

SOCIETY OF COACHING PSYCHOLOGY.

Copy of Resolution re: Article 4 1 and related

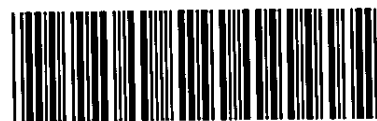
6652 B1

Date of E-mail (04.03.2010)

Co- Proposers: Dr Siobhain O'Riordan & Dr Ho Law

Proposed resolution To remove the provision to hold an AGM from SCP articles (article 4 1 and related)

WEDNESDAY



AF6GJ5H

A18

14/04/2010

396

COMPANIES HOUSE

Society for Coaching Psychology

Summary of Minutes from Meeting relating to amendment to Memorandum of Articles and Constitution

Teleconference, Thursday 18th March 2010, 11.00-12.00pm

Present Vicky Ellam-Dyson, Ho Law, Lisa Matthewman, Siobhain O'Riordan, Stephen Palmer, Sheila Panchal, Doug Young, Indrani Choudhury
Apologies Angela Mansi, Angel Chater, Kasia Szymanska, Alanna O'Broin, Philippa Hain

Item. Note.

IV. Update from the Chair

- ***Amendment[s] to Memorandum of Articles***
- Unanimously agreed that the Memorandum of Articles (Item 4.1 and related items) should be amended to remove the need for an AGM
Action SOR.
- SP noted the impact of the recession on small professional bodies as individuals were focusing more on revenue generating activities than professional body work. He suggested amending the Memorandum of Articles (item 12.2 and related items) to enable greater flexibility in terms of re-election of the Chair and other members. This was seconded by HL. **Action SOR.**

VI. Consideration of proposals for next steps

- ***Change to GradMSCP membership status***
 - ... Various titles and options were discussed. It was decided that the most straightforward option would be to just change the Graduate member title to Associate member. SOR to change constitution and logo. **Action SOR.**

6652151

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

SOCIETY FOR COACHING PSYCHOLOGY

1 INTERPRETATION

1 1 In these regulations-

"the Act" means the Companies Act 1985 and **"the 2006 Act"** means the Companies Act 2006, but so that any reference in these Articles to any provision of the Act or the 2006 Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

"the articles" means the articles of the company

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

"communication" means the same as in the Electronic Communications Act 2000

"Council" means the Council of Management of the Company,

"electronic communication" means the same as in the Electronic Communications Act 2000

"executed" includes any mode of execution

"office" means the registered office of the company

"the seal" means the common seal of the company

"secretary" means the secretary of the company (if any) or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary

"the United Kingdom" means Great Britain and Northern Ireland

1 2 Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory

modification thereof not in force when these regulations become binding on the company

3 MEMBERS

3 1 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company. No person shall be admitted as a member of the Company unless he is approved by the Council. Every person who wishes to become a member shall deliver to the Company an application for membership, in such form as the Council require, executed by him together with such registration and other fees or subscriptions as the Company may by ordinary resolution from time to time approve.

3 2 Membership of the Company shall be divided into the following classes

3 2 1 Fellowship shall be awarded to those persons who in the opinion of the Council merit such recognition due to their outstanding contribution to the theory and/or practice of coaching psychology and/or to the Company, or who are otherwise considered suitable. Fellowships shall be awarded at the invitation of the Council. The award of Fellowship shall be made by resolution of the Council. A Fellow shall be entitled to use the post-nominal letters FSCP. If a Fellow is an Accredited or Certified Coaching Psychologist, he shall be entitled to use the post-nominal letters FSCP Accred. The Council may in its absolute discretion award an Honorary Fellowship and the recipient thereof shall be entitled to use the letters FSCP (Hon).

3 2 2 Accredited Members or Certified Members shall be persons who hold a recognised degree in psychology and a coaching psychology qualification and/or by virtue of their recognised degree in psychology, experience and continuing professional development, satisfy the Council that they possess and understanding of the principles of coaching psychology and are competent to undertake its practice. An Accredited Member or Certified Member shall be entitled to use the post-nominal letters MSCP Accred and to describe themselves as an Accredited or Certified Coaching Psychologist or such other designation as the Council may from time to time approve.

3 2 3 Members shall be persons who hold a recognised degree in psychology and are qualified psychologists or hold an equivalent professional status with a recognised National Register for psychologists in their state or country. A Member shall be entitled to use the post-nominal letters MSCP.

3 2 4 Associate Members shall be persons who hold a recognised degree in psychology. An Associate Member shall be entitled to use the post-nominal letters AssocMSCP.

3 2 5 Corporate Members shall be organisations, professional bodies or groups engaged in or associated with coaching psychology, provided that where such organisation, professional body or group is not a corporate body having legal identity independent of its members, it may by resolution of its governing body nominate an individual to hold membership of the Company on its behalf and may from time to time in like manner remove and replace its nominated representative. Corporate Members shall be entitled to all the ordinary facilities of the Company.

3 2 6 Honorary Life Membership and Honorary Life Fellowship may be bestowed upon such persons as the Council deems fit in its absolute discretion

3 2 7 Retired Membership may be bestowed upon such persons as the Council deems fit in its absolute discretion

3 2 8 Affiliate Members shall be individuals of good standing with a general interest in coaching psychology or students attending psychology course as the Council may deem fit to admit to Affiliate Membership Affiliate Members shall not be entitled to vote at meetings of the Company, nor use post-nominal letters, nor describe themselves as coaching psychologists

3 3 Criteria for all classes of membership may be amended from time to time by resolution of the Council and the Council may introduce and suspend classes of membership as and when it considers necessary

3 4 No member or officer of the Company shall take any public action or make any public announcement in the name of the Company or otherwise do anything directly or indirectly to represent that any proposal, action, statement of fact or statement of opinion has the approval of the Company without express authorisation from the Council

3 5 The Council may in its absolute discretion and without stating any reason therefor refuse an application for membership from any person and may refuse to accept the renewal of the subscription of any member

3 6 The Company shall issue a certificate of membership to every member other than an Affiliated Member within two months after his admission to membership Certificates of membership shall remain the property of the Company and shall be returned to the Company upon cessation of membership unless the Council shall otherwise determine

3 7 Membership of the Company shall cease upon the occurrence of any of the following events

3 7 1 if default is made in payment of the appropriate subscription with the period fixed for payment thereof,

3 7 2 if the Council, at a meeting at which not less than two-thirds of the total number of members of the Council are present, passes a resolution by a majority of not less than three-quarters of those present at the meeting, terminating the membership of a member who has in their opinion

(a) acted in breach of these Articles or any regulation or byelaw made by the Council in accordance with these Articles and for the time being in force, or

(b) violated any legal, ethical or professional standards related to the field of coaching psychology, or

(c) brought or been likely to bring the theory and/or practice of coaching psychology or the Company into disrepute,

3 7 3 if the member, not being in arrears in the payment of any subscription or other monies due to the Company, resigns from membership by serving notice in writing to the Company at its registered office whereupon the member shall cease to be a member on the date of service of the notice at the registered office or such later date as may be specified in the notice

3 8 Membership shall not be transferable and shall cease on death

4 GENERAL MEETINGS AND RESOLUTIONS

4 1 There is no requirement for the Company to hold an annual general meeting in addition to any other meetings in that year

4 2 All general meetings shall be called extraordinary general meetings

4 3 The Council may call extraordinary general meetings and, on the requisition of members pursuant to the provisions of the 2006 Act, shall forthwith proceed to convene an extraordinary general meeting in accordance with the provisions of the 2006 Act If there are not within the United Kingdom sufficient members of the Council to call an extraordinary general meeting, any member of the Council or any member of the Company may call an extraordinary general meeting

4 4 Extraordinary general meetings shall be called by at least 14 clear days' but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than 90% of the total voting rights at the meeting of all members

4 5 The notice shall specify the time and place of the meeting

4 6 The notice shall be given to all the members and to the members of the Council and auditors (if any)

4 7 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

5 PROCEEDINGS AT GENERAL MEETINGS

5 1 No business shall be transacted at any general meeting unless a quorum is present Ten persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation that is a member, shall be a quorum

5 2 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting 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 Council may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved

5 3 Resolutions under section 168 of the 2006 Act for the removal of a member of the Council before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting

5 4 1 The chairman, if any, of the Council or in his absence some other member of the Council nominated by the Council shall preside as chairman of the meeting, but if neither the chairman nor such other member of the Council (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Council present shall elect one of their number to be chairman and, if there is only one member of the Council present and willing to act, he shall be chairman

5 4 2 If no member of the Council is willing to act as chairman, or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman

5 5 A member of the Council shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting

5 6 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 the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time and place of the adjourned meeting. Otherwise it shall not be necessary to give any such notice

5 7 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 -

(a) by the chairman, or

(b) by at least two members having the right to vote at the meeting,
or

(c) 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,

and a demand by a person as proxy for a member shall be the same as a demand by the member

5 8 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the 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

5 9 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made

5 10 1 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 result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

5 10 2 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 either forthwith or at such time and place as the chairman directs not being more than thirty 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 was 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.

5 10 3 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

6 VOTES OF MEMBERS

6 1 On a show of hands and on a poll every member (not being an Affiliate Member) present in person or by proxy, or being a corporation, present by its duly authorised representative or by proxy shall have one vote.

6 2 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, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council 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.

6 3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to 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.

6 4 Any member of the Company entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the meeting.

6 5 1 The appointment of a proxy shall be executed by or on behalf of the appointor and shall 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 Council may approve) -

[Company name]
I/We, _____, of _____, being a member/members of the
above-named company, 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 general meeting of the
company to be held on _____ 20 _____, and at any adjournment thereof.

Signed on

20

6 5 2 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall 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 Council may approve) -

[Company name]
I/We, , of being a member/members of the above-named company, 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 general meeting of the company to be held on 20 , and at any adjournment thereof

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

*Strike out whichever is not desired

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

Signed this day of 20

6 5 3 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notanally or in some other way approved by the Council may -

(a) in the case of an instrument in writing be deposited at the office or at 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 company in relation to the meeting at any time up to the commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

(b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications –

(i) in the notice convening the meeting, or

(ii) in any instrument of proxy sent out by the company in relation to the meeting, or

(iii) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,

be received at such address at any time up to the commencement of the meeting or adjourned meeting at which the person named in the appointment proposes to vote,

(c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or

(d) 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 member of the Council,

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid

In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications

6.6 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation 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 company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received 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

7 COUNCIL OF MANAGEMENT

7.1 The maximum number and minimum number respectively of the Council may be determined from time to time by ordinary resolution. Subject to and in default of any such determination the maximum number of members of the Council shall be thirty-two and the minimum number of Council shall be seven

7.2 The Council shall consist of the Chair, the Chair Elect, the Immediate Past Chair (if any), the Honorary Secretary, the Honorary Membership Secretary, the Honorary Treasurer and the Honorary Editor (hereinafter together called "the Officers") and such other members of the Company who are Fellows, Members or Associate Members and who shall be appointed by ordinary resolution of the members in accordance with article 12.6 below (hereinafter together called "the Elected Council Members") or who shall be appointed by resolution of the Council in accordance with article 12.8 below (hereinafter together called "the Co-opted Council Members") Provided that

7.2.1 the aggregate number of Elected Council Members and Co-opted Council Members in office at any one time shall not exceed twenty-five in total, and

7.2.2 the total number of Elected Council Members or of Co-opted Council Members (as the case may be) shall not exceed any maximum number thereof fixed by the rules or bylaws of the Company made pursuant to the powers conferred by Article 26 below and for the time being in force

8 BORROWING POWERS

8.1 The Council may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit,

and to grant any mortgage, charge or standard security over its undertaking and property, or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Company or of any third party

9 ALTERNATE MEMBERS OF THE COUNCIL

9 1 Any member of the Council (other than an alternate member) may appoint any other member of the Council, or any other person approved by resolution of the Council and willing to act, to be an alternate member of the Council and may remove from office an alternate member of the Council so appointed by him

9 2 An alternate member of the Council shall be entitled to receive notice of all meetings of Council and of all meetings of committees of Council of which his appointor is a member, to attend and vote at any such meeting at which the member of the Council appointing him is not personally present, and generally to perform all the functions of his appointor as a member of the Council in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate member of the Council, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct

9 3 A member of the Council, or any such other person as is mentioned in article 9 1 above, may act as an alternate member of the Council to represent more than one member of the Council, and an alternate member of the Council shall be entitled at any meeting of the Council or of any committee of the Council to one vote for every member of the Council whom he represents in addition to his own vote (if any) as a member of the Council, but he shall count as only one for the purpose of determining whether a quorum is present

9 4 An alternate member of the Council shall cease to be an alternate member of the Council if his appointor ceases to be a member of the Council

9 5 Any appointment or removal of an alternate member of the Council shall be by notice to the Company signed by the member of the Council making or revoking the appointment or in any other manner approved by the Council

9 6 An alternate member of the Council shall be deemed for all purposes to be a member of the Council and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the member of the Council appointing him

10 POWERS OF THE COUNCIL

10 1 Subject to the provisions of the Act, the 2006 Act, the Memorandum of Association of the Company and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the Council who may exercise all the powers of the Company No alteration of the Memorandum or these Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had 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 Council by the Company and a meeting of Council at which a quorum is present may exercise all powers exercisable by the Council

10 2 The Council may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

11 DELEGATION OF POWERS

11 1 The Council may delegate any of their powers to any committee consisting of one or more members of the Council. They may also delegate to any managing director or any member of the Council holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally 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 of the Council shall be governed by the articles regulating the proceedings of Council so far as they are capable of applying

12 APPOINTMENT AND RETIREMENT OF MEMBERS OF THE COUNCIL

12 1 The first Officers shall be elected by resolution of the Council from the persons deemed to have been appointed as first members of the Council pursuant to the provisions of section 13(5) of the Act

12 2 The first Chair shall retire from office two years after the incorporation of the Company and every subsequent Chair shall retire from office two years after his appointment. A retiring Chair shall be entitled to stand for re-election or remain as a member of the Council holding the office of Immediate Past Chair until the conclusion of the next two year period

12 3 The Chair Elect shall be appointed by ordinary resolution of the members at to fill a vacancy in that post. Upon the cessation of office of the Chair for whatever reason, the Chair Elect shall forthwith take office as Chair in his place

12 4 1 The first Honorary Secretary, Honorary Membership Secretary, Honorary Treasurer and Honorary Editor shall retire five years after the incorporation of the Company but shall be eligible for re-appointment to that post in accordance with the provisions of article 12 4 2 below

12 4 2 After a five year term of office after his appointment or reappointment, the Honorary Secretary, Honorary Membership Secretary, Honorary Treasurer and Honorary Editor shall retire from office but, subject to article 12 4 3 below, shall be eligible for re-appointment to those respective posts

12 4 3 No person may serve more than two consecutive terms of office as Honorary Secretary, Honorary Membership Secretary, Honorary Treasurer or Honorary Editor but shall upon ceasing to hold such post be entitled to remain as a member of the Council until the conclusion of the next two year period

12 5 The first Elected Council Members shall retire from office five years after the incorporation of the Company and every subsequent Elected Council Member shall retire from office three years after his appointment. A retiring Elected Council

Member shall not be eligible for re-appointment to the Council for a period of two consecutive years after the date of his retirement

12 6 Subject as aforesaid and to the provisions of article 12 7 below, the Company may by ordinary resolution appoint a member who is a Fellow, Member or Associate Member and who is willing to act to be a member of the Council either to fill a vacancy or as an additional member of the Council, provided that the appointment does not cause the number of Elected Council Members to exceed any number fixed by or in accordance with the rules and byelaws of the Company as the maximum number of Elected Council Members and for the time being in force

12 7 No person (other than a member of the Council retiring at the meeting and eligible for re-appointment in accordance with these Articles) shall be appointed or reappointed a member of the Council at any general meeting unless -

(a) he is recommended by the Council, or

(b) not less than 42 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 company 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 Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed

12 8 The Council may by resolution appoint a person who is willing to act to be a Co-opted Council Member, either to fill a vacancy or as an additional Co-opted Council Member, provided that the appointment does not cause the number of Co-opted Council Members to exceed any number fixed by or in accordance with the rules and byelaws of the Company as the maximum number of Co-opted Council Members and for the time being in force A Co-opted Council Member shall hold office for such period as is provided in the resolution appointing him or, in default of any such provision, until the conclusion of the next one year period

13 HONORARY PRESIDENT AND HONORARY VICE PRESIDENTS

13 1 The Council may by resolution at any time and from time to time appoint such persons (who need not be members of the Company) as it deems fit to the posts of Honorary President and Honorary Vice-Presidents and may in like manner remove any person so appointed Every such appointment shall be made on such terms and for such duration as the Council thinks fit An Honorary President shall be entitled to use the post-nominal letters PSCP An Honorary Vice-President shall be entitled to use the post-nominal letters VPSCP

13 2 The posts of the Honorary President and the Honorary Vice-Presidents are honorary and they shall not be regarded as directors by virtue of their holding such offices unless otherwise duly appointed to the Council in accordance with these Articles

13 3 The Honorary President or any Honorary Vice-President may only attend any meeting of the Council if invited to do so by the Council and in that event they shall only speak at the meeting if invited to do so by the chairman of the meeting and shall not vote on any matter

13 4 Subject as aforesaid, the duties and responsibilities of the Honorary President and Honorary Vice-Presidents shall be determined and may at any time be varied by the Council

14 DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COUNCIL

14 1 The office of a member of the Council, shall be vacated if -

14 1 1 he ceases to be a member of the Council by virtue of any provision of the Act or he becomes prohibited by law from being a member of the Council, or

14 1 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or

14 1 3 he is, or may be, suffering from mental disorder and either -

(a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

(b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or

14 1 4 he resigns his office by notice to the Company, or

14 1 5 he shall for more than 6 consecutive months have been absent without permission of the Council from meetings of Council held during that period and the Council resolve that his office be vacated

15 REMUNERATION OF MEMBERS OF THE COUNCIL

15 1 The members of the Council shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day

16 COUNCIL MEMBERS' EXPENSES

16 1 The members of the Council may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Council or committees of the Council or general meetings or separate meetings of the members of any class or holders of debentures of the Company or otherwise in connection with the discharge of their duties

17 COUNCIL MEMBERS' APPOINTMENTS AND INTERESTS

17 1 Subject to the provisions of the Act, the Council may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any member of the Council for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a member of the Council. Any such appointment, agreement or arrangement may be made upon such terms as the Council determine and they may remunerate any such member of the Council for

his services as they think fit. Any appointment of a member of the Council to an executive office shall terminate if he ceases to be a member of the Council but without prejudice to any claim to damages for breach of the contract of service between the member of the Council and the Company.

17.2 Subject to the provisions of the Act, and provided that he has disclosed to the Council the nature and extent of any material interest of his, a member of the Council notwithstanding his office -

17.2.1 may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested,

17.2.2 may be a member of the Council 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 company or in which the company is otherwise interested, and

17.2.3 shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

17.3 For the purposes of article 17.2 -

17.3.1 a general notice given to the Council that a member of the Council 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 member of the Council has an interest in any such transaction of the nature and extent so specified, and

17.3.2 an interest of which a member of the Council has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

18 COUNCIL MEMBERS' GRATUITIES AND PENSIONS

18.1 The Council may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and members of the Council shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

19 PROCEEDINGS OF THE COUNCIL

19.1 The Council may regulate their proceedings as they think fit. A member of the Council may, and the Honorary Secretary at the request of a member of the Council shall, call a meeting of the Council. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote. A member of the Council who is also an alternate member of the Council shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

19 2 The quorum for the transaction of the business of the Council shall be four. A person who holds office only as an alternate member of the Council shall, if his appointor is not present, be counted in the quorum.

19 3 The continuing members of the Council or a sole continuing member of the Council may act notwithstanding any vacancies in their number, but, if the number of members of the Council is less than the number fixed as the quorum, the continuing Council or member of the Council may act only for the purpose of filling vacancies or of calling a general meeting.

19 4 The Chair or, in his absence or if he is unwilling to act, the Immediate Past Chair, or failing him, the Chair Elect, shall preside at every meeting of Council at which he is present. But if there is no such member of the Council willing to preside or present within five minutes after the time appointed for the meeting, the members of the Council present may appoint one of their number to be chairman of the meeting.

19 5 All acts done by a meeting of the Council, or of a committee of the Council, or by a person acting as a member of the Council shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Council 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 member of the Council and had been entitled to vote.

19 6 A resolution in writing signed by all the members of the Council entitled to receive notice of a meeting of the Council or of a committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of the Council duly convened and held and may consist of several documents in the like form each signed by one or more members of the Council, but a resolution signed by an alternate member of the Council need not also be signed by his appointor and, if it is signed by a member of the Council who has appointed an alternate member of the Council, it need not be signed by the alternate member of the Council in that capacity.

19 7 A member of the Council may vote, at any meeting of the Council or of any committee of the Council, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

19 8 Each member of the Council shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.

19 9 If a question arises at a meeting of the Council or of a committee of the Council as to the right of a member of the Council to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member of the Council other than himself shall be final and conclusive.

20 MINUTES

20 1 The Council shall cause minutes to be made in books kept for the purpose -

20 1 1 of all appointments of officers made by the Council, and

20 1 2 of all proceedings at meetings of the Company, and of the Council, and of committees of the Council, including the names of the members of the Council present at such meetings

21 THE SEAL

21 1 The seal shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and by the Honorary Secretary or by a second member of the Council

22 ACCOUNTS

22 1 No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the Council or by ordinary resolution of the company

23 COMMUNICATION BY MEANS OF A WEBSITE

23 1 Subject to the provisions of the 2006 Act, a document or information may be sent or supplied by the Company to a person by being made available on a website

24 NOTICES

24 1 For the purposes of this Article 24 "address", in relation to electronic communications, includes any number or address used for the purposes of such communications

24 2 Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Council) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice

24 3 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the member

24 4 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called

24 5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be

conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

25 PROTECTION FROM LIABILITY

25.1 For the purposes of this article

(a) a "Liability" is any liability incurred by a director in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office or any liability incurred by an auditor in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company occurring in the course of the audit of accounts, and

(b) "Associated Company" shall bear the meaning referred to in section 256 of the 2006 Act

25.2 Subject to the provisions of the 2006 Act and without prejudice to any protection from liability which may otherwise apply

(a) the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability, and

(b) every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment 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 any Liability

26 RULES OR BYE LAWS

26.1 The Council 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 Company 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 shall by such rules or bye-laws regulate -

(a) The admission and classification of members of the Company, 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 Company in relation to one another, and to the Company's servants

(c) The setting aside of the whole or any part or parts of the Company'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 Council and committees of the Company in so far as such procedure is not regulated by these presents

(e) And, generally, all such matters as are commonly the subject matter of Company rules

26.2 The Company in general meeting shall have power to alter or repeal the rules or bye-laws and to make additions thereto and the Council shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such rules or bye-laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company