

ARTICLES OF ASSOCIATION
Of
U.M. ASSOCIATION LIMITED

Companies House Number: 02731799

(Amended on 29 November 1995, 26 November 1997, 25 November 1998,
24 November 2005, 23 November 2006, 10 December 2009, 8 December 2010, 16 June
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ARTICLES OF ASSOCIATION

Of

U.M. ASSOCIATION LIMITED (the "Association")

1 DEFINITIONS AND INTERPRETATION

1.1 In these Articles:

"Act" means the Companies Act 2006 as amended from time to time. **"Affiliated Body"** means as defined in Article 3.2.

"Articles" mean these articles of association in their current form or as altered from time to time by Special Resolution.

"Board" means the board of Directors for the time being of the Association.

"Certificate of Entry" means as defined in the Rules.

"Director" means a duly appointed director of the Association.

"Executive Director" means a Director who has a service agreement with the Association.

"Institution" means a university, college of higher or further education or other similar institution or any organisation providing or assisting with the provision of education.

"Liquidation Proportion" means as defined in Article 16 (*Winding up*).

"Manager" means any manager appointed in accordance with Article 8.15.

"Member" means any Institution accepted and continuing as such in accordance with Article 3.1 to Article 3.7.

"Member-employed Director" means any director employed by a Member which is a Public Body.

"Member Representative" is as defined in the Rules.

"Memorandum of Association" means as set out in Article 17 (*Memorandum of Association*).

"Ordinary Resolution" means as described in the Act.

"Non-Public Member Representative" is as defined in the Rules.

“Non-Public Member” is a Member which is not a Public Body.

“Public Body” means any body within the meaning of “contracting authorities” as defined in the as defined in the regulations transposing Directive 2014/24/EU into the national law of that body's country of establishment. Where the regulations transposing Directive 2014/24/EU have not yet come into effect in a body's country of establishment, “Public Body” shall, for the period prior to them coming into effect, mean any body within the meaning of “contracting authorities” as defined in the regulations transposing Directive 2004/18/EC into the national law of that body's country of establishment.

“Public Member Representative” is as defined in the Rules.

“Rules” means the document issued in accordance with Article 8.16 of these Articles.

“Seal” means the common seal of the Association and includes any official seal of the Association.

“Secretary” means any person appointed to perform any of the duties of a secretary of the Association.

“Special Resolution” means as described in the Act.

- 1.2 The Regulations contained in Table C forming part of the Companies (Tables A - F) Regulations 1985 as amended by SI 2007/2541 and SI 2007/2826 and any statutory modification or re-enactment thereof shall not apply to the Association.
- 1.3 **Writing** shall include printing, typewriting, lithography, facsimile and any other mode or modes of representing or reproducing words in a visible form.
- 1.4 **Words importing the singular number only** shall include the plural number and vice versa.
- 1.5 **Words importing persons** shall include individuals, partnerships, corporations and associations.

2 **BUSINESS**

The business of the Association shall be conducted under the control of the Board according to the terms of these Articles and the Rules.

3 MEMBERS

3.1 The subscribers to the Memorandum of Association were admitted as the first Members of the Association.

3.2 Any Institution is eligible for membership of the Association and may also arrange cover on behalf of:

(a)

(i) any society, union, association or similar body operating within its framework;

(ii) any company wholly owned or controlled by it; or

(iii) any body which in the opinion of the Board is closely connected to it; and

(b) which in all circumstances is a Public Body (save where specifically exempted by the Board).

(each an “**Affiliated Body**”),

which shall be entered on the Institution’s Certificate of Entry.

3.3 An Institution desiring to become a Member of the Association shall apply in writing in such form as may be required by the Board.

3.4 If the Board is satisfied that the applicant (whether an Institution and (if appropriate) its Affiliated Body) is/are eligible for membership it may, in its discretion, admit such applicant to membership and the name of the Institution and (if appropriate) its Affiliated Body will be entered on the register of Members and the Affiliated Body shall be entered on the Institution’s Certificate of Entry. The Board is not obliged to give reasons for any refusal to admit either the Institution or its Affiliated Body to membership.

3.5 Membership shall be personal to the Member concerned and is not transferable.

3.6 Subject to the provisions relating to withdrawal of entry in the Rules, a Member may resign membership on giving three months notice in writing.

3.7 A Member shall cease to be a Member immediately upon any of the following events occurring:

(a) the repeal of the Royal Charter establishing the Member;

(b) the repeal of the statute creating the Member;

- (c) the dissolution of the Member;
- (d) a resolution being passed or an order made for the winding up of the Member;
- (e) the Member making any composition or arrangement with its creditors;
- (f) a receiver, Manager, or administrator being appointed over the assets or undertaking of the Member; or
- (g) in the case of an Affiliated Body, that body ceasing to be an Affiliated Body of the Institution on whose Certificate of Entry it is entered,

provided always that such Member, its estate and legal personal representatives shall be and remain liable to pay to the Association all such calls, contributions and monies as under these Articles or the Rules such Member is expressed to be liable to pay.

4 BOARD OF DIRECTORS

- 4.1 Subject to Article 7.1 hereof, the Board shall consist of a maximum of twelve Directors and a minimum of four Directors, provided that a majority of the Directors are Member-employed Directors at all times.
- 4.2 There may be appointed up to five Directors which are not Member-employed Directors. Of these five (none of which shall be employed by a Non-Public Member), one shall be the Executive Director and four shall be appointed by the Directors as provided for in these Articles.
- 4.3 No Director shall be appointed from or by any Non-Public Member.

5 THE RETIREMENT OF DIRECTORS

- 5.1 The Directors to retire at each Annual General Meeting shall be all those (other than the Executive Director) who will have served for a period of three years since their last appointment or election.
- 5.2 A retiring Director shall retain office until the conclusion of the General Meeting at which that Director retires.
- 5.3 A retiring Director shall normally be eligible for re-election for a further term of three years. Thereafter the appointment of a retiring Director for a further term shall require the approval of a Special Resolution.
- 5.4 A retiring director who has served three terms of 3 years each (9 years), shall be eligible to be re-elected for one more year, each subsequent year, by special resolution at the AGM.

6 **THE APPOINTMENT OF DIRECTORS**

6.1 Subject to paragraph 6.7 of this Article 6 (*The Appointment of Directors*), the Association in General Meeting may by Ordinary Resolution appoint Directors in accordance with the procedure below.

6.2 The appointment of Directors will take place in the following manner:

- (a) a nomination shall be in writing, which is signed by a proposer and a seconder (who shall be Public Member Representatives) and by the nominee. It shall be lodged with the Secretary at 25 days before the General Meeting at which the nomination is contemplated. Public Member Representatives shall be entitled to propose only one nomination and second only one nomination. (Non-Public Member Representatives are not permitted to propose or second nominations);
- (b) an alphabetical list of the candidates' names, also showing the names of the proposers and seconders, shall be sent to Member Representatives with the notice of the relevant General Meeting;
- (c) balloting lists shall be prepared containing the names of the candidates in alphabetical order.

6.3 At the General Meeting each Public Member Representative shall be entitled to vote for any such number of the candidates as does not exceed the number of vacancies by one of the following methods:

- (a) secret postal ballot; or
- (b) at the General Meeting in person or by proxy;

6.4 The secret ballot shall be conducted in the following manner. The Public Member Representative shall complete the following form or a form as near thereto as circumstances permit:

I, _____, the Member Representative of _____, a Member of the Association have within the envelope attached to this form enclosed my ballot paper for the election of Directors at the General Meeting of the Association to be held on the _____ day of _____ 20____ and at any adjournment of that General Meeting.

Signed _____ Dated: _____

6.5 The Board shall determine the procedure by which the ballot envelopes are opened.

- 6.6 If there be an insufficient number of candidates nominated, the Directors shall provide candidates to fill the vacancies.
- 6.7 Subject to Article 4.2, the Directors may, at any time and from time to time, appoint any person as a Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number for the time being fixed. The Board shall notify the Membership of such an appointment. Any Director so appointed shall hold office only until the next Annual General Meeting but shall then stand for election.
- 6.8 Any person appointed to the post of Executive Director of the Association shall be a Director and shall continue to be a Director whilst holding such appointment and shall not be subject to any retirement provisions in Article 5 (*The Retirement of Directors*). Such a person shall cease to be a Director immediately upon ceasing to hold office as Executive Director of the Association.
- 6.9 Subject to Article 4, any Director who is not a Member-employed Director shall be recommended for appointment by the Board for ratification by the Member Representatives at the Annual General Meeting of the Association.

7 DIRECTORS

- 7.1 Subject to Article 4.2, the Association may by Ordinary Resolution:
- (a) increase or reduce the number of Directors;
 - (b) remove any Director from office; or
 - (c) appoint as a Director any person who has consented to act in accordance with Article 6 (*The Appointment of Directors*).
- 7.2 A resolution under Article 7.1(b) above must have been proposed in writing, delivered to the Association at least 28 days prior to the General Meeting and distributed to Members at least 21 days prior to the General Meeting at which such a resolution is to be considered.
- 7.3 The remuneration (if any) of the Directors employed by a Member shall from time to time be determined by the Association in General Meeting, and that remuneration (if any) shall be deemed to accrue from day to day. The remuneration (if any) of the Directors not employed by a Member shall be determined by the Board and that remuneration (if any) shall be deemed to accrue from day to day.
- 7.4 The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Association or in connection with the business of the Association.

7.5 The office of Director shall become vacant if the Director:

- (a) ceases to be a Director by virtue of the Act;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (c) resigns his or her office by notice in writing to the Association;
- (d) is removed from office pursuant to these Articles;
- (e) ceases to be a Member-employed Director subject to Article 4.2 above;
- (f) has absented himself or herself (such absence not being absence with leave or by arrangement with the Directors on the affairs of the Association) from three consecutive meetings of the Directors and the Directors resolve that his or her office should be vacated;
- (g) is a Member-employed Director for a Member which ceases to be a Public Body.

7.6 Subject to a Director disclosing his or her interest in accordance with the Act, that Director is not disqualified by his or her office from:

- (a) entering into any contract agreement or arrangement with the Association;
- (b) holding an office of profit under the Association;
- (c) becoming or remaining a Director of any corporation in which the Association is in any way interested or which is in any way interested in the Association;
- (d) attending and voting at any meeting of the Directors in respect of any contract agreement arrangement matter or thing in which he or she is interested; or
- (e) attending and voting at any meeting of the Directors in respect of proposed amendments to the Rules or other matters which affect all Members equally,

provided always that a Director shall not be entitled to attend and vote at any meeting of the Directors in respect of any claim made pursuant to the Rules by the Member which employs the said Director.

- 7.7 A contract agreement or arrangement entered into by or on behalf of the Association in which any Director is in any way interested is not for that reason void or voidable and a Director shall not be liable to account to the Association for any profits accruing to him or her or remuneration received by him or her.

8 POWERS AND DUTIES OF DIRECTORS

- 8.1 Subject to Article 8.2, the business of the Association shall be managed by the Directors who may pay all expenses incurred in promoting and forming the Association and may exercise all of the powers of the Association which are not by the Act or by these Articles required to be exercised by the Association in General Meeting. Without prejudice to the generality of the foregoing, the Board shall, in accordance with the Rules, determine the contributions to be paid by each Member in respect of each indemnity year (as defined in the Rules). The Members' contributions shall constitute the funds of the Association. The Board shall consider all claims made by Members under the Rules and may, in its absolute discretion and in accordance with the Rules, grant from the funds of the Association to any such Member an indemnity wholly or in part in respect of the claim made by such Member.
- 8.2 Subject to the Act, the Association may give directions to the Board on all matters relating to the business of the Association by way of Special Resolution.
- 8.3 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit; two Directors may at any time and the Secretary shall on the requisition of two Directors summon a meeting of the Directors.
- 8.4 Until otherwise determined by the Directors, at least four Directors, a majority of whom are Member-employed Directors, shall form a quorum for a meeting of Directors.
- 8.5 A meeting of Directors may be held by telephone or teleconference or in any other way the Directors think fit.
- 8.6 Questions arising at a meeting of the Directors shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors, and on any equality of votes the chairperson of the meeting, in addition to his or her deliberative vote (if any), has a casting vote. Where there is an equality of votes, if one side has more Member-employed Directors than the other, the chairperson shall exercise his casting vote in favour of the side with more Member-employed Directors.

8.7 In the event of a vacancy or vacancies in the office of a Director or offices of Directors the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a General Meeting of the Association.

8.8 The Directors may delegate any of their powers to a committee or committees consisting of one or more Directors and other persons as they think fit (provided that the majority of committee members are Member-employed Directors where the committee has been delegated any decision making powers) and may revoke such delegation.

The chairperson, together with any two Member-employed Directors, may assume the delegated powers of the Executive Director when this postholder is absent.

8.9 A committee shall exercise the powers delegated to it in accordance with any directions of the Directors and power so exercised shall be deemed to have been exercised by the Directors.

8.10 The proceedings of any committees shall be conducted in the same manner as meetings of the Directors.

8.11 The Directors and any committee of the Board may elect one of their number as a chairperson of their meetings and may determine the period for which he or she is to hold office; if no such chairperson is elected or if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the meeting or is unwilling to act, those present shall elect one of their number to be a chairperson of the meeting.

The Directors may elect annually one of their number as Secretary of the Board and of the Association.

8.12 A resolution in writing signed by each of the Directors for the time being entitled to receive notice of a meeting of the Directors or by all members of a committee for the time being duly convened and held shall be valid and effectual as a resolution passed at a meeting of the Directors, or as the case may be, of such committee and such resolution may consist of several documents in like form each signed by one or more Directors.

8.13 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be Director or a member of the committee or to act as a Director or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified, to be a Director or to be a member of the committee.

- 8.14 The Directors shall cause minutes to be made of all proceedings of General Meetings of the Association, of meetings of the Directors and of any committees of the Board and of the attendances thereat and of all appointments of officers made by the Directors. Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.
- 8.15 The Board may appoint independent Managers to manage any or all aspects of the business of the Association on such terms as the Board may provide, including the payment of remuneration to the Managers as they think fit, having regard to then current legislative or regulatory requirements.
- 8.16 The Board shall make Rules from time to time prescribing:
- (a) the form of application for admission to membership of the Association;
 - (b) the nature and extent of the cover provided by the Association and the exclusions therefrom provided that all such cover shall be available on a discretionary basis only; such discretion to be exercised by the Board or, if so delegated by the Board, by a committee or the Managers;
 - (c) the basis upon which claims from eligible persons shall be considered by the Board;
 - (d) the amounts of contributions to the Association to be paid from time to time;
 - (e) the obligations of the Association and the Members in respect of their claims;
 - (f) such other matters incidental to the activities of the Association as the Directors think fit,

and may alter the Rules from time to time as the Directors consider appropriate,

provided always that such alterations to the Rules shall not take effect until either the beginning of the next indemnity year (as defined in the Rules) or the Members approve the alterations by passing a resolution in General Meeting, such resolution requiring two-thirds of the votes cast for and against to be cast in favour in order to be passed, whichever shall first occur.

9 GENERAL MEETING

9.1 A General Meeting may be convened:

- (a) by any person upon the authority of a resolution of the Directors; or
- (b) upon the requisition of Public Member Representatives representing not less than one tenth of the total voting rights of the Members having at that date the right to vote at General Meetings.

9.2 A notice of a General Meeting must specify the place, the day and the hour of General Meeting and the general nature of the business to be transacted (and in the case of an Annual General Meeting specifying the meeting as such) and must give at least 21 days notice in the case of an Annual General Meeting or of a General Meeting at which a Special Resolution is to be considered and in any other case at least 14 days notice. Provided always that a General Meeting, other than a General Meeting called for the passing of an elective resolution, may be called by shorter notice if it is so agreed:

- (a) in the case of an Annual General Meeting, by all Public Member Representatives entitled to attend and vote; and
- (b) in the case of any other General Meeting, by a majority in number of the Public Member Representatives having a right to attend and vote, being:
 - (i) a majority together holding not less than such percentage of the total voting rights as has been determined by elective resolution of the Members in accordance with the Act; or
 - (ii) if no such elective resolution is in force, a majority together holding not less than 95% of the total voting rights.

9.3 No business may be transacted at any General Meeting unless a quorum of Public Member Representatives is present at the time when the General Meeting proceeds to business.

9.4 Five Members who are Public Bodies present by proxy or representative constitutes a quorum of Members.

- 9.5 If a quorum is not present within half an hour from the time appointed for a General Meeting:
- (a) where the General Meeting was convened by a Member or upon the requisition of Members, the General Meeting shall be dissolved; or
 - (b) in any other case:
 - (i) the General Meeting stands adjourned to the same day in the next week at the same time and place or to such other day and place as the Directors may determine; and
 - (ii) if at the adjourned General Meeting a quorum is not present within half an hour from the time fixed for the General Meeting then subject to any requirement of law the Public Member Representatives present shall be a quorum.
- 9.6 If the Directors have elected one of their number to be chairperson of their meetings, that person shall preside as chairperson at every General Meeting of the Association; otherwise, or if that person, or the deputy chairperson, is not present within 15 minutes after the appointed time of the General Meeting or is unwilling to act, the Public Member Representatives present shall elect one of their number to be chairperson of the General Meeting.
- 9.7 The chairperson may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the General Meeting), adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
- 9.8 When a General Meeting is adjourned for 30 days or more notice of the adjourned General Meeting shall be given as in the case of an original General Meeting, but otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
- 9.9 At any General Meeting a resolution put to the vote shall be decided on a show of hands by the Public Member Representatives unless a poll is (before or on the declaration of the result of the show of hands) demanded.
- 9.10 A poll may be demanded:
- (a) by the chairperson;
 - (b) by any person authorised to represent a

Member which is a Public Body;

and any demand for a poll may be withdrawn.

9.11 A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Association is conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

9.12 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the General Meeting at which the poll was demanded but a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.

9.13 At a General Meeting:

- (a) each Public Member Representative entitled to vote may be represented by proxy, only one voting representative being allowed; and
- (b) each Public Member Representative shall have one vote. A proxy is entitled to vote on a show of hands.

9.14 No person shall be appointed to be a proxy unless he is a Public Member Representative or an employee of a Member which is a Public Body or a Director.

The instrument appointing a proxy:

- (a) shall be in writing under seal or under the hand of an officer duly authorised;
- (b) shall be deemed to confer authority to demand or join in demanding a poll;
- (c) shall be in or to the effect of the following form or a form as near thereto as circumstances admit:

I _____ of _____, being a Member Representative of _____, being a Member of the Association, hereby appoint _____ as my proxy to vote for me on my behalf at the General Meeting of the Association to be held on the ___ day of _____ 20__ and at any adjournment of that General Meeting. This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 for* against*

Resolution No 2 for* against*

Unless otherwise instructed, the proxy may vote as he/she thinks fit or abstain from voting.

Signed: _____ Dated: _____

- (d) shall not be treated as valid unless the instrument and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority is or are deposited with the Association in accordance with the requirements of Article 9.14.

9.15 The documents referred to in Article 9.14(d) shall be deposited at the registered office not less than 24 hours before the General Meeting to which the proxy relates.

9.16 A vote given in accordance with an instrument of proxy or of a power of attorney is valid notwithstanding the revocation of the instrument (or of the authority under which the instrument was executed) or of the power under which it was signed if no intimation in writing of the revocation has been received by the Association at its registered office before the commencement of the General Meeting or adjourned General Meeting at which the instrument is used or the power is exercised.

9.17 For the avoidance of doubt, Non-Public Member Representatives are permitted to attend meetings of the Association, but may not vote at such meetings.

10 **SECRETARY**

A Secretary of the Association holds office upon such terms and conditions, as to remuneration and otherwise, as the Directors determine.

11 **SEAL**

The seal shall be used only by the authority of the Directors, and every document to which the seal is affixed shall be signed by a Director and countersigned by a Director or a Secretary.

12 **ACCOUNTS**

The Board shall cause proper accounting and other records to be kept in accordance with the provisions of the Act. The Board shall from time to time in accordance with the Act cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, profit and loss accounts, balance sheets and reports as are specified in the Act. A copy of every balance sheet (including every document required by the Act to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the auditor's report, shall at least 21 days before the date of the General Meeting be sent by post to every

Member and to the auditors. The Board shall from time to time determine whether and to what extent and at what times and places and under what condition or regulations the accounting records and other documents of the Association or any of them will be open to the inspection of Members and no Members shall have the right of inspecting any documents of the Association except as provided by law or authorised by the Board or by the Association in General Meeting.

13 **AUDITORS**

The Association shall at each Annual General Meeting appoint auditors to hold office until the next Annual General Meeting. The auditor's duties shall be regulated in accordance with the Act.

14 **INDEMNITY**

Every officer, auditor or agent or Manager of the Association shall be indemnified out of the property of the Association against any liability incurred by that person in that person's capacity as officer, auditor or agent or Manager in defending any proceedings, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or in connection with any application in relation to any such proceedings in which relief is under the Acts granted to that person by the Court. The Directors may exercise all the powers of the Association to purchase and maintain for any Director, auditor, officer, Manager or any other person, insurance against any liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against.

15 **NOTICES**

15.1 Any notice to any Member shall be deemed to have been duly served if duly directed to the address of the *Member Representative* given in the register or advised by the *Member Representative* to the Association from time to time, and sent by post prepaid, and its non-receipt by the *Member Representative* shall in no way invalidate or affect any matter or proceeding to which it relates.

15.2

15.2.1 Notice of every General Meeting shall be given in the manner herein before authorised to:

- (a) every Public Member Representative entitled to vote at the General Meeting;
- (b) every Non-Public Member Representative;
- (c) the Auditor for the time being of the Association; and

- (d) every Director of the Association.

15.2.2 No other person is entitled to receive notices of General Meetings.

16 **UMAL WINDING UP**

16.1 If the Board has determined that the Association is to be wound up or it has otherwise been so determined, then provided that:

- (a) the Association's liabilities have been satisfied;
- (b) the Association has declared that all Indemnity Years (including the Last Indemnity Year) shall be Closed Indemnity Years in accordance with Rule 30(1); and
- (c) any General Reserves have been used by the Board to provide for any deficiency which has occurred or may occur in respect of any Closed Indemnity Year (as set out in Rule 31),

the remaining General Reserves shall be distributed as set out in Article 16.2.

16.2 The remaining General Reserves shall be returned to Eligible Members. Each Eligible Member shall receive their share of those remaining General Reserves, such share being calculated by reference to the Liquidation Proportion of each Eligible Member in respect of each and every Closed Indemnity Year in which they were a Member. For the avoidance of doubt such General Reserves may be formed of Contributions made by both current and former Members, some of whom may not be Eligible Members.

16.3 In this Article 16:

- (a) a Member shall be an "Eligible Member" if:
 - (i) it was a Member of the Association during the last Indemnity Year of the Association; and
 - (ii) it was not subject to release under Rule 15, nor did its indemnity cease for non-payment under Rule 25, in any Indemnity Year in respect of which a distribution is being made.
- (b) the "Last Indemnity Year" shall mean the Indemnity Year in which the winding up of the Association is commenced or if earlier, the last active Indemnity Year of the Association being a year in respect of which the Association issued any Certificates of Entry under the Rules.

(c) the "Liquidation Proportion" of each Eligible Member shall be a fraction calculated as:

(i) the aggregate Contributions made by such Eligible

Member divided by

(ii) the aggregate Contributions made in respect of all Eligible

Members in respect of the relevant Indemnity Year.

(iii)

17 MEMORANDUM OF ASSOCIATION

Each subscriber to this Memorandum of Association (as set out below) wished to form a company under the Companies Act 1985 and agreed to become a Member of the Association. The Memorandum is hereby restated in accordance with the Companies Act 2006 and the preceding Articles are restated and updated.

Name of each subscriber

Paul Koronka

John W R

Martin

Dated: 10 July 1992
