whether any such meeting shall be held virtually and the appropriate methods for ensuring only members may attend, voting is supported and recorded, and that relevant minutes or records are kept.
- 20 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 21 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

#### Notice of General Meetings

- 22 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every Extraordinary General Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business (as defined in Article 27) the general nature of that business, shall be given in manner hereinafter mentioned to all Members and the Auditors. A General Meeting shall, notwithstanding that it is called by shorter notice than as aforesaid, be deemed to have been duly called if it is so agreed:
- a in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and

- b in the case of an Extraordinary General Meeting, by a majority in number of Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the Members.
- 23 Any notice referred to in the Articles as being required to be given to any member shall be properly served by:
  - a delivering it by hand either to the addressee personally or to their address or by sending it by post, addressed to them at their address;
  - b it being published in or posted as an insert with a newsletter or similar publication of the Association, a copy of that issue being sent to the member in accordance with the foregoing provisions of this Article; or
  - c shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications
- 24 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.
- 25 The accidental omission to give a notice (including notice of a meeting) or to send papers (including ballot papers) to any member eligible to receive them or the non-receipt of any such documents shall not invalidate the election of any candidate or resolutions passed or business transacted at any meeting.
- 26 The Association may publish any additional information for its Members by way of electronic communications.

#### Proceedings at General Meetings

- 27 For the purposes of Article 22 all business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, and the appointment of, and the fixing of the remuneration of the Auditors.

- 28 At each Annual General Meeting the Board shall submit to the Members for approval a report which, in addition to such particulars as are required by the Act and any other particulars which it shall deem desirable, shall contain a summary of the activities of the Association for the period since the previous report.
- 29 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. A quorum shall be one quarter of the total number of Members whose representatives are present and entitled to vote at such meetings.
- 30 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 time or place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour after the time appointed for holding the meeting the Members present shall be a quorum.
- 31 The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, or in his absence the Vice-Chairman of the Board, but if there is no such Chairman or Vice-Chairman, or if at any meeting neither the Chairman nor the Vice-Chairman shall be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside, the Members present shall choose one from among their number who shall preside.
- 32 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than 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.
- 33 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 or by at least five Members present by representative or by proxy or by a Member or Members present by representative or by proxy and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting concerned. 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.



- 34 Subject to the provisions of Article 35, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the 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.
- 35 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 36 In the case of an equality of votes on an Ordinary Resolution, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 37 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.
- 38 Subject to the provisions of the Act a resolution in writing, signed by the principal or an alternate representative of all the Members for the time being entitled to vote at General Meetings, shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held, and may consist of several documents each signed by one or more of such persons.
- 39 The special rights of any category of Membership, whether or not the Association is or is about to be wound up, may only be varied or abrogated with the prior consent in writing of all the Members whose special rights are to be varied or abrogated or with the sanction of an Extraordinary Resolution passed at a Separate General Meeting of the Members of that category. To every such Separate General Meeting the provisions of these Articles with respect to notice of and proceedings at General Meetings shall mutatis mutandis apply but so that the requisite quorum shall be one-fourth of the appropriate category of Members present by their representatives and entitled to vote at such meeting. Any Member of the appropriate category may through its representative demand or join in demanding a poll.

#### Votes of Members

- 40 Subject as hereinafter provided and to the provisions of Article 41, on a show of hands each Member present by his principal or alternate representative shall have one vote and each proxy present shall have one vote and on a poll each proxy shall have one vote for each Member for which he is a proxy.
- 41 No Member shall be entitled to vote unless all moneys presently payable by it to the Association have been paid.
- 42 In the absence of its principal or alternate representative a Member may appoint a proxy to attend and vote on its behalf. A proxy need not be a representative of a Member. The instrument appointing a proxy shall be in writing, in the form

prescribed from time to time, signed by the principal representative or some other duly authorised officer of the Member. The Form of Proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the meeting for the Member appointing the proxy.

- 43 The Form of Proxy shall be deposited at the Office of the Association, or at such other place as is specified for that purpose in the notice convening the meeting. To be valid the Association must receive it not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named proposes to vote. The Form of Proxy may be accepted by facsimile or electronic communication. No proxy shall be valid after the expiration of twelve months from the date of its execution.
- 44 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding revocation of the proxy or of the authority under which the proxy was executed unless intimation in writing of the revocation shall have been received at the Office of the Association before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 45 Any person who has been invited by the Board may attend and speak at General Meetings of the Association but shall have no vote.

#### The Board of Management

- 46 a The Association and the business affairs and the property thereof shall be managed by a Board of Management which shall consult with the Members of the Association with such frequency and to such extent as the Board (in its absolute discretion) considers appropriate in all the circumstances. The Members of the Association shall determine the duration of appointments to the Board.
- b The Board members for the purposes of the provisions of the Act shall be treated as the Directors.
- 47 a The Board shall be of such a size, not exceeding twenty-five in number, as the Members may from time to time determine, provided that at least two Members belonging to each category of Institutional Member are represented thereon, and at least one Member of the Board belongs to the lower half of the subscriptions fee band.
- b To facilitate the expansion of World Nuclear Association membership to include new regions and industry developments, the Chairman shall have the authority to appoint six Board members, each to serve for a two-year term. The authority is a transitional device and shall be exercised only once.
- 48 The Association may by Ordinary Resolution appoint a person who is willing to act to be a Board member, either to fill a vacancy or as an additional Board member. No

person shall be disqualified from becoming or remaining a member of the Board by reason of his age.

- 49 Notwithstanding anything to the contrary in these Articles, the office of Board member shall be vacated:
- a if he resigns by notice in writing to the Association;
  - b if a receiving order is made against him or he makes any arrangement or composition with his creditors;
  - c if he becomes of unsound mind;
  - d if the company or other body corporate of which he is a representative ceases to be a Member of the Association or withdraws his nomination as representative;
  - e subject to Article 48, if he ceases to hold office by virtue of any provision of the Act; or
  - f if at any AGM or EGM a majority in number of the Members of the Association vote in favour of his removal as a member of the Board.
- 50 The Board members shall not be entitled to remuneration for their services to the Association but shall be entitled to reimbursement for out-of-pocket expenses incurred about the business of the Association.

#### Powers of the Board of Management

- 51 Subject always to the rights expressly reserved to the Members of the Association under Article 14, the business of the Association shall be managed by the Board. In performing such management, the Board may pay all expenses of, and incidental to, the operations of the Association as they think fit, and 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. Such powers shall not include those required by the Acts or by these Articles to be exercised or done by the Association in General Meeting. The Acts shall be regarded as including those provisions for the time being in force and affecting the Association, and the Articles shall be subject to any regulations, not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting. No regulation made by the Association in General Meeting shall invalidate any prior act of the Council of the Association or of the Board which would have been valid if such regulation had not been made.
- 52 Subject always to the rights expressly reserved to the Members of the Association under Article 14, the Board shall have power from time to time to adopt and make,

alter or revoke By-laws, rules and regulations for the management of the Association and otherwise for the furtherance of the purposes for which the Association is established (save for By-laws, rules and regulations relating to entrance fees and annual, quarterly or other subscriptions or payments to be payable by the Members of the Association) provided that such By-laws, rules or regulations are not repugnant to the Memorandum or Articles of Association.

#### Proceedings of the Board of Management

- 53 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the Association in General Meeting, a majority of Board members shall be a quorum provided that each category of Institutional Member of the Association is represented. Questions arising at any meeting shall be determined by a majority of votes unless otherwise provided in these Articles. In the case of an equality of votes the Chairman shall have a second or casting vote.
- 54 A Board member may, at any time, request a meeting of the Board. Normally on receipt of such a request the Director General shall serve notice upon the Board members who, whether or not absent from the United Kingdom, are entitled to at least twenty days' notice in writing of a meeting (exclusive both of the day on which it is served or deemed to be served and of the day for which it is given).
- 55 a The Members shall from time to time elect from amongst their number a Chairman and a Vice-Chairman of the Board and may at any time remove from office the persons so elected. The Members shall determine for what period the Chairman and Vice-Chairman shall hold office.
- b The Chairman shall be entitled to preside at all meetings of the Board at which he is present, but if the Chairman be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, or if there is no Chairman, then unless the Vice-Chairman is able and willing to preside the Board members present shall choose one of their number to be Chairman of the meeting.
- c If for any reason there is no Chairman or the Chairman is unable to perform his duties through illness or incapacity then the Vice-Chairman shall be entitled to act as Chairman until the Chairman is able to resume office or until such time as a new Chairman is elected.
- 56 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board generally.
- 57 The Board may delegate any of its powers to committees consisting of such representatives of Members of the Association or such other persons as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated,

conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

- 58 All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a Board member shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a Board member.
- 59 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if 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.
- 60 If at any time it is impossible to muster a quorum as prescribed by or in accordance with these Articles, it shall be lawful for those Board members present to act as the Board for the purpose of summoning a General Meeting, but not for any other purpose.
- 61 Subject to the provisions of these Articles a resolution in writing signed by all Board members shall be as valid and effective as if it had been passed at a meeting of the members of the Board duly convened and held, and may consist of several documents each signed by one or more of such persons.

#### Members' Council

- 62 A Members' Council shall be established to discuss policy issues relating to the Association. It shall report its discussions to the Board. It shall comprise Members' Principal and Alternate Representatives and such other persons whose appointment has been notified in writing by the Member to the Association.
- 63 The Members' Council shall meet in each year at the time of the Annual General Meeting. Provided that notice has been given in accordance with Article 22, a resolution will be adopted if the majority of the Members cast their votes in favour. Where amendments to a resolution are proposed without the requisite notice having been given, the resolution will be adopted if two-thirds of the Members cast their votes in favour.

## Director General

- 64 The Director General shall be the Secretary of the Company on the recommendation of the Board for such time, at such remuneration and upon such conditions as it may think fit, and any Director General so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy Director General, and any person so appointed may act in place of the Director General if there be no Director General or no Director General capable of acting.

## The Seal

- 65 The Board shall provide for the safe custody of the Seal and shall delegate the authority for its use to the Director General. Normally every instrument to which the Seal is affixed shall be signed by the Director General and a member of the Board.

## Borrowing Powers

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

## Accounts

- 67 The Board shall cause to be kept at the Office or at such other place within Great Britain as the Board think fit, proper books of account with respect to:
- a All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place.
  - b All sales and purchases of goods by the Association.
  - c The assets and liabilities of the Association.
- 68 A copy of every balance sheet and income and expenditure account which is to be laid before the Association in General Meeting (including every document required by law to be attached or annexed thereto) and a copy of the report referred to in Article 28 shall not less than twenty-one days before the date of the meeting be sent to every Member of, and every holder of debentures of, the Association and the Auditors and any other persons entitled to receive notices of General Meetings, provided that this Article shall not require a copy of these documents to be sent to any person who is not entitled to receive notices of meetings or of whose address the Association is not aware.

## Audit

- 69 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.
- 70 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

## Notices

- 71 Any notice or document may be served by the Association upon any Member of the Association or of the Board either personally or by sending it through the post (by airmail post in the case of a Member whose registered address is outside the United Kingdom) in a prepaid letter, addressed to such Member at his registered address as appearing in the register of Members of the Association or the Board, as the case may be, or such other means as may be appropriate, including electronic means.
- 72 Any notice or document served by post or electronic means shall be deemed to have been served at the expiration of seven days after the letter containing the same is posted or emailed, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and posted as a prepaid letter, or using electronic means.

## Indemnity and Insurance

- 73 a Subject to the provisions of the Act every Board member, Auditor, Secretary or other officer of the Association where acting on behalf of the Association shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
- b Subject to the provisions of the Act, the Board shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, Board members, officers, employees or auditors of the Company including insurance against liability incurred by such persons in the actual or purported execution of their duties and/or exercise of their powers in relation to the Company.

## Dissolution

- 74 Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.