



THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE ASSOCIATION OF SUSTAINABILITY PRACTITIONERS COMPANY NUMBER 5457420

INTERPRETATION

1.

In these articles:

"the Association" means the company intended to be regulated by these articles.

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment for the time being in force;

"the articles" means these Articles of Association of the Association;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or in which it is to take effect:

"executed" includes any mode of execution;

"executive director" shall be a director appointed to assist with the long term management of the Association and shall thus qualify for a longer period of office

"the memorandum" means the memorandum of association of the Association;

"office" means the registered office of the Association;

"the seal" means the common seal of the Association if it has one;

"security" means the secretary of the Association or any other person

			<p>appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;</p> <p>"the directors" means the directors of the Association (and "director" has a corresponding meaning);</p> <p>"the United Kingdom" means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the feminine gender.</p> <p>words importing the masculine gender only shall include the feminine gender</p> <p>Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.</p>
MEMBERS			
2.		i)	The members of the Association shall be the subscribers of the memorandum of association and such other persons as shall apply for admission and be admitted as members of the Association.
		ii)	<p>Every application for membership shall be in the following form or in such other form as the Board shall from time to time prescribe:</p> <p>'To the Board of the Association of Sustainability Practitioners I (<i>name</i>) of (<i>address</i>) wish to become a member of the Association of Sustainability Practitioners and hereby apply to be admitted as a member subject to the provision of its memorandum of articles and association. (<i>Signature of applicant</i>) (<i>Date</i>)'.</p>
		iii)	At the next meeting of the Board after receipt of any application for membership, the application shall be considered by the Board or sub committee of the Board, which shall decide upon the admission or rejection of the applicant. The Board shall not be obliged to inform a rejected applicant for the reason of his rejection.
		iv)	Every member of the association shall pay an annual subscription to its funds of £240 (or such other sum as is determined by the Board) which shall become due on 1 August or such date as the Board has otherwise agreed in respect of that year.
		v)	If any member fails to pay his subscription for any year within one month of its becoming due the secretary shall notify him of the fact, and if any member fails to pay his subscription for any year within three months of its becoming

			due he shall by reason of that failure cease to be a member of the association, but shall be eligible for readmission.
GENERAL MEETINGS			
3.			The Association shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices, calling it; and not more than fifteen months shall elapse between that date of one annual general meeting of the Association and that of the next; Provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4.			The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Association may call a general meeting.
NOTICE OF GENERAL MEETINGS			
5.			An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a director shall be called by at least twenty-one clear day's notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
			i) in the case of an annual general meeting, by all the members entitled to attend and vote; and
			ii) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.
			The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
			The notice shall be given to all the members and to the directors and auditors.

6.			The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of that meeting.
PROCEEDINGS AT GENERAL MEETINGS			
7.		i)	No business shall be transacted at any meeting unless a quorum is present. The lesser of 5% of the members eligible to vote or 50 members shall constitute a forum, save where there are more than 1000 members in which case the quorum shall be 50 members.
		ii)	If the Company serves notice of a general meeting fully in accordance with these articles on two occasions in respect of the same meeting (including on the second occasion, reminding members of this provision), without being able to achieve a quorate meeting, the meeting on the second occasion may be regarded as quorate if all members of the board are in attendance physically or virtually.
8.			If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
9.			The chairman, if any, of the directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to chairman and, if there is only one director present and willing to act, he shall be chairman.
10.			If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present entitled to vote shall choose one of their number to be chairman.
11.			A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
12.			The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven days' clear notice shall be given specifying the time and place of the adjourned meeting and the

			general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13.			A resolution put to the vote of a 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 duly demanded. Subject to the provisions of the Act, a poll may be demanded:
		i)	by the chairman; or
		ii)	by at least two members having the right to vote at the meeting; or
		iii)	by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
14.			Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to the effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
15.			The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made.
16.			A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
17.			In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
18.			A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken immediately or at such time and place as the chairman directs, not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show

			of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
19.			No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven days' notice shall be given specifying the time and place at which the poll is to be taken.
20.			A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.
VOTES OF MEMBERS			
21.			Subject to Articles 7 ii) and 17, every member shall have one vote. On a poll every member present in person or by proxy shall have one vote.
22.			No member shall be entitled to vote at any general meeting unless all moneys payable by him to the Association have been paid.
23.			No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
24.			A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, or any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
25.			An instrument appointing a proxy shall be in writing or if possible by email. Executed or other by otherwise endorsed on behalf of the appointer and shall

		<p>be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve);</p> <p>I/We Of being a member/members of the above-named Association, hereby appoint of or failing him of as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Association to be held on dd/mm/yy and at any adjournment thereof. Signed dd/mm/yy</p>
26.		<p>Where it is desired to afford members an opportunity of instructing the proxy how he shall act, the instrument appointing a proxy shall be in the following form (or in the form as near thereto as circumstances allow, or in any other form which is usual or which the directors may approve):</p> <p>I/We Of being a member/members of the above-named Association, hereby appoint of or failing him of as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Association to be held on dd/mm/yy and at any adjournment thereof.</p> <p>This form is to be used in respect of the resolutions mentioned below as follows:</p> <p>Resolution No 1 +for +against Resolution No 2 +for +against + strikeout whichever is not desired</p> <p>Signed this day of /mm/yy</p>
27.		<p>The instrument appointing a proxy and any authority under which it is executed or otherwise authorised or a copy of such authority certified notarially or in some other way approved by the directors may:</p>
	a)	<p>be deposited in the office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or</p>
	b)	<p>in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or</p>

	c)		<p>where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any director;</p> <p>and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid</p>
28.			<p>A vote given or poll demanded by proxy or by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the office or at such other place at which the instrument of policy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.</p>
29.			<p>Any organisation which is a member of the Association may by resolution of its board or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Association.</p>
DIRECTORS			
30.			<p>The number of directors shall not be less than two but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.</p>
31.			<p>The first directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future directors shall be appointed as provided subsequently in the articles.</p>
ALTERNATE DIRECTORS			
32.			<p>Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.</p>
33.			<p>An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and to vote at any such meeting at which the director</p>

			appoint him, is not personally present and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Association for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
34.			An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but if a director retires by rotation or otherwise is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force, immediately prior to his retirement shall continue after his re-appointment.
35.			Any appointment or removal of an alternate director shall be by notice to the Association signed by the director making or revoking the appointment, or in any other manner approved by the directors.
36.			Save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.
POWERS OF DIRECTORS			
37.			Subject to the provisions of the Act, the memorandum and the articles any to any directions given by special resolution, the business of the Association shall be managed by the directors who may exercise all the powers of the Association. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration has not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all the powers exercisable by the directors.
38.			In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the directors shall have the following powers, namely:
		i)	to expend the funds of the Association in such a manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Association such part of the funds as they may see fit and to direct the sale or transportation of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Association;

		ii)	to enter into contracts on behalf of the Association.
39.			The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as they determine, including authority for the agent to delegate any or all of his all powers.
APPOINTMENT AND RETIREMENT OF DIRECTORS			
40.			At the first annual general meeting all directors shall retire from office and at every subsequent annual general meeting any director who is not actively engaged upon a project for the Association shall retire.
41.			If the Association at the meeting at which the director retires, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
42.			No person other than a director retiring shall be appointed or reappointed a director at any general meeting unless:
		i)	he is recommended by the directors; or
		ii)	not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Association's register of directors together with a notice executed by that person of his willingness to be appointed and reappointed.
43.			No person may be appointed as a director:
		i)	unless he has attained the age of 18 years; or
		ii)	in circumstances such that, had he already been a director, he would have been disqualified from acting.

44.			Not less than seven nor more than twenty eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has duly been given to the Association of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of the person which would, if he were to appointed or reappointed, be required to be included in the Association's register of directors.
45.			Subject as aforesaid, the Association may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which additional directors retire.
46.			The directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall vacate office at the conclusion thereof.
47.			Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed he shall retain office until the meeting appoints someone in his place, or if he does not do so, until the end of the meeting.
DISQUALIFICATION AND REMOVAL OF DIRECTORS			
48.			A director shall cease to hold office if he:
		i)	ceases to be a director by virtue of any provision in the Act or is disqualified from acting as a director;
		ii)	becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

		iii)	resigns his office by notice to the Association (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
		iv)	is absent without the permission of the directors from all their meetings held within a period of six months and the directors resolve that his office is vacated.
DIRECTOR'S REMUNERATION			
49.			The remuneration of the directors for their services as such shall be at the rate of such sum as may from time to time be agreed or determined by ordinary resolution, which shall be deemed to accrue from day to day
DIRECTOR'S EXPENSES			
50.			The directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties, including;
		i)	of the usual professional charges for business done by any director who is a solicitor, accountant or person engaged in a profession, or by any partner of his or hers, or by his or her spouse and/or relative, when instructed by the Association to act in a professional capacity on its behalf. Provided that at no time shall a majority of directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, spouse or relative, is under discussion;
		ii)	of the reasonable remuneration to the director or employee or contractor of the Association in respect of his or her employment by the Association notwithstanding that he or she is a director, a spouse of a director or a relative of a director. Provided that the director shall withdraw from any meeting whilst the appointment, remuneration or other terms of employment of the director employee or contractor, are being discussed;
		iii)	of reasonable and proper remuneration for any services rendered to the Association by any member, officer or servant of the Association who is not a

			director and of travelling expenses necessarily incurred in carrying out the duties of any such member, officer or servant of the Association;
		iv)	of interest on money lent by any member of the Association or director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the directors;
		v)	of fees, remuneration or other benefit in money or money's worth to any Company of which a director may also be a member holding not more than 1/100th part of the issued capital of that Association;
		vi)	of reasonable and proper rent for premises demised or let by any member of the Association of a director.
DIRECTOR'S APPOINTMENTS			
51.			Subject to the provisions of the Act and to Clause 5 of the memorandum, the directors may appoint one or more of their number to the remunerated office of executive director or to any other remunerated executive office under the Association. Any such appointment may be made upon such terms as the directors determine. Any appointment of a director to an executive office shall terminate if he ceases to be a director. The executive director and a director holding any other executive office shall not be subject to retirement at the annual general meeting.
52.			Except to the extent permitted by clause 5 of the memorandum, no director shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a director in any other contracts to which the Association is party.
PROCEEDINGS OF DIRECTORS			
53.			Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting

		<p>vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.</p>
54.		<p>The quorum for the transaction of the business of directors may be fixed by the directors, but shall not be less than one third of their number, or two directors, whichever is the greater.</p>
55.		<p>The directors may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.</p>
56.		<p>The directors may appoint one of their number to be the chairman of their meetings, and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of the directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside, or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.</p>
57.		<p>The directors may appoint one or more sub-committees consisting of three or more directors for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the directors would be more conveniently undertaken or carried out by a sub committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the directors. Any such delegation may be made subject to any conditions of the directors may impose, and either collatorally with, or to the exclusion of, their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors for as far as they are capable of applying.</p>
58.		<p>All acts done by a meeting of directors, or a committee of directors, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director entitled to vote; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed</p>

			by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
59.			A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors, shall be as valid and effective as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the directors; but a resolution signed by an alternate director need not be also signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
60.			Any bank account in which any part of the assets of the Association is deposited shall be operated by the directors and shall indicate the name of the Association. All cheques and orders for the payment of money from such account shall be approved by at least two directors in writing and subject to being otherwise in accordance with the articles.
SECRETARY			
61.			Subject to the provision of the Act, the secretary shall be appointed by the directors for such a term, at such a remuneration (if not a director) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
MINUTES			
62.			The directors shall keep minutes in books kept for the purpose:
		i)	of all appointments of officers made by the directors, and
		ii)	of all proceedings at meetings of the Association and of the directors and of committees of directors including the names of the directors present at each such meeting.
THE SEAL			
63.			The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or by a second director.

PRESIDENT, VICE PRESIDENT AND PATRONS			
64.			The directors may appoint any person to be the president and any person or persons to be vice-president or patrons of the Association for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointments be directors or members of the Association.
ACCOUNTS			
65.			Accounts shall be prepared in accordance with the provisions of Part VII of the Act.
NOTICES			
66.			Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
67.			The Association may give any notice to a member by any means approved by the Board.
68.			A member present either in person or by proxy at any meeting of the Association shall be deemed to have received notice of the meeting, and where necessary, of the purposes for which it was called.
69.			Proof that an envelope containing a notice was properly addressed, prepaid and posted or a timestamped electronic message was sent shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
WINDING UP			
70.			On winding-up and dissolution of the Association the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.
INDEMNITY			
71.			Subject to the provisions of the Act every directors or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in

71.			Subject to the provisions of the Act every directors or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability or negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.
RULES			
72.	A		The directors may from time to time make such rules or bye 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 classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
		i)	The admission and classification of members of the Association (including the admission of organisations into membership) 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 be made by members;
		ii)	the conduct of members of the Association in relation to one another, and to the Association's servants;
		iii)	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;
		iv)	the procedure at general meetings and meetings of the directors and committees of directors and committees in so far as such procedure is not regulated by the articles;
		v)	generally, all such matters as are commonly the subject matter of Association rules.
	B		The Association in General Meeting shall have power to alter, add to or repeal the rules or byelaws and the directors shall adopt such means as they think sufficient to bring to the notice of members of the Association all such rules or bye laws, which shall be binding on all members of the Association, Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the memorandum or the articles.