

Company No. 01874667

The Companies Act 2006

Company limited by guarantee

Special resolution

of

British Wind Energy Association (the "Association")

(passed on 10 December 2008)

At the Annual General Meeting (the "AGM") of the Association duly convened and held on 10 December 2008 the following resolution was duly passed as a special resolution:

That the draft regulations contained in the printed document initialled by the Chairman of the AGM for the purpose of identification be and are approved and adopted as the articles of association of the Association in substitution for, and to the exclusion of, the current articles of association of the Association.

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COMPANIES HOUSE

Company No. 1874667

The Companies Act 1985 - 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

(as adopted by a special resolution passed on 10 December 2008)

of the

BRITISH WIND ENERGY ASSOCIATION

1. **INTERPRETATION**

- 1.1 The regulations contained in or incorporated in Table A (as amended by Table C) shall apply to the company save insofar as they are excluded or varied by these Articles or are inconsistent with these Articles and such regulations (except as so excluded, varied or inconsistent) together with these Articles shall be the regulations of the Association (to the exclusion of any other regulations set out in any statute, statutory instrument or other subordinate legislation from time to time in force).
- 1.2 In these Articles the words standing in the first column below shall bear the meaning set opposite to them respectively in the second column thereof if not inconsistent with the subject of context:

<u>Words</u>	<u>Meanings</u>
"1985 Act"	The Companies Act 1985.
"2006 Act"	The Companies Act 2006.
"Academic Institution"	A university, school or other academic or research institution and whose constitution stipulates that its profits (if any) can only be utilised for charitable purposes.
"Academic Institution Member"	A Member which is an Academic Institution and which has been admitted to the Association in accordance with Article 3 and the By-Laws.
"Acts"	The Companies Acts and, where the context requires, every other statute, order, regulation, or other subordinate legislation from time to time in force in the United Kingdom concerning companies and affecting the Association.
"address"	Has the meaning given in Section 1148, Companies Act 2006.
"Annual General Meeting"	These annual general meeting of the Association held each year.
"Articles"	These Articles of Association and "Article" means a provision of these articles.
"Association"	The British Wind Energy Association.
"authorised representative"	A representative of any Member being a body corporate or an Unincorporated Association, who shall (unless the Board agrees otherwise) be an employee, director or member of such Member and

	who has been duly appointed in accordance with these Articles or rules made for the purpose from time to time by the Board.
"Board"	The board of directors from time to time of the Association (or any duly authorised committee of it).
"By-Laws"	The By-Laws of the Association (if any) as adopted pursuant to Article 25.
"Companies Acts"	Has the meaning given in Section 2, 2006 Act.
"Corporate Member"	A Member which is a body corporate and which has been admitted to the Association as a Corporate Member in accordance with Article 3 and the By-Laws.
"Correspondent Member"	A Member which or who, prior to the date of adoption of these Articles was admitted to the Association as a Correspondent Member.
"Director"	A director 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), 2006 Act.
"electronic form"	Has the meaning given in Section 1168, 2006 Act.
"electronic means"	Has the meaning given in Section 1168, 2006 Act.
"General Meeting"	A general meeting of the Association held in accordance with the Acts.
"hard copy form" and "hard copy"	Have the meanings given in Section 1168, 2006 Act.
"Member"	A member of the Association for the purposes of, and as defined by, the Acts and these Articles.
"Membership"	A Member's membership of the Association for the purposes of the Acts and for the purposes of these Articles.
"Office"	The registered office of the Association
"Private Member"	A Member who is an individual and has been admitted to the Association as a Private Member in accordance with Article 3 and the By-Laws.

"Regulation(s)"	The appropriately numbered regulation(s) in Table A.
"Secretary"	The secretary of the Association.
"Sponsoring Member"	A Member of the Association which has been admitted to the Association as a Sponsoring Member in accordance with Article 3 and the By-Laws.
"Seal"	The Common Seal of the Association
"Table A"	Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) (the "Regulations") as modified by Table C.
"Table C"	Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805).
"Unincorporated Association"	Has the meaning given that term in Article 3.4.
"The United Kingdom"	Great Britain and Northern Ireland
"writing"	Printing, typewriting, lithography, photography and any other mode or modes of representing or reproducing words, symbols or other information in a legible and non-transitory form and "written" shall be construed accordingly.

- 1.3 Any words importing the singular number only shall include the plural number and vice versa and reference to one gender shall include all other genders.
- 1.4 Words importing persons shall include body corporates.
- 1.5 Unless the context otherwise requires (or unless otherwise defined or stated in these Articles), words or expressions defined in Table A shall have the same meaning in these Articles. Any other words and expressions contained in these Articles and/or in Table A (as amended by Table C) shall have the same meaning as in the Acts (unless inconsistent with the subject or the content).
- 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), 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), 2006 Act.
- 1.7 The Association is established for the purposes expressed in the memorandum of association of the Association.

2. **MEMBERSHIP**

- 2.1 Such persons as are admitted to Membership in accordance with these Articles and the By-Laws shall be Members of the Association. Every person who wishes to become a Member shall deliver to the Association an application for Membership in such form as the Board may require.
- 2.2 The rights and privileges of a Member shall be personal to them and not be transferable by their own act other than by operation of law or pursuant to these Articles.
- 2.3 Every application for admission to Membership of the Association shall be in writing and signed by the applicant, or where the applicant is a body corporate by a person authorised in that behalf by the applicant and shall be delivered to the Office or in accordance with the By-Laws or such other rules laid down by the Board from time to time.
- 2.4 Every application shall state a class of Membership to which the applicant desires admission. Upon receipt of any such application the Board shall consider and may either accept such application and admit the applicant to Membership of the class specified in the application (or such other class as may be specified from time to time under the By-Laws) or may, in its absolute discretion, and without assigning any reason, decline such application.
- 2.5 Unless the Board shall make other provision pursuant to the By-Laws, the Board may in its absolute discretion permit any Member to retire, provided that after such retirement the number of Members is not less than two.
- 2.6 The number of Members of the Association is unlimited.
- 2.7 The Membership of the Association shall be divided into the following classes of Member:

Sponsoring Members

Corporate Members

Private Members

Academic Institution Members

such classes having the respective rights and restrictions set out in these Articles being comprised of individuals and/or bodies meeting the criteria for such classes as set out in Article 3 and the By-Laws.

- 2.8 Members admitted as Correspondent Members prior to the date of the adoption of the these Articles may retain their status as such or may apply for reclassification

as a different class of Member provided they fulfil the relevant eligibility criteria set out in Article 3 and the By-Laws.

- 2.9 The By-Laws may make provision for the establishment by the Board of additional categories of Membership as it may think fit and may define the rights applicable to such Membership categories.

3. **MEMBERSHIP ELIGIBILITY CRITERIA**

- 3.1 Any society, institution, body corporate, local authority or other public body or Unincorporated Association, which supports the objects of the Association, shall be eligible for admission to the Association as a Sponsoring Member or Corporate Member.
- 3.2 Any Academic Institution, which support the objects of the Association, shall be eligible for admission to the Association as a Sponsoring Member, Corporate Member or Academic Institution Member.
- 3.3 Any individual who supports the objects of the Association shall be eligible for admission to the Association as a Private Member.

Representation of Unincorporated Associations .

- 3.4 Any firm, (not being a body corporate) or unincorporated association ("**Unincorporated Association**") which supports the objects of the Association and applies for Membership of the Association shall nominate one of its members to act as its authorised representative, to apply in its name for Membership, sign the application as a Member and exercise the rights of Membership on its behalf and be entered in the register of Members of the Association either in the name of such person or in the name of the relevant Unincorporated Association and the fact that the person is a representative of the Unincorporated Association shall be entered in the register of Members. Every person so applying for Membership in the capacity as a representative of an Unincorporated Association shall be subject to the same By-Laws, rules and regulations regarding admission as any other person and shall, if admitted to Membership, have the same rights and be subject to the same liabilities and incidents as the other Members of the class of Membership to which they are admitted (except that so long as the relevant Unincorporated Association of which the person is a representative pays the annual subscription appropriate to the class of Membership to which they are admitted they shall not be liable to pay a subscription personally). The relevant Unincorporated Association shall give all information that might be reasonably required by the Board regarding any such application.
- 3.5 An Unincorporated Association which has nominated one of its members as its

authorised representative may from time to time revoke the nomination of such member and, subject to the consent of the Board, nominate another representative in their place. Upon receipt by the Board of any such revocation such member shall ipso facto cease to be a Member of the Association or to act or be entitled to act as a Member or be recognised by the Association as the authorised representative of such firm or association and any person nominated in their place shall, if duly approved by the Board, become a Member of the Association and be the authorised representative of such firm or Association in the place of the representative whose nomination has been revoked as aforesaid.

Representation of bodies corporate.

- 3.6 Any corporate body which is a Member of the Association shall by resolution of its directors or other governing body authorise such person as it thinks fit to act as its authorised representative at any general or other meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporate body which they represent as that corporation could exercise if it were an individual Member of the Association.
- 3.7 A corporate body which has appointed an authorised representative as aforesaid may from time to time revoke the authorisation and nominate another representative in their place. Upon receipt by the Board of any such revocation such representative shall ipso-facto cease to act or exercise powers on behalf of the corporate body and any person nominated in their place shall be entitled to exercise the same powers on behalf of the corporate body which they represent as that corporation could exercise if it were an individual Member of the Association.
- 3.8 Subject to the board being satisfied that such delegation is legitimate (but without imposing on the Board any obligation to make enquiries), the rights exercised by an authorised representative may, at the discretion of such representative, be delegated to an alternate representative, provided that such alternate representative is eligible to act as the authorised representative.
- 3.9 Each Member shall pay an annual subscription in respect of each Membership year or part thereof in which they are a Member, which shall become due on the first day of January, or such other due date as the Board may determine. The Membership year shall run from the first day of January until the last day of December in the same year.
- 3.10 Every Member of the Association shall be bound while they are a Member:
- (a) to pay the Association an annual subscription in accordance with the rates as determined by the Board from time to time and such admission fees (if any) and such other annual subscription and contribution as may from time to time be fixed by the Association and at times and in manner

and subject to the conditions set out in these Articles and in the By-Laws in force at the date of such payments; and

- (b) to observe the provisions of these Articles and of the Memorandum of Association and of the By-Laws for the time being in force.

4. TERMINATION OF MEMBERSHIP

4.1 A Member shall forthwith cease to be a Member upon the happening of any of the following events:

- (a) if the Member, being an individual, becomes (or being the authorised representative of an unincorporated body, that body becomes) bankrupt or compounds with the persons or its creditors generally; or, being a corporation, a liquidator is appointed or the corporation otherwise ceases to carry on business; or, being a local authority, ceases to be such or to carry on business;
- (b) if the Member resigns their Membership by writing under hand, or, in the case of a corporation, under the hand of some person authorised by it in that behalf, and such notice is left at the Office;
- (c) if the Member or their authorised representative (or, as the case may be, the Unincorporated Association (as defined in Article 3.4) or the Corporate Member of which the Member is the authorised representative) ceases to meet the Eligibility Criteria in accordance with the Articles or the By-Laws;
- (d) if the Board at a special meeting called for that purpose and at which the Member concerned shall first have been given a reasonable opportunity to speak on its own behalf resolves that the Member's Membership be determined;
- (e) if, being an authorised representative of an Unincorporated Association, his nomination and authorisation is revoked pursuant to Article 3.7 by that unincorporated body by writing delivered at the Office;
- (f) if they fail to pay any admission fee or periodic subscription or contribution which they become liable to pay while they are a Member within a period determined by Board.

5. GENERAL MEETINGS

5.1 The Association shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen

months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

- 5.2 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 5.3 The Board may, at its discretion, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by Section 303 of the 2006 Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

6. NOTICE OF GENERAL MEETINGS

- 6.1 All Annual General Meetings and meetings called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association, other than an Annual General Meeting or a meeting for the passing of a special resolution, shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association.
- 6.2 A meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:
 - (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.
- 6.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of the auditors.
- 7.2 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten Members present in person (or by proxy or through their authorised representative) shall be a quorum.
- 7.3 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine.
- 7.4 The chairman, if any, of the Board shall preside as chairman at every General Meeting of the Association, or if there is no such chairman, or if the chairman shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairman of the meeting.
- 7.5 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

8. VOTES OF MEMBERS

- 8.1 At any General Meeting of the Association, a resolution put to the vote of the meeting shall be decided on 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 or by at least two Members present in person or by proxy.
- 8.2 Unless a poll is demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 8.3 The demand for a poll may be withdrawn.
- 8.4 Except as provided in Article 8.6, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 8.5 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 8.6 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be preceded with pending the taking of the toll.
- 8.7 A written resolution passed in accordance with the 2006 Act is as valid as a resolution actually passed at a General Meeting (and for this purpose the written resolution may be set out in more than one document). A written resolution passed under this Article will lapse if not passed before the end of six calendar months beginning with the circulation date (as defined in section 290 of the 2006 Act).
- 8.8 On a show of hands every Member who is present in person or who is present by his authorised representative shall have one vote provided that not more than one representative of each Member shall be entitled to vote on a show of hands. On a poll every Member who is present in person or by his authorised representative or by proxy shall have the number of votes set opposite the class of Membership in which they are for the time being registered as a Member, as set out below:

Sponsoring Member	8
Corporate Member	2
Correspondent Member	1 vote
Private Member	1 vote
Academic Institution Member	1 vote

- 8.9 Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which

- 8.10 Votes may be given on a poll either personally or by proxy.
- 8.11 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Association.
- 8.12 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office, or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours (excluding any part of a day that it not a working day as defined in section 1173 of the 2006 Act) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
- 8.13 Subject to the Acts, an instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

Signed this day of 20 ."

British Wind Energy Association

"I/We _____ of _____ in the County of _____ being a Member/Members of the above named Association, hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on the _____ day of 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____.

This form is to be used * in favour of the resolution
against

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

* Strike out whichever is not desired."

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

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

9. **BOARD**

9.1 The Board shall comprise the following:

(a) Twelve Directors appointed by the Members in accordance with Article 12.

(b) Up to 2 Directors who need not be Members or representatives of Members of the Association and who shall be co-opted to the Board by the Directors.

9.2 Other than any person co-opted to the Board pursuant to Article 9.1(b) above, no person who is not a Member of the Association or an authorised representative of a Member shall in any circumstances be eligible to hold office as a Member of

the Board.

10. ALTERNATE DIRECTORS

- 10.1 Any member of the Board may appoint as an alternate any other person who is not a member of the Board but is eligible to be appointed a member of the Board and may remove such appointee.
- 10.2 Any member of the Board who wishes to appoint an alternate shall notify in writing the Secretary of their intention with nomination of the alternate and may similarly remove the alternate.
- 10.3 An alternate shall be entitled to attend and vote at any meeting at which the person appointing the alternate is not present and generally to perform all the functions of the appointer in the appointer's absence.

11. THE CHIEF EXECUTIVE

- 11.1 The Chief Executive may from time to time be appointed by the Board and shall normally be permitted to attend meetings of the Board as an ex-officio, non-voting observer .
- 11.2 The Chief Executive shall be a servant of the Association at all times and hence not deemed by virtue of his or her office alone to be eligible to be entered into the register of Members of the Association, or be entitled to vote in any General Meeting, or be under any liability for the debts or other liabilities of the Association.

12. ELECTION OF MEMBERS OF THE BOARD

- 12.1 Members of the Board (other than those appointed by the Directors pursuant to Article 9.1(b)) shall be elected by Members at a General Meeting of the Association convened by the Board for that purpose or by a postal ballot and each such election shall be conducted in accordance with the By-Laws. In the case of a postal ballot the results shall be formally announced at a General Meeting and the Directors so elected appointed to the Board in accordance with the By-Laws).
- 12.2 Any person wishing to stand for election shall indicate in a form prescribed by the Secretary their wish so to stand and shall be duly nominated by one or more Sponsoring Members and/or Corporate Members. The Board may make additional provision in the By-Laws in respect of the manner of canvassing by such potential appointees and their promoters. Save as otherwise stated in the By-Laws, Board nominations shall be lodged with the Secretary at least 31 days prior to the relevant General Meeting at which the appointment will be proposed.

In the case of elections to be conducted by postal ballot, nominations shall be lodged with the Secretary prior to the date on which the Board circulates the ballot papers for such election (in which case the Board shall make sufficient provision in the By-Laws or otherwise to give the Members sufficient notice of the intention to conduct a postal ballot in order to enable the due nomination of candidates by the Members).

- 12.3 Directors appointed by the Members pursuant to this Article 12 shall be elected using the single transferable vote system (the "STV"). The STV shall be conducted in accordance with the By-Laws. In the event that insufficient candidates are elected by the Members to fill all vacancies, the power of appointment shall revert to the Board as constituted immediately before the General Meeting at which the nominations are to be formally announced (but excluding those Board members who are required to retire by rotation and have expressed a wish not to be re-elected).
- 12.4 Subject to Article 13.2, no person other than a member of the Board retiring at the meeting shall unless recommended by the Board be eligible for election to the office of Director at any General Meeting unless not less than four nor more than twenty-eight days before the date appointed for the meeting, there shall have been left at the Office notice in writing signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
- 12.5 The Association may, in accordance the Acts, remove any member of the Board before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such member of Board.
- 12.6 The Association may by ordinary resolution appoint another person in place of a member of the Board removed from office under the immediately preceding Article. Without prejudice to the powers of the Board under Article 12.1 the Association in General Meeting may appoint any person to be a member of the Board either to fill a casual vacancy or as an additional member of the Board. The person so appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Board on the day on which the member of the Board in whose place he is appointed was last elected a member of the Board.

13. **RETIREMENT OF DIRECTORS**

- 13.1 Subject to Article 13.2, at every Annual General Meeting all members of the Board who have held office for three years and any members of the Board co-opted by the Directors pursuant to Article 9.1(b) above shall cease to hold office but all such retiring members as are not co-optees appointed by the Directors

pursuant to Article 9.1(b) shall be eligible for re-election for another three year term of office but, subject to Article 13.2, shall not be eligible to be a Director for more than two successive three year terms.

- 13.2 Notwithstanding the provisions of Article 13.1, a Director may, by resolution of the Board, remain eligible for re-appointment notwithstanding that he has completed two successive three year terms if an extension of his term of office is considered to be in the best interests of the Company by virtue of any particular project or undertaking with which that Director is involved and where disruption would otherwise be caused as a result of his retirement from office. In any such case the Board shall determine the period of extension for which the Director may serve following which he shall retire.
- 13.3 The Board may upon the retirement or resignation of a member of the Board other than pursuant to Article 13.1, co-opt a Member to fill such vacancy created until the next Annual General Meeting.
- 13.4 The Board may make provision in the By-Laws in respect of transitional or other arrangements with respect to the appointment and/or retirement of Directors in order to give effect to the changes between the structure and governance applicable to the Board and the Association prior to the date of the adoption of these Articles and the new Board structure envisaged under these Articles.

14. **DISQUALIFICATION OF DIRECTORS**

- 14.1 A member of the Board shall be disqualified from acting as a Director of the Association if he:
- (a) without the consent of the Association in General Meeting holds any other office of profit under the Association; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a Director by reason of any order made under the Company Director Disqualification Act 1986; or
 - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - (e) resigns his office by notice in writing to the Association; or
 - (f) ceases to be a Director by virtue of Section 168 of the 2006 Act; or
 - (g) is directly or indirectly interested in any contract with the Association and fails to declare the nature of their interest in manner required by

Section 177 of the 2006 Act; or

- (h) (save for any Director co-opted to the Board by the Directors pursuant to Article 9.1(b)) ceases for any reason to be a Member or the authorised representative of a Member of the Association; or
- (i) brings the Association into disrepute; or
- (j) shall fail to personally attend meetings of the Board on three consecutive occasions unless the Board shall determine otherwise.

15. POWERS AND PROCEEDINGS OF THE BOARD

- 15.1 Subject to Section 175(6), 2006 Act, the quorum for the transaction of the business of the Directors shall be five.
- 15.2 Meetings of the Board shall normally be chaired by the chairman or a vice-chairman of the Association.
- 15.3 Questions arising out of a meeting of the Board shall be decided by a majority of votes, each Director having one vote save that in the case of an equality of votes, the chairman of the meeting shall have a second or casting vote. A Director appointed in accordance with Article 10 shall, the absence of his appointer have an additional vote.
- 15.4 The business of the Association shall be managed by the Board 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, and 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 Meetings shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- 15.5 The Directors (not being alternate directors) may at the discretion of the chairman of the Board be paid all reasonable travelling, hotel and the expenses properly incurred by them in attending and returning from meetings of the Board or in connection with the business of the Association.
- 15.6 The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 15.7 The Board may act notwithstanding any vacancy on the Board, but, if and so long

as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum, the continuing members of the Board may act for the purpose of increasing the number of members of the Board to that number, or of summoning a General Meeting of the Association, but for no other purpose.

- 15.8 The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 15.9 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
- 15.10 The Board shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the Directors present at each meeting of the Board and of any committee of the Board;
 - (c) of all resolutions and proceedings at all meetings of the Association, and of the Board, and of committees of the Board.
- 15.11 The Board may delegate any or all of their powers to any committee established by the Board which may in turn cause to be created such other committees consisting of such Members of the Association and non-voting observers as they may think fit, and any committee so formed shall conform to any regulations imposed on it by the Board.
- 15.12 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.
- 15.13 A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their

number to be chairman.

- 15.14 A committee may meet and adjourn as it thinks fit and proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in case of any equality of votes the chairman shall have a second vote or casting vote.
- 15.15 All acts done by any meeting of the Board or of a committee of the Board, or by any Director or person acting under the authority of the Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 15.16 A resolution in writing, signed by all the members of Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

16. **DIRECTORS' INTERESTS**

- 16.1 Subject to the provisions of the Acts but without prejudice to Article 16.3 and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is in any way interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Association or in which the Association is in any way interested; and
 - (c) may, or any firm or company of which he is a member or director may, act in a professional capacity for the Association or any body corporate in which the Association is in any way interested.
- 16.2 For the purposes of Article 16.1:
- (a) a general notice to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified;
 - (b) an interest of which a Director has no knowledge and of which it is

unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

- (c) an interest of a person who is, for any purpose of the Acts (excluding any statutory modification not in force when this Article becomes binding on the Association), connected with the Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.

16.3 Members of the Board shall not vote in respect of any contract with the Association in which they are interested or any matter arising out of such contract, and if they do so vote their vote(s) shall not be counted.

17. **CONFLICTS OF INTEREST**

17.1 Subject to and in accordance with the 2006 Act:

- (a) the Directors may authorise any matter or situation arising on or after 1 October 2008 (or such other date as Section 175, 2006 Act comes into force) (the "**Relevant Situation**") in which a director (the "**Conflicted Director**") has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Association (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the Association could take advantage of it) and for this purpose a conflict of interest includes a conflict of interest and duty and a conflict of duties;
- (b) any authorisation given in accordance with this Article 17 may be made on such terms and subject to such conditions and/or limitations as the Directors may, in their absolute discretion, determine (including, without limitation, excluding the Conflicted Director and any other interested director from certain Board meetings, withholding from him or them certain Board or other papers and/or denying him or them access to certain confidential company information) and such terms, conditions and/or limitations may be imposed at the time of or after the authorisation and may be subsequently varied or terminated; and
- (c) in considering any request for authorisation in respect of a Relevant Situation, the Directors shall be entitled to exclude the Conflicted Director from any meeting or other discussion (whether oral or written) concerning the authorisation of such Relevant Situation and they shall also be entitled to withhold from such Conflicted Director any Board or other papers concerning the authorisation of such Relevant Situation.

17.2 If any matter, office, employment or position relating to a Relevant Situation is authorised by the Directors in accordance with the provisions of this Article 17, the Conflicted Director (for long as he reasonably believes such Relevant Situation subsists):

- (a) shall not be required to disclose to the Association (including the Board or any committee of it) any confidential information relating to such matter, office, employment or position which he obtains or has obtained otherwise than in his capacity as a director of the Association, if to make such disclosure would give rise to a breach of duty or breach of obligation of confidence owed by him to another person in relation to such matter, office, employment or position;
- (b) shall be entitled to absent himself from all or any meetings of the Board (or any committee of it) at which anything relating to such matter, office, employment or position will or may be discussed; and
- (c) shall be entitled to make such arrangements as he thinks fit not to receive documents or information (including, without limitation, Board papers (or those of any committee of it)) relating to any such matter, office, employment or position and/or for such documents or information to be received and read by a professional adviser on his behalf,

and in so doing, such Conflicted Director shall not be in breach of any general duty he owes to the Association pursuant to Sections 171 to 177 (inclusive), 2006 Act and the provisions of this Article 17 shall be without prejudice to any equitable principle or rule of law which may excuse the Conflicted Director from disclosing information or attending meetings or receiving documents or information, in circumstances where such disclosure, attendance or receipt would otherwise be required under these Articles.

17.3 Provided he has disclosed the nature and extent of his interest to the Directors authorising the Relevant Situation, a Conflicted Director shall not, by reason of his office, be liable to account to the Association for any dividend, profit, remuneration, superannuation payment or other benefit which he derives from any matter, office, employment or position which relates to a Relevant Situation authorised in accordance with this Article 17 (or otherwise permitted pursuant to these Articles) and no contract, arrangement, transaction or proposal shall be avoided on the grounds of any Conflicted Director having any such interest or receiving any such dividend, profit, remuneration, superannuation, payment or other benefit authorised in accordance with this Article 17 (or otherwise permitted pursuant to these Articles). In addition, the receipt of any such dividend, profit, remuneration, superannuation, payment or other benefit so authorised or permitted shall not constitute a breach of the duty not to accept benefits from third parties as set out in Section 176, 2006 Act. Regulation 85 is extended accordingly.

18. **HONORARY OFFICERS**

- 18.1 The Honorary Officers of the Association shall consist of a chairman and a minimum of one and maximum of three vice-chairmen. Honorary Officers shall be Members or authorised representatives of Members of the Association.
- 18.2 The Honorary Officers shall be elected by the Board. The Board may fill casual vacancies amongst the Honorary Officers, as they may occur from time to time.
- 18.3 The Board may on behalf of the Association accept the patronage of any person or persons, and shall thereupon elect such person or persons to be the patron or patrons of the Association for such period as the Board may determine.
- 18.4 The patron or patrons (if any) of the Association shall enjoy all the rights of Membership during their term of office, save that they shall not by virtue of their office alone be deemed eligible to be entered on the register of Members of the Association, or be entitled to any information relating to the Association save as determined by the Board, or be entitled to vote in any General Meeting of the Association, the Board or other such meeting, or be under any liability for the debts or other liabilities of the Association.

19. **SECRETARY**

- 19.1 The secretary of the Association shall be appointed by the Board and, subject to the Acts, shall serve at such remuneration and upon such conditions as it deems fit.
- 19.2 A provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the secretary.

20. **THE SEAL**

The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the secretary or by a second Director or by some other person appointed by the Directors for the purpose.

21. **ACCOUNTS**

- 21.1 The Board shall cause accounting records to be kept in accordance with Section 386 of the 2006 Act.

- 21.2 The accounting records shall be kept at the Office or, subject to Section 388 of the 2006 Act at such other place or places as the Board considers fit, and shall always be open to the inspection of the Directors of the Association.
- 21.3 The Board 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 Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in General Meeting.
- 21.4 At the Annual General Meeting in every year the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account, together with a proper balance sheet. Every such balance sheet shall be accompanied by a proper report of the auditors.⁷

22. **AUDIT**

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

23. **COMPANY COMMUNICATIONS AND NOTICES**

- 23.1 A notice may be given by the Association to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. The second sentence of Regulation 115 shall not apply to the Association.
- 23.2 Subject to the provisions of the Acts, 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 and the Companies Acts, 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, provided that notices of Board meetings need not be in writing. 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, by making it available on a website.

23.3 *Address for service*

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 at his registered address or 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.

23.4 *Undelivered documents or information*

If, on at least 2 consecutive occasions, the Association has attempted to send any document or information by electronic means to an address specified (or deemed specified) for the purpose and a delivery failure (or other similar) notification has been received by the Association, the Association thereafter shall, send documents or information in hard copy form or electronic form (but not by electronic means) to such Member at his registered address or address for service within the United Kingdom (whether by hand, by post or by leaving it or them at such address), in which case the provisions of Article 23.5 shall apply.

- 23.5 If on 3 consecutive occasions documents or information have been sent or supplied to any member at his registered address or address for the service of such documents or information in the United Kingdom but have been returned undelivered, such member shall not thereafter be entitled to receive any documents or information from the Association until he shall have communicated with the Association and supplied in writing a new registered address or address within the United Kingdom for the service of documents or information or an electronic address to which documents or information may be sent or supplied using electronic means.

23.6 *Evidence of service and deemed delivery*

- 23.7 Any Member present, in person or by proxy at any meeting of the Association or of any class of Member of the Association, shall be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was called.

- 23.8 Any document or information, addressed to a member (or other person to whom such document or information is required or authorised to be sent pursuant to these Articles, the Companies Acts or otherwise) at his registered address or address for service in the United Kingdom (or electronic address, as the case may be) shall:
- (a) if hand delivered or left at a registered address or other address for service in the United Kingdom, be deemed to have been served or delivered on the day on which it was so delivered or left;
 - (b) if sent or supplied 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;
 - (c) if sent or supplied by electronic means (other than by means of website), be deemed to have been received (if sent or supplied between the hours of 9 a.m. and 5 p.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 next following working day; and
 - (d) 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.
- 23.9 Subject to Article 23.8, 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 in a prepaid envelope or, in the case of a document or information sent or supplied by electronic means, that it was sent or supplied in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators entitled "Electronic Communications with Shareholders 2007" (as such guidance is amended or updated from time to time)
- 23.10 The Association shall not be held responsible for any failure in transmission beyond its reasonable control and the provisions of Articles 23.6 to 23.9 (inclusive) shall apply regardless of any document or information being returned undelivered and regardless of any delivery failure notification or "out of office" or other similar response and any such "out of office" or other similar response shall not be considered to be a delivery failure.
- 23.11 Regulations 111, 112 and 115 shall not apply to the Association.
- 23.12 Notice of every General Meeting shall be given in any manner hereinbefore authorised to :-

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
- (b) every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditors and Directors for the time being of the Association.

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

24. **INDEMNITY, FUNDING AND INSURANCE**

24.1 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, secretary or other officer (other than any person engaged as auditor) of the Association or any associated company (which shall, for the purposes of this Article 22 have the meaning given in Section 256, 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 company, 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 24 have the meaning given in Section 235(6), 2006 Act); and
- (b) any person who is or was at any time a director, secretary or other officer (other than any person engaged as auditor) of the Association or any holding company (as such is defined in Section 1159 and Schedule 6, 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, 2006 Act (or to enable him to avoid incurring any such expenditure).

24.2 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, secretary or other officer (other than any person engaged as auditor) of the Association or any associated company 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.

24.3 Regulation 118 shall not apply to the Association.

25. **BY-LAWS**

25.1 The Board may from time to time make or alter the By-Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing the classes of and conditions of Membership, and in particular but without prejudice to the generality of the foregoing, they may by such By-Laws regulate:

- (a) The admission and classification of Members of the Association, and the rights and privileges of such Members, and the conditions of Membership and the terms on which Members may resign or have their Membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members.
- (b) The conduct of Members of the Association in relation to one another, and to the Association's servants.
- (c) The setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes.
- (d) The procedure at General Meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by these Articles.
- (e) And, generally, all such matters as are commonly the subject matter of Association rules.

25.2 The Association in General Meeting shall have power to alter or repeal the By-Laws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of Members of the Association all such By-Laws, which so long as they shall be in force, shall be binding on all Members of the Association. Provided, nevertheless, that no By-Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Association.

26. **AMENDMENTS**

Alterations to these Articles shall only be made by the Association in General Meeting and in accordance with the Acts. Details of the proposed alteration or alterations shall be included in the notice of a General Meeting. Any resolution

proposing such alteration shall require approval by at least seventy-five percent of those present in person or by proxy and voting at such General Meeting.