

REGISTERED NUMBER: 1141396

THE COMPANIES ACTS 1985 TO 2006  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM & ARTICLES OF ASSOCIATION**  
  
OF  
  
**THE BRITISH VALVE & ACTUATOR ASSOCIATION  
LIMITED**

Adopted by Special Resolution passed on 10<sup>th</sup> March 2009



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**THE COMPANIES ACTS 1985 TO 2006  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**OF**

**THE BRITISH VALVE & ACTUATOR ASSOCIATION LIMITED**

1. The name of the Company (hereinafter called "Association") is "BRITISH VALVE AND ACTUATOR ASSOCIATION LIMITED"
2. The registered office of the Association will be situated in England.
3. The objects for which the Association is established are:
  - 3.1. To promote the welfare and prosperity of its members, to afford advice and assistance to them in connection with their valve and/or actuator related business and to provide facilities for the discussion of questions affecting their interests.
  - 3.2. To establish a channel for receiving from, and providing to, government departments or other bodies, or manufacturers, producers, processors, and sellers engaged or interested in the valve and actuator industries, information affecting the interest of the industry.
  - 3.3. To provide members with the means for collective representation upon matters arising in connection with their businesses.
  - 3.4. To hold a watching brief for the valve and actuator industries and to take such action as may be deemed necessary when members' interests are involved.
  - 3.5. To carry on any businesses similar to the business above mentioned or which may be conveniently or advantageously carried on or combined with them.
  - 3.6. To do all such other things as are incidental or as the Association may think conducive to the attainment of the above objects or any of them.
4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth from time to time to in this Memorandum of Association or the Association's Articles of Association, and no portion thereof shall be paid

or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association provided that nothing herein shall prevent the payment in good reasonable and proper remuneration to any employee of or consultant to the Association or to any member of the Association in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding two per cent per annum above Bank of England Minimum Lending Rate for the time being on money lent or reasonable and proper rent for premises demised or let by any member to the Association but so that no member of the Executive Committee or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Executive Committee or Governing Body except interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment to any company of which a member of such Executive Committee may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment provided further that nothing herein contained shall prevent the Association from repaying to any member of the Executive Committee or Governing Body of Association or of any Board, Committee, sub-committee or Working Group of the Association any out of pocket expenses incurred by him on consequence of his attendance at any General meeting of the Association or at any meeting of such Executive Committee or Governing Body or of any Board, Committee, sub-committee, or Working Group of the Association or otherwise howsoever in the performance of his duties in connection with the affairs of the Association.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £50.00.
7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire

jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.

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**THE COMPANIES ACTS 1985 TO 2006  
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**ARTICLES OF ASSOCIATION**

**OF**

**THE BRITISH VALVE & ACTUATOR ASSOCIATION LIMITED**

**INTERPRETATION**

1. The following shall be the Articles of Association. In these Articles:
    - “the Act” means the Companies Acts 1985 to 2006;
    - “the Board” means the board of directors of the Association;
    - “the Seal” means the Common Seal of the Association;
    - “the Secretary” means any person appointed to perform the duties of the Secretary of the Association;
    - “the United Kingdom” means Great Britain and Northern Ireland;
    - “the Articles” means the Articles of Association of the Association as herein originally framed or as subsequently altered by Special Resolution of the Association in General Meeting, except that any reference to the number of a clause in the Articles shall be deemed to refer to the clause as numbered in the Articles as originally herein framed and not as subsequently altered;
    - “the Association” means the British Valve and Actuator Association Limited;
    - “the Executive Committee” means the Executive Committee for the time being of the Association;
- A reference to **writing** or **written** includes faxes and e-mail.
- Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the Act.

2. **General**

The Association is established for the purposes expressed in the Memorandum of Association.

3. **Members**

The number of members with which the Association proposes to be registered is unlimited.

4. **Admission to Membership**

4.1.

4.1.1. Full membership of the Association is available to all businesses in the UK that:

4.1.1.1. in the case of companies have filed annual accounts with Companies House, and in the case of other businesses (i.e. partnerships, LLPs and sole traders) have provided annual accounts to the Association; and

4.1.1.2. are engaged in the UK market for industrial valves, actuators and related products; and

4.1.1.3. meet such other membership criteria determined by the Board.

4.1.2. Associate membership of the Association is available for businesses that are not registered in the UK but are engaged in the UK market for industrial valves, actuators and related products and meet such other membership criteria determined by the Board.

4.2. The rights and privileges of a member shall be exclusive to that member and not assignable or transmissible except as hereinafter period.

4.3. All applications for membership shall be notified to members of the Association at the time that such application is made.

4.4. After consideration of applications for membership it shall be the responsibility of the Board to approve or reject such applications by majority vote. The applicant shall be informed of the reasons for rejection. In the event of Board deadlock, the Chairman shall have a casting vote.

4.5. An applicant may appeal against rejection to the Chairman of the Association on the proviso that they provide the Association with written evidence to support their appeal. The Chairman will investigate the facts and reach a final decision. The applicant will be advised of the result of the appeal procedure accordingly.

5. **Subscription**

An entrance fee and annual subscription to the funds of the Association shall be fixed from time to time by the Executive Committee.

6. **Cessation of Membership**

A member shall cease to be a Member:

- 6.1. if he shall resign by six months notice in writing delivered to the Association at the Office in which case he shall cease to be a Member on the expiry of the six months notice or

6.1.1. under Article 6.2.

6.1.2. under Article 7.

A member shall in each case be under an obligation to pay unpaid subscriptions in full including that for the year of resignation and any other sums which shall be or become payable prior to the date of such Member ceasing to be a member of the Association. On the cessation of his membership, a Member shall cease to have any interest in or claim on the funds or assets of the Association.

- 6.2. If any Member fails to pay his annual subscription or any other sum due under these Articles within eight weeks of it becoming due notice in writing shall be sent to him of the fact and if payment is not made within eight weeks after the service of such notice that Member shall cease to be a Member, but if at any time he shall give an explanation satisfactory to the Executive Committee he may at the absolute discretion of the Executive Committee and upon discharge of all liabilities be readmitted to membership of the Association.

7. Any Member who in the reasonable opinion of the Executive Committee acts in any way inconsistent with or contrary to the interest of the Association or its Members or brings into disrepute the Association or its Members shall be liable to forfeit all pecuniary interest in and may be expelled from the Association by the Executive Committee. Provided that before taking action under this Article, notice of the complaint of the Executive Committee shall be given to the Member concerned and a meeting of the Executive Committee shall have been convened for the purposes of giving such Member, at his written request, an opportunity to be heard within one month after the service of the notice.

8. **Representation of Members**

Each Member, firm or company may appoint any proprietor, partner or director or other responsible official of the firm or company, to act as the representative of the said firm or company at any General Meeting but if more than one representative shall be present, only one of such representatives shall vote.

9. **General Meetings**

The Association shall in each year and at such time and place as may be prescribed by the Executive Committee, hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.

10. **Notice Of General Meetings**

An Annual General Meeting shall be called by a minimum of twenty one days notice to all members in writing and a General Meeting shall be called by a minimum of fourteen days notice to all members in writing, exclusive of the day of despatch of the notice and of the day of the meeting. The notice shall specify the place, the day and the hour of the meeting. In the case of special business, the general nature of that business shall be notified to all Members in a communication despatched to them at least fourteen days prior to the meeting in the case of an Annual General Meeting and at least four days prior to the meeting in the case of a General Meeting, exclusive of the day of despatch of the notice and of the day of the meeting.

11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, a member shall not invalidate the proceedings at that meeting.

12. The report of the proceedings of a meeting, if purporting to be signed by the Chairman of that meeting or by the Chairman of the succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

13. A meeting of the Association, shall notwithstanding that it is called by shorter notice than that specified in Clause 10 of the Articles, be deemed to have duly called if it is so agreed:

13.1. In the case of a meeting called as the Annual General Meeting by all the members entitled to attend and vote thereat; and

13.2. In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.

14. On requisition as provided by and subject to the provisions of Section 303 of the Companies Act 2006, notice shall be given to the members of the Association entitled to receive notice of the next Annual General Meeting of the Association of any resolution which may properly be moved and is intended to be moved at that meeting, and there shall be circulated to members entitled to have notice of any General Meeting any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or business to be dealt with at that meeting.

15. **Proceedings At General Meeting**

All business shall be deemed special which is transacted at a General Meeting, and also all which is transacted at an Annual General Meeting with the exception of the consideration of:-

- 15.1. The report of the proceedings of the last preceding Annual General Meeting.
  - 15.2. The consideration of the accounts and balance sheet and Auditor's report.
  - 15.3. The Chairman's report on the activities of the Association since the last Annual General Meeting.
  - 15.4. The report of the Executive Committee.
  - 15.5. The election of the new members, or re-election of retiring members, to the Executive Committee.
16. No business shall be transacted at any General Meeting unless a quorum of not less than three members is present at the commencement of such business.
17. If, within half an hour from the time appointed for a General Meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such other day and a such other time and place as the Chairman shall determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
18. The Chairman of the Association, or in his absence a Vice-Chairman, shall act as Chairman at every General meeting of the Association, or, in the absence of all Vice-Chairmen, a person elected by those members present shall act as chairman of the meeting.
19. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
20. Every question submitted to a General Meeting shall, except as otherwise expressly provided by these Articles, be ordered and settled as a majority of the members, present and voting, shall determine. A declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, shall not be challenged by any member of the Association, and an entry of the result of the vote

in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution; but nothing in this clause shall apply if a poll is demanded in accordance with the provisions of clause 22 of the Articles.

21. A poll, either before or on the declaration of the result of a vote by a show of hands, may be demanded:-
  - 21.1. By the Chairman; or
  - 21.2. By at least three members present in person or by proxy; or
  - 21.3. By any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

The demand for a poll may be withdrawn.

22. A poll, demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith, and a poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote in addition to the vote which he may be entitled as a representative of a member, firm or company.

24. **Vote of Members**

Every member shall have one vote.

25. No member shall be entitled to vote at any General Meeting so long as any subscription or money payable by that member to the Association is more than one month in arrears.
26. Any member of the Association may appoint any one person (whether or not such person is a member of the Association) to attend any General Meeting of the Association as his proxy, but no member shall be represented by more than one proxy at the same meeting, and the proxy shall have the same right to vote on a poll as the member appointing him, but he shall not be entitled to speak at the meeting, or to vote on a show of hands.
27. The instrument appointing a proxy shall be in writing under the hand of the appointer, or of his attorney duly authorised in writing, or if the

appointer is a corporation, either under seal or under the hand of an office or attorney duly authorised.

28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of that power or authority, shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

29. An instrument appointing a proxy shall be in the following form, or a form as near thereto as circumstances admit:-

“BRITISH VALVE AND ACTUATOR ASSOCIATION LIMITED

I/We

of

in the county of \_\_\_\_\_, being a member/members of the above named Association, hereby appoint

of

or failing him

of

as my/our proxy to vote for me/us on my/our behalf at an Annual (Extraordinary) General Meeting of the Association to be held on the day of \_\_\_\_\_ 20\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

30. Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument of proxy shall be in the following form or a form as near thereto as circumstances admit:-

“BRITISH VALVE AND ACTUATOR ASSOCIATION LIMITED

I/We

of

in the county of \_\_\_\_\_, being a member/members of the above named Association, hereby appoint

of

or failing him

of

as my/our proxy to vote for me/us on my/our behalf at an [Annual] General Meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

This form to be used \*in favour the resolution.

\*against

Strike out whichever is not desired.

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

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

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

33. **Executive Committee**

The Association shall appoint an Executive Committee composed and elected as hereinafter provided to which may be delegated such powers as the Association in General Meeting shall specify.

33.1. The Executive Committee’s terms of reference are:-

To be ultimately responsible to the Association membership:-

33.1.1. For all matters pertaining to the general, financial, membership and administrative governance of the Association as detailed in the Memorandum & Articles of Association and may be delegated such powers as the Association in General Meeting shall specify.

For the election from amongst their number a Chairman and such number of Vice-Chairmen as they may determine, who shall retire annually but be eligible for re-election.

33.1.2. For the election of a Steering Group to be responsible for all detailed matters pertaining to the future strategy, administration and financial affairs of the Association and for the vetting of applicants for membership and recommendation for acceptance/rejection thereof.

The Steering Group’s terms of reference are to be responsible to the Executive Committee:

- 33.1.3. For all detailed matters pertaining to the future strategy, administration and financial affairs of the Association.
- 33.1.4. For the vetting of applicants for membership and recommendation for acceptance/rejection thereof to the Board.
- 33.1.5. For the identification and recommendation of Steering Group members.
- 34. The Executive Committee shall elect from amongst their number a Chairman and such number of Vice-Chairmen as they may determine, who shall retire annually but be eligible for re-election.
- 35. The elected Chairman and Vice-Chairmen of the Executive Committee shall also be Chairman and Vice-Chairmen of the Association. Unless otherwise approved by the Executive Committee, only the Chairman, Vice-Chairmen and the Chief Executive Officer shall become company directors.
- 36. The Chairman shall automatically be a member of all Committees.
- 37. The Executive Committee shall consist of not less than twelve members and not more than thirty members (inclusive of co-opted, casual and elected members). The most immediate two past Chairmen shall automatically be members of the Executive Committee. The maximum number of members of the Executive Committee may be reviewed by the Executive Committee prior to the Annual General Meeting in any particular year.
- 38. The Executive Committee may co-opt additional members to the extent that their number is not greater than 50% less one of the elected membership. A co-opted member shall be eligible for election as Chairman or Vice-Chairman of the Executive Committee. A co-opted member shall retire at the Annual General Meeting following the date of his co-option but shall be eligible for election or further co-option to the Executive Committee.
- 39. **Rotation of Executive Committee Members**

At each Annual General Meeting of the Association one-third of the members of the Executive Committee, excluding past Chairmen and co-opted members, or the number nearest to but not exceeding one third, shall retire annually but shall be eligible for re-election without nomination. The members of the Executive Committee to retire each year shall be the one third of the members who have been longest in office since their election or re-election (whichever be the more recent) to the Executive Committee, and in the case of equal seniority or for any other reason to which the Executive Committee agrees shall be determined by lot.
- 40. Candidates for election to the Executive Committee (other than members of the Executive Committee retiring by rotation and offering themselves

for re-election) shall be nominated by at least two members of the Association, who shall cause to be left at the office of the Secretary of the Association at least twenty one days before the date of the Annual General Meeting notice in writing of such nominations, which shall signify also that the consent of each nominee to serve if elected has been obtained.

41. If the number of all candidates duly nominated taken with the number of members of the Executive Committee retiring by rotation and offering themselves for re-election exceeds the number of vacancies on the Executive Committee, the names shall be entered on a list which shall be forwarded in the form of a ballot paper to the members of the Association at least ten days prior to the Annual General Meeting exclusive of the day of dispatch of the ballot paper and of the day of the meeting and shall be lodged at the office of the Secretary on or before the third day prior to such meeting, exclusive of the day of the meeting, duly filled in with the number of votes cast and signed by the members voting. Each member of the Association shall have as many votes as there are vacancies to be filled but no member shall give more than one vote for each candidate for whom he votes. The result of the ballot shall be announced at the Annual General Meeting. In the event of an equal number of votes being cast for any two or more candidates, the election of such candidates shall be determined by the vote of the members of the Association present and voting at the Annual General Meeting. In the event of an equal number of votes being cast for any two or more candidates, both in the ballot and at the Annual General Meeting, the election of such candidates shall be determined by a draw of names at that meeting.
42. In the event of the combined total of candidates nominated for election and retiring members of the Executive Committee offering themselves for re-election not exceeding the number of vacancies it shall not be necessary to forward to members a ballot paper, but the election or non-election of each candidate shall be by the vote of the members of the Association present and voting at the Annual General Meeting.
43. The Executive Committee may fill all casual vacancies on the Executive Committee (including any casual vacancy in the offices of Chairman or Vice Chairman which may occur between any two Annual General Meetings) and those so appointed members of the Executive Committee (in addition to those retiring under this Rule) shall retire at the succeeding Annual General Meeting but may be nominated and elected at such Annual General Meeting. Vacancies not filled at any Annual General Meeting shall be deemed to be casual vacancies within the meaning of this Article.
44. Without prejudice to the powers of the Executive Committee under clauses 38 and 43 of the Articles, the Association may by Ordinary Resolution in General Meeting appoint any person to be an Executive Committee member, either to fill a casual vacancy, or as an additional Executive Committee member. A person appointed in place of an Executive Committee member so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become an Executive Committee member on the day which the Executive Committee

member in whose place he is appointed was last elected an Executive Committee member.

45. **Borrowing Powers**

The Executive Committee may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether out-right or as security for any debt, liability or obligation of the Association or of any third party.

46. **Powers And Duties Of Members Of The Executive Committee**

The business of the Association shall be managed by the Executive Committee who may exercise all such powers of the Association as are not, by the Act or by the Articles, required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Act or the Articles, and to such regulations not being inconsistent with and aforesaid provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.

47. The Executive Committee may from time to time, and at any time, by power of attorney, appoint any firm or person, or body of persons, whether nominated directly or indirectly by the Executive Committee to be the Attorney or Attorneys of the Association for such purposes, and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Executive Committee under the Articles), and for such period and subject to such conditions as it may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Executive Committee may think fit; and the Executive Committee may authorise any such Attorney to delegate all or any of the powers, authorities and discretions vested in him.

48. A member of the Executive Committee shall not vote in respect of any contract or proposed contract with the Association in which he is either directly or indirectly interested, or in respect of any matter arising thereout and if he does so vote his vote shall not be counted.

49. The Executive Committee shall cause minutes to be made in books provided for the purpose:

49.1. Of all appointments made by the Executive Committee

49.2. Of the names of the members of the Executive Committee present at each meeting of the Executive Committee and of any committee of the Executive Committee; and

49.3. Of all resolutions and proceedings at all meetings of the Association, of the Executive Committee and of committees of the Executive Committee; and every member of the Executive Committee present at any meeting of

the Executive Committee or committee of the Executive Committee shall sign his name in a book to be kept for that purpose.

**50. Disqualification of Members Of The Executive Committee**

The office of elected member of the Executive Committee shall be vacated if the member:

- 50.1. ceases to be a member of the Association or an employee of a member; or
- 50.2. becomes bankrupt, or makes any arrangement or composition with his creditors generally; or
- 50.3. becomes prohibited from being a member of the Executive Committee by reason of any order made under the Act; or
- 50.4. becomes of unsound mind; or
- 50.5. is convicted of an indictable offence; or
- 50.6. gives one month's notice in writing to the Association that he resigns the office of member of the Executive Committee; or
- 50.7. is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in the manner required by the Act; or
- 50.8. is absent without permission from Executive Committee meetings for more than twelve consecutive months.

**51. Proceedings Of The Executive Committee**

The Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any 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 vote. A member of the Executive Committee may, and the Secretary on the requisition of a member of the Executive Committee shall, at any time, summon a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of the Executive Committee to any member of the Executive Committee for the time being absent from the United Kingdom.

- 52. The quorum necessary for the transaction of the business of the Executive Committee may be fixed by the Executive Committee and unless so fixed shall be three.
- 53. The continuing members of the Executive Committee may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of members of the Executive Committee, the continuing members or member may act for the purpose

of increasing the number of members to that number, or of summoning a General Meeting of the Association, but for no other purpose.

54. The Executive Committee may delegate any of its powers to committees of such member or members of its body as it thinks fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee.
55. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second and casting vote.
56. All acts done by any meeting of the Executive Committee or of a committee of the Executive Committee or by any person acting as a member of the Executive Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee.
57. A resolution determined on without any meeting of the Executive Committee and evidenced by writing signed by all the members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee or all the members of a committee shall be as valid and effectual as a resolution duly passed at a meeting of the Executive Committee or of such committee, as the case may be.
58. **The Chief Executive Officer**
  - 58.1. The Chief Executive Officer of the Association shall be appointed by the Chairman of the Association with the approval of the Executive Committee or by a committee of the Executive Committee, and shall be entitled "Director".
  - 58.2. Subject to the directions from time to time of the Executive Committee and save as herein otherwise expressly provided the Chief Executive Officer shall have general control of the business of the Association and of the appointment, dismissal and terms of employment of its staff and shall perform such other functions as may from time to time be referred to him by the Executive Committee or (with the authority of the Executive Committee) by any committee of the Executive Committee.
  - 58.3. The Chief Executive Officer shall not be required to retire from the Board on an annual basis and shall remain in office as a Director until he or she ceases to be a Director in accordance with article 71.3.
59. **Secretary**
60. The Executive Committee may appoint a Secretary of the Association and may appoint one or more deputy or assistant Secretaries, for such term, at such remuneration and upon such conditions as they may think

fit; and any Secretary or deputy or assistant Secretary so appointed may be removed by the Executive Committee.

61. Anything required or authorised to be done, or any notice required or authorised to be given, under the provisions of the Articles, by or to the Secretary may, if the office is vacant or there is for any reason no Secretary capable of acting be done or given by or to any deputy or assistant Secretary capable or acting, by or to any officer of the Association authorised generally or specially in that behalf by the Executive Committee.

62. A provision of the Act, or of the Articles, requiring or authorising anything to be done by or to a member of the Executive Committee and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Executive Committee and as, or in place of, the Secretary.

63. **Seal**

The Executive Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Executive Committee or of a committee of the Executive Committee authorised by the Executive Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Executive Committee or by some other person appointed by the Executive Committee for the purpose.

64. **Accounts**

65. The books of account of the Association shall always be open to the inspection of the members of the Executive Committee and the Executive Committee shall from time to time determine whether and to what extent, and at what times and places and under what conditions or regulations, the said books of account or any of them shall be open to the inspection of members not being members of the Executive Committee and no member (not being a member of the Executive Committee) shall have any right to inspect any account or book or document of the Association except as conferred by Statute, or authorised by the Executive Committee or by the Association in General Meeting.

66. A copy of every balance sheet, including every document required by law to be annexed thereto, which is to be held before the Association in General Meeting together with a copy of the Auditor's report, shall, not less than twenty one days before the date of the meeting to be sent to every member of and every holder of debentures of the Association, provided that the provisions of this clause shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

67. In instances of insufficient notice being given of a cancellation of attendance at an Association meeting, members will be required to pay any delegate fees incurred by the Association.

68. **Audit**

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

69. **Notices**

69.1. Any notice or other document required to be given by the Association to a Member may be served by the Association on any Member either personally or by sending it through the post by prepaid letter or by electronic means, which for the purposes of this article will include electronic mail to such Member at his address as it appears in the Register of Members or at such other address or email address, whether or not in the United Kingdom, if any, as is supplied by him to the Association for the giving of notice to him. A Member who (having no registered address within the United Kingdom) has not supplied to the Association either a current address within the United Kingdom or a current electronic address (to which e-mails are deliverable) for the service of notices shall not be entitled to receive notices or documents from the Association.

69.2. Any notice, document or other communication:

69.2.1. if sent by the Association by First Class post, shall be deemed to be served or delivered on the day following that on which it was put in the post and, in proving service or delivery, it shall be sufficient to prove that the notice, document or communication was properly addressed, prepaid and put in the post;

69.2.2. if sent by the Association by way of an electronic communication (including email) shall be deemed to have been served or delivered at the expiration of 24 hours after the time it was sent, and proof that the notice or communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that it was served or delivered.

70. **Indemnity**

70.1. Subject to the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, each director or other officer of the Association (other than any person (whether an officer or not) engaged by the Association as auditor) shall be indemnified out of the Association's assets against all costs, charges, losses, expenses and liabilities incurred by him as a director or other officer of the Association or any company that is a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006) in the actual or purported execution and/or discharge of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is

acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Association's affairs.

- 70.2. The Association may buy and maintain insurance against any liability falling upon its directors or other officers which arises out of their respective duties to the Association, or in relation to its affairs.

71. **Board**

- 71.1. Subject to Article 58.3, the Directors shall automatically retire on an annual basis but shall be eligible for re-election by the Executive Committee.

- 71.2. A member of the Board who retires may, if willing to act, be re-appointed. If he or she is not re-appointed, he or she shall retain office until the Executive Committee appoints someone in his or her place, or if it does not do so, until the end of the relevant meeting.

- 71.3. A member of the Board shall cease to be such:

71.3.1. if by notice in writing lodged with or sent by electronic communication to the Secretary he or she resigns his or her membership of the Board;

71.3.2. upon death, or if he or she becomes bankrupt or makes any arrangement with his or her creditors generally, or becomes of unsound mind, or is convicted of an indictable offence for which he or she is sentenced to a term of imprisonment;

71.3.3. if the Executive Committee removes him or her from office;

71.3.4. if he or she is removed by a simple majority of the members of the Association, following the procedure laid down in the Act;

71.3.5. if he or she is absent without permission of the Board from directors' meetings for more than twelve consecutive months.

- 71.4. The Board shall exercise the powers of the Association as provided by the Memorandum of Association of the Association and these Articles. In the exercise of its powers, the Board will have regard to any regulations made by the Executive Committee (such regulations not to invalidate any prior acts of the Board which would have been valid if the regulations had not been made).

- 71.5. The members of the Board may convene and regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes and the Chairman shall have casting vote.