



Company No: 34278

The Companies Acts 1985 and 1989

Company limited by guarantee and not having a share capital



New Articles of Association of Consumer Credit Trade Association

Adopted by a Special Resolution of the Association passed on 18 May 1999

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1. INTERPREATION

1.1. In these Articles, unless the contrary intention appears:

1.1.1. the following definitions apply:

- **Act:** the Companies Act 1985 as amended
- **Articles:** these Articles of Association of the Association as from time to time altered
- **Association:** the above-named association
- **clear days:** in relation to the period of a notice, 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
- **committee:** a committee of the Council
- **Council:** the board of the Council Members for the time being of the Association including the President of the Association, such number of Vice Presidents of the Association as the Council shall from time to time in its absolute discretion determine and the Treasurer of the Association
- **Council member:** a person appointed from time to time as such in accordance with Article 33 of these Articles being a director of the Association (including, for the avoidance of doubt, any person who is the President, a Vice-President or the Treasurer of the Association)
- **Executed:** includes any mode of execution
- **Members** - all the individuals and organisations admitted to membership (of any class or category) whether entitled to vote at general meetings or not and 'Member' shall be construed accordingly
- **The memorandum** - the Memorandum of Association of the Association
- **Month:** a calendar month
- **Office:** the registered office for the time being of the Association
- **Ordinary Member:** the members of the Association having the right to vote at general meetings of the Association and 'Ordinary Member'; shall be construed accordingly
- **Patron:** a person appointed by the Council from time to time as a patron of the Association
- **Register:** the register of Ordinary Members of the Association
- **Seal:** the common seal of the Association if it has one
- **Secretary:** the secretary of the Association or, if there are joint secretaries, any of the joint secretaries and includes an assistant or deputy secretary and any person appointed by the Council to perform any of the duties of the secretary of the Association
- **Statutes:** the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act
- **United Kingdom:** Great Britain and Northern Ireland
- **Working Day:** a day (other than a Saturday or Sunday) on which banks are open in London for the transaction of normal business
- **Year:** means a period of twelve months

1.1.2. any words or expressions defined in the Act (as in force on the date of adoption of these Articles) have the same meaning in these Articles and any reference elsewhere in these Articles to any statute or statutory provision includes a reference to any modification or re-enactment of it for the time being in force;

- 1.1.3.** words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations;
- 1.1.4.** any reference to writing includes a reference to any method of representing or reproducing words in a legible and non-transitory form;
- 1.1.5.** any reference to a document being sealed or executed under seal or under the common seal of anybody; corporate (including the Association) or any similar expression includes a reference to its being executed in any other manner which has the same effect as if it were executed under seal;
- 1.1.6.** any reference to a meeting shall not be taken as requiring more than one person to be present in person if any quorum requirement can be satisfied by one person;

1.2. Subject to the provisions of the Statutes, a special or extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required, and a special resolution shall be effective for any purpose for which an extraordinary resolution is required under these Articles.

1.3. Headings to these Articles are inserted for convenience only and shall not affect construction.

MEMBERSHIP OF THE ASSOCIATION

2. ORDINARY MEMBERS

- 2.1.** The number of Ordinary Members shall be unlimited.
- 2.2.** The Ordinary Members shall be the persons who are registered as Ordinary Members at the date of adoption of these Articles and such other persons as the Council shall admit to membership as Ordinary Members from time to time.

3. OTHER CLASSES OF MEMBERS

- 3.1.** The Council may from time to time resolve upon the creation of other classes of members of the Association (including honorary and associate members) provided that the rights of such other classes of members do not extend to voting at general meetings of the Association. Such categories of membership may be under whatever title or nomenclature the resolution may specify and may bestow upon the persons concerned such rights, privileges, duties and obligations (except the right to vote at general meetings of the Association) as may be specified in the resolution of the Council.

4. APPLICATIONS FOR MEMBERSHIP

- 4.1.** Every application for membership (whether as an Ordinary Member or otherwise) shall be in such form as the Council may from time to time determine.

- 4.2.** The Council shall admit to membership such persons or organisations as it shall think fit and the Council may from time to time prescribe (and vary) criteria for membership. The Council shall not be obliged to give reasons for refusing to accept any person as a Member.
- 4.3.** The Council may in its absolute discretion levy subscriptions on all or any classes of Members at such rates as it shall determine and may levy subscriptions at different rates for different categories of Members including Members of the same class.

5. NON-TRANSFERABILITY AND TERMINATION OF MEMBERSHIP

Membership shall not be transferable, and a Member shall cease to be a Member:

- 5.1.** in the case of an individual, on death;
- 5.2.** in the case of an organisation or corporate body, upon such organisation or body ceasing to exist;
- 5.3.** if by notice in writing to the Secretary the Member resigns. The Member is deemed to have resigned when such letter of resignation is received at the office or such other place or places as the Council may from time to time specify;
- 5.4.** (if there shall be six or less persons who are Council Members) by a resolution of the Council to terminate that Members membership of the Association passed unanimously by those Council Members present at the Council meeting at which such resolution is proposed or (if there shall be more than six persons who are Council Members) by a resolution of the Council to terminate that Members membership of the Association passed by a majority of not less than three-quarters of the Council Members present at the Council Meeting at which such resolution is proposed. A resolution to terminate a Member's membership of the Association shall not be passed unless the Member concerned has been given not less than fourteen days' prior notice in writing of the Council Meeting at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or of making a written representation to the Council;
- 5.5.** if the whole or any part of any subscription or other sum payable by the Member is not paid on the due date and a notice shall have been served on behalf of the Council on such Member requiring him to pay such sum on a further day, being not less than ten clear days from the date of such notice, at a place specified in the notice, or that he shall otherwise cease to be a Member, and the requirements of such notice are not complied with.

The Council may, at its absolute discretion, readmit to membership of the Association any person who has ceased to be a member in accordance with paragraph 5.5 above if such Member shall pay the whole or such part of the sum due as the Council may determine.

PATRONS

6. PATRONS

- 6.1.** The Council may in its absolute discretion appoint any person to be a Patron either for life or for a fixed or unspecified period and upon such terms as to termination, reimbursement of expenses and other matters as the

Council may determine. The Council may also vary or terminate such appointment at any time.

- 6.2.** A Patron shall not have the right to attend, speak or vote at any general meeting of the Association or to be given notice of general meetings of the Association or the right to receive accounts of the Association when made available to Ordinary Members. A Patron shall not by virtue of his appointment as such be a Council Member or other officer of the Association or have any executive powers or duties in the management of the Association.

GENERAL MEETINGS

7. ANNUAL GENERAL MEETINGS

- 7.1.** The Council shall convene, and the Association shall hold annual general meetings in accordance with the requirements of the Statutes.

8. CONVENING OF EXTRAORDINARY GENERAL MEETINGS

- 8.1.** All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 8.2.** The Council may convene an extraordinary general meeting whenever it thinks fit. An extraordinary general meeting shall also be convened by the Council on the requisition of Ordinary Members pursuant to the provisions of the Statutes or, in default, may be convened by such requisitions, as provided by the Statutes. The Council shall comply with the provisions of the Statutes regarding the giving and the circulation, on the requisition of Ordinary Members, of notices of resolutions and of statements with respect to matters relating to any resolution to be proposed or business to be dealt with at any general meeting of the Association.

9. ARRANGEMENTS FOR GENERAL MEETINGS

- 9.1.** The Council may both prior to and during any general meeting make any arrangements and impose any restrictions which it considers appropriate to ensure the security and/or the orderly conduct of any such general meeting, including, without limitation, arranging for any person attending any such meeting to be searched, for items of personal property which may be taken into any such meeting to be restricted and for any person (whether or not a Member) who refuses to comply with any such arrangements or restrictions to be refused entry to or excluded from any such meeting.
- 9.2.** The chairman of any general meeting of the Association shall take such action as he thinks fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting, including, without limitation, asking any person or persons (whether or not a Member or Members) to leave the meeting and, if necessary, having such person or persons excluded from the meeting. The decision of the chairman on matters relating to the orderly conduct of a meeting and on any other matters of procedure or arising incidentally from the business of the meeting shall be final as shall be his determination, acting in good faith, as to whether any matter is of such nature. Nothing in this paragraph 9.2 shall limit any other power vested in the chairman.

10. OVERFLOW OF GENERAL MEETINGS

- 10.1.** The Council may make such arrangements as it shall in its absolute discretion consider to be appropriate for any of the following purposes:
- 10.1.1.** to regulate the level of attendance at any place specified for the holding of a general meeting or any adjournment of such a meeting; or
 - 10.1.2.** to ensure the safety of people attending at any such place; or
 - 10.1.3.** to facilitate attendance at such meeting or adjournment; and may from time to time vary any such arrangements or make new arrangements in their place. Such arrangements may include, without prejudice to the generality of the foregoing, the issue of tickets or the use of some random means of selection or otherwise as the Council shall consider to be appropriate.
- 10.2.** In the case of any meeting to which such arrangements apply, the Council may when specifying the place of the meeting:
- 10.2.1.** direct that the meeting shall be held at a place specified in the notice ("Main Meeting Place") at which the chairman of the meeting shall preside; and
 - 10.2.2.** make arrangements for simultaneous attendance and participation at another place or other places by Members and proxies otherwise entitled to attend the general meeting but excluded from it under the provisions of this Article or who wish to attend at the other place or any of such other places.
- 10.3.** arrangements for simultaneous attendance may include arrangements for regulating the level of attendance in the manner set out in paragraph 10 .1 above aforesaid at the other place or any of such other places.
- 10.4.** For the purposes of all other provisions of these Articles (unless the context requires otherwise) the Members shall be deemed to be meeting in one place and that shall be the Main Meeting Place.

11. NOTICE OF GENERAL MEETINGS

- 11.1.** An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Council Member shall be called by not less than twenty-one clear days' 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:
- 11.1.1.** in the case of an annual general meeting, by all the Ordinary Members entitled to attend and vote; and
 - 11.1.2.** in the case of any other meeting by a majority in number of Ordinary Members having a right to attend and vote, being a majority together holding not less than ninety-five percent of the total voting rights at that meeting of all the Ordinary Members.

- 11.2.** Notice of every general meeting shall be given to all Ordinary Members and to the auditors (or, if more than one, each of them) and to each Council Member.
- 11.3.** For the purposes of giving notice to Ordinary Members of any general meeting the Council may determine that the Ordinary Members entitled to receive such notices are the persons entered on the register at the close of business on a day determined by them, such day not being more than twenty-one days before the day that the notice of the general meeting is despatched.

12. OMISSION OR NON-RECEIPT OF NOTICE

- 12.1.** The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

13. CONTENTS OF NOTICE

- 13.1.** The notice shall be in writing and shall specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 13.2.** The notice shall specify a time, not being more than forty-eight hours before the time fixed for the meeting, by which a person must be entered on the register in order to have a right to attend or vote at the meeting. Changes made to entries on the register after the time so specified shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 13.3.** Every notice of meeting shall state with reasonable prominence that an Ordinary Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote at the meeting instead of him and that a proxy need not be an Ordinary Member.
- 13.4.** Every notice of meeting shall also state the place or places where instruments of proxy are to be deposited if the Council shall have determined such place(s) to be other than at the office.

PROCEEDINGS AT GENERAL MEETINGS

14. QUORUM

- 14.1.** No business other than the appointment of a chairman shall be transacted at any general meeting unless the requisite quorum is present when the meeting proceeds to business.
- 14.2.** Except as otherwise provided by these Articles, seven Ordinary Members present in person or by proxy and entitled to vote on a poll shall be a quorum.
- 14.3.** If within fifteen minutes from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Ordinary Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (or, if that day is a holiday, to the next working day) and at the same time and place, as the original meeting, or to such other day, and at such other time and place, as the chairman of

the meeting may decide. If at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved.

15. CHAIRMAN

15.1. At each general meeting, the President of the Association or, if he is absent or unwilling, the Vice-President (if any) of the Association or (if more than one Vice-President is present and willing) the Vice-President who has been longest in such office or, if no Vice-President is present and willing, one of the other Council Members who is appointed for the purpose by the Council or (failing appointment by the Council) by the Ordinary Members present shall preside as chairman of the meeting, but if no Council Members are present within fifteen minutes after the time fixed for holding the meeting or if none of the Council Members present is willing to preside the Ordinary Members present and entitled to vote shall choose one of their number to preside as chairman of the meeting.

16. COUNCIL MEMBERS ENTITLED TO ATTEND AND SPEAK

16.1. Whether or not he is an Ordinary Member, a Council Member shall be entitled to attend and speak at any general meeting of the Association.

17. ADJOURNMENT

17.1. With the consent of any meeting at which a quorum is present the chairman of the meeting may (and shall if so directed by the meeting) adjourn the meeting from time to time or until such time as he may subsequently decide and from place to place.

17.2. In addition, the chairman of the meeting may at any time without the consent of the meeting adjourn the meeting (whether or not it has commenced, or a quorum is present) to another time and/or place if, in his opinion, it would facilitate the conduct of the business of the meeting to do so.

17.3. Nothing in this Article shall limit any other power vested in the chairman to adjourn the meeting.

17.4. Whenever a meeting is adjourned for thirty days or more, at least seven clear days' notice of the adjourned meeting shall be given in the same manner as in the case of the original meeting but otherwise no person shall be entitled to any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

17.5. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

18. METHOD OF VOTING AND DEMAND FOR A POLL

18.1. At a general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless (before or immediately after the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- 18.1.1.** the chairman of the meeting; or
- 18.1.2.** at least three Ordinary Members present in person or by proxy and having the right to vote on the resolution; or
- 18.1.3.** an Ordinary Member or Ordinary Members present in person or by proxy representing in aggregate not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution;

and a demand for a poll by a person as proxy for an Ordinary Member shall be as valid as if the demand were made by the Ordinary Member himself.

- 18.2.** A demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting and the demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. 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.
- 18.3.** Unless a poll is demanded (and the demand is not withdrawn), a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive and an entry to that effect in the minutes of the meeting shall be conclusive evidence of that fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 18.4.** If a poll is demanded (and the demand is not withdrawn), it shall be taken at such time (either at the meeting at which the poll is demanded or within thirty days after the meeting), at such place and in such manner (including the use of ballot or voting papers or tickets) as the chairman of the meeting shall direct and he may appoint scrutineers (who need not be Ordinary Members).
- 18.5.** A poll demanded on the election of a chairman or on a question of adjournment shall be taken at the meeting without adjournment.
- 18.6.** It shall not be necessary (unless the chairman of the meeting otherwise directs) for notice to be given of a poll whether taken at or after the meeting at which it was demanded.
- 18.7.** On a poll, votes may be given either personally or by proxy and a person entitled to vote at the meeting in more than one capacity need not use all his votes or cast all the votes he uses in the same way.
- 18.8.** The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

19. CONTINUANCE OF BUSINESS AFTER DEMAND FOR POLL

- 19.1.** 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 a poll has been demanded.

20. CHAIRMAN'S CASTING VOTE

- 20.1.** In the case of an equality of votes, either 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, as the case may be, shall be entitled to a further or casting vote in addition to any other vote or votes to which he may be entitled.

VOTES OF MEMBERS

21. VOTING RIGHTS

Subject to the provisions of these Articles:

- 21.1.** on a show of hands every Ordinary Member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself an Ordinary Member, shall have one vote; and
- 21.2.** on a poll, every Ordinary Member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not himself being an Ordinary Member, or (being either an individual or a corporation) is present by proxy shall have one vote.

22. REPRESENTATION OF CORPORATION

- 22.1.** Any corporation which is an Ordinary Member of the Association may, by resolution of its directors or other governing body, authorise any person to act as its representative at any meeting of the Association; and the representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Ordinary Member present at the meeting in person, including (without limitation) power to vote on a show of hands or on a poll and to demand or concur in demanding a poll.

23. VOTING RIGHTS OF MEMBER INCAPABLE OF MANAGING THEIR AFFAIRS

- 23.1.** An Ordinary 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 in the nature of a receiver or curator bonis appointed by that court, and the 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 the right to vote shall be produced at the office (or at such other place or places as may be specified for the deposit of instruments appointing a proxy) not later than the last time by which an instrument appointing a proxy must be deposited in order to be valid for use at the meeting or adjourned meeting or on the holding of the poll at or on which that person proposes to vote and, in default, the right to vote shall not be exercisable.

24. VOTING RIGHTS SUSPENDED WHERE SUMS OVERDUE

- 24.1.** Unless the Council otherwise decides, an Ordinary Member shall not be entitled to vote, either in person or by proxy, at any general meeting unless all sums presently payable by him to the Association have been paid.

25. OBJECTION TO ADMISSIBILITY OF VOTES

- 25.1.** No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting or poll at which the vote objected to is or may be given or tendered, and every vote not disallowed at such meeting or poll shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

PROXIES

26. PROXIES

- 26.1.** A proxy need not be an Ordinary Member.
- 26.2.** Deposit of an instrument of proxy shall not preclude an Ordinary Member from attending and voting in person at the meeting or on the poll concerned, in which case his instrument of proxy shall automatically be revoked.
- 26.3.** No instrument of proxy shall be valid except for the meeting mentioned in it and any adjournment of that meeting (including on any poll demanded at the meeting or any adjourned meeting).
- 26.4.** An instrument of proxy is valid for three months from the date of execution.

27. FORM OF PROXY

- 27.1.** An instrument appointing a proxy shall be in any usual or common form or such other form which the Council shall from time to time specify.
- 27.2.** The instrument appointing a proxy shall be in writing signed by the appointor or his agent duly authorised in writing or, if the appointor is a corporation, shall either be executed under its common seal or be signed by some person authorised for that purpose. The Council may, but shall not be bound to, require evidence of the authority of any such person.
- 27.3.** The signature on the instrument of proxy need not be witnessed.

28. DEPOSIT OF PROXY

- 28.1.** An instrument appointing a proxy must be left at such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the office) not less than forty-eight hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) not less than twenty-four hours before the time appointed for the taking of the poll at which it is to be used, and in default shall not be treated as valid. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to

which it relates.

- 28.2.** In the case of an instrument signed by an agent of an Ordinary Member who is not a corporation, there shall also be deposited, in the manner set out in paragraph 28.1 above, the authority under which the instrument is signed or an office copy of it or a copy of it certified in accordance with Section 3 of the Powers of Attorney Act 1971.
- 28.3.** In the case of an instrument signed by an officer or agent of a corporation, the Council may also require there to be deposited, in the manner set out in paragraph 28.1 above, the authority under which the instrument is signed, or a notarially certified copy of it, or such other authorities or documents as shall be specified in the notice of the relevant meeting or in any instrument of proxy issued by the Association in connection with the relevant meeting.
- 28.4.** If the instrument of proxy and any of the documents required under paragraph 28.2 or paragraph 28.3 above are not deposited in the manner required above, the person named in the instrument of proxy shall not be entitled to vote on behalf of the appointor in question.
- 28.5.** If two or more valid but differing instruments of proxy are deposited in respect of the same Ordinary Member for use at the same meeting or poll, the one which is last deposited (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that Ordinary Member and, if the Association is unable to determine which was last deposited, none of them shall be treated as valid in respect of that Ordinary Member.

29. NOTICE OF REVOCATION OF PROXY

- 29.1.** A vote given or poll demanded in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or the authority under which the proxy was executed, provided no intimation in writing of the death, insanity or revocation was received at the office (or at any other place(s) at which the instrument of proxy was duly deposited) not later than the latest time at which the instrument of proxy should have been delivered in order to be valid for use at the meeting or adjourned meeting at which the instrument of proxy is used or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) twenty-four hours before the time for the taking of the poll at which the vote is cast.

COUNCIL MEMBERS

30. NUMBER OF COUNCIL MEMBERS

- 30.1.** The Council Members shall not, unless otherwise determined by an ordinary resolution of the Association, be less than five nor more than either eighteen or such lower figure as the Council may from time to time in its absolute discretion determine.

31. COUNCIL MEMBERS MUST BE ORDINARY MEMBERS OR DIRECTORS, OFFICERS OR EMPLOYEES OF ORDINARY MEMBERS

A Council Member (not being the President of the Association or a Vice-President of the Association) must either:

31.1. be an Ordinary Member; or

31.2. be or have been in the previous six months a director, officer or employee of an Ordinary Member which is a body corporate or an unincorporated association.

32. AGE OF COUNCIL MEMBERS

32.1. The special rules of the Statutes which fix a minimum age over which a person cannot be appointed as a Council Member, and which require a Council Member to retire because he has reached a specified age apply to the Association as if it were a public company. The special rules in the Statutes which require a special notice or other special procedure to be complied with when appointing a person over a specified age as a director of a public company also apply to the appointment of a Council Member of the Association.

APPOINTMENT, RETIREMENT AND REMOVAL OF COUNCIL MEMBERS

33. APPOINTMENT OF COUNCIL MEMBER BY THE ASSOCIATION

33.1. Subject to the provisions of these Articles, the Association may by ordinary resolution appoint any person who is willing to act to be a Council Member, either to fill a vacancy or as an additional Council Member.

33.2. No person (other than a Council Member retiring by rotation or otherwise) shall be appointed or reappointed a Council Member at any general meeting unless:

33.2.1. he is recommended by the Council; or

33.2.2. not less than twenty-one nor more than forty-two clear days before the date appointed for the meeting there has been given to the Association, by not less than ten Ordinary Members (not including the person to be proposed) entitled to vote at the meeting, notice of their intention to propose a resolution for the appointment of that person, stating the particulars which would, if he were so appointed, be required to be included in the Association's register of Council Members and a notice executed by that person of his willingness to be appointed.

34. THE COUNCIL'S POWER TO APPOINT COUNCIL MEMBERS

34.1. The Council may appoint any person who is willing to act to be a Council Member, either to fill a vacancy or by way of addition to their number but so that the total number of Council Members shall not exceed the maximum number (if any) fixed by or in accordance with these Articles. Any Council Member so appointed shall retire from office at the next annual general meeting of the Association but shall then be eligible for election and shall not be taken into account in determining the number of Council Members who are to retire by rotation at such meeting.

35. RETIREMENT OF COUNCIL MEMBERS

- 35.1.** At each annual general meeting any Council Member who has been appointed by the Council since the previous annual general meeting and any Council Member selected to retire by rotation shall retire from office.
- 35.2.** A retiring Council Member shall be eligible for re-appointment and (unless he is removed from office or his office is vacated in accordance with these Articles) shall retain office until the close of the meeting at which he retires or (if earlier) when a resolution is passed at that meeting not to fill the vacancy or to appoint another person in his place or the resolution to re-appoint him is put to the meeting and lost.
- 35.3.** If at any meeting at which the appointment of a Council Member ought to take place the office vacated by a retiring Council Member is not filled up, the retiring Council Member, if willing to act, shall be deemed to be re-appointed, unless at the meeting a resolution is passed not to fill the vacancy or to appoint another person in his place or unless the resolution to re-appoint him is put to the meeting and lost.

36. SELECTION OF COUNCIL MEMBERS TO RETIRE BY ROTATION

- 36.1.** At each annual general meeting every Council Member who, at the date of such meeting, would (but for the operation of this paragraph 36.1) have held office as a Council Member at not less than three annual general meetings following his appointment or re-appointment as a Council Member without submitting himself for re-appointment, shall retire from office.
- 36.2.** The names of the Council Members to retire by rotation shall be stated in the notice of the annual general meeting or in any document accompanying the notice. The Council Members to retire on each occasion (both as to number and identity) shall be determined by the composition of the Council at the start of business twenty-one days before the date of the notice convening the annual general meeting and no Council Member shall be required to retire or be relieved from retiring by reason of any change in the number or identity of the Council Members after that time but before the close of the meeting.

37. REMOVAL OF COUNCIL MEMBERS

- 37.1.** The Association may by extraordinary resolution, or by ordinary resolution of which special notice has been given in accordance with the Statutes, remove any Council Member before his period of office has expired notwithstanding anything in these Articles or in any agreement between him and the Association.
- 37.2.** Any removal of a Council Member under this Article shall be without prejudice to any claim, which such Council Member may have for damages for breach of any agreement between him and the Association.

38. VACATION OF OFFICE OF COUNCIL MEMBER

Without prejudice to the provisions of these Articles for retirement or removal, the office of a Council Member shall be vacated:

- 38.1.** if he is prohibited by law from being a director; or

- 38.2.** if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 38.3.** if he is, or may be, suffering from mental disorder and in relation to that disorder either he is admitted to hospital for treatment or an order is made by a court (whether in the United Kingdom or elsewhere) for his detention or for the appointment of some person to exercise powers with respect to his property or affairs; or
- 38.4.** if for more than six months he is absent, without special leave of absence from the Council, from meetings of the Council held during that period and the Council resolves that his office be vacated; or
- 38.5.** if he serves on the Association notice of his wish to resign, in which event he shall vacate office on the service of that notice on the Association or at such later time as is specified in the notice; or
- 38.6.** if (not being the President of the Association or a Vice-President of the Association) he ceases to be an Ordinary Member or ceases to be for more than six consecutive months a director, officer or employee of an Ordinary Member which is a body corporate or an unincorporated association; or
- 38.7.** if he ceases to be a Council Member under the Statutes; or
- 38.8.** if he is removed from office by notice addressed to him at his last known address and signed by at least three-quarters of his co-Council Members (without prejudice to any claim for damages for breach of contract).

ALTERNATIVE COUNCIL MEMBERS

39. NO POWER TO APPOINT ALTERNATIVE COUNCIL MEMBERS

- 39.1.** A Council Member shall not have the power to appoint an alternate.

EXPENSES

40. EXPENSES

- 40.1.** A Council Member may be paid out of the funds of the Association all travelling, hotel and other expenses properly incurred by him in and about the discharge of his duties, including his expenses of travelling to and from meetings of the Council, committee meetings and general meetings of the Association.

41. DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

- 41.1.** The Council Members shall have power to purchase and maintain insurance for the benefit of any person who is or was a Council Member, officer, auditor or employee of the Association, including (but without prejudice to the generality of the foregoing) insurance indemnifying such persons against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may lawfully be insured against.

POWERS OF THE COUNCIL

42. GENERAL POWERS OF THE COUNCIL TO MANAGE ASSOCIATION'S AFFAIRS

- 42.1.** The business of the Association shall be managed by the Council which may exercise all the powers of the Association, subject to the provisions of the Statutes, the Memorandum, these Articles and any special resolution of the Association. No special resolution or alteration of the Memorandum or these Articles shall invalidate any prior act of the Council which would have been valid if the resolution had not been passed or the alteration had not been made.
- 42.2.** The powers given by this Article shall not be limited by any special authority or power given to the Council by any other Article or any resolution of the Association.

43. POWER TO ACT NOTWITHSTANDING VACANCY

- 43.1.** The continuing Council Members or the sole continuing Council Member at any time may act notwithstanding any vacancy in their number; but, if the number of Council Members is less than the minimum number fixed by or in accordance with these Articles, they or he may act for the purpose of filling up vacancies or calling a general meeting of the Association, but not for any other purpose. If no Council Member is able or willing to act, then any two Ordinary Members may summon a general meeting for the purpose of appointing Council Members.

44. POWER TO BORROW MONEY

- 44.1.** Subject to the provisions of the Statutes the Council may exercise all the powers of the Association to borrow money and to mortgage or charge all or any part of its undertaking, property and assets (both present and future), whether outright or as collateral security for any debt, liability or obligation of the Association or of any third party.

DELEGATION OF COUNCIL'S POWERS

45. DELEGATION TO INDIVIDUAL COUNCIL MEMBERS

- 45.1.** The Council may entrust to and confer upon any Council Member any of its powers, authorities and discretions (with power to sub-delegate) on such terms and conditions as it thinks fit and may revoke or vary all or any of them, but no person dealing in good faith shall be affected by any revocation or variation.

46. COMMITTEES

- 46.1.** The Council may delegate any of its powers, authorities and discretions (with power to sub-delegate) including without prejudice to the generality of the foregoing all powers and discretions whose exercise involves or may involve the payment of remuneration to, or the conferring of any other benefit on, all or any of the Council Members to any committee consisting of such person or persons (whether Council Members or not) as it thinks fit, provided that each member of the committee shall either:

- 46.1.1.** be a Council Member; or

46.1.2. (not otherwise being a Council Member) be or have been in the previous six months a director, officer or employee of an Ordinary Member which is a body corporate or an unincorporated association.

The Council may make any such delegation on such terms and conditions as it thinks fit and may revoke or vary any such delegation and discharge any committee wholly or in part, but no person dealing in good faith shall be affected by any revocation or variation. Insofar as any such power or discretion is delegated to a committee, any reference in these Articles to the exercise by the Council Members of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise thereof by such committee. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations that may be imposed on it by the Council.

46.2. The proceedings of a committee with two or more members shall be governed by any regulations imposed on it by the Council and (subject to such regulations) by the provisions of these Articles regulating the proceedings of the Council so far as they are capable of applying.

47. LOCAL BOARDS, MANAGERS AND AGENTS

47.1. The Council may establish any local or divisional board or agency for managing any of the affairs of the Association in the United Kingdom and may appoint any persons to be members of a local or divisional board, or to be managers or agents, and may fix their remuneration.

47.2. The Council may delegate to any local or divisional board, manager or agent any of its powers, authorities and discretions, other than its power to borrow money, and may authorise the members of any local or divisional board (with power to sub-delegate) or any of them to fill any vacancies and to act notwithstanding vacancies.

47.3. Any appointment or delegation under this Article may be made on such terms and subject to such conditions as the Council thinks fit and the Council may remove any person so appointed, and may revoke or vary any delegation, but no person dealing in good faith shall be affected by the revocation or variation.

48. POWER OF ATTORNEY

48.1. The Council may by power of attorney or otherwise appoint any person to be the agent of the Association on such terms (including terms as to remuneration) as it may decide and may delegate to any person so appointed any of its powers, authorities and discretions (with power to sub-delegate). The Council may remove any person appointed under this Article and may revoke or vary the delegation, but no person dealing in good faith shall be affected by the revocation or variation.

49. DESIGNATION AS A DIRECTOR

49.1. The Council may, at any time and from time to time, appoint any person (not being a Council Member) to any executive position or employment under the Association having a title or designation which includes the word "director" and may terminate any such appointment. The inclusion of the word "director" in the title or designation of any such position or employment shall not imply that the holder is a Council Member of the Association or that

he is authorised or empowered to act as, or is liable as, a Council Member of the Association in any respect and he shall not be deemed to be a Council Member for any purpose.

COUNCIL MEMBERS' INTERESTS

50. COUNCIL MEMBERS' INTERESTS AND VOTING

- 50.1.** Subject to the provisions of the Statutes, a Council Member shall not be disqualified by his office from entering into any contract with the Association, either regarding his tenure of any office or position in the management, administration or conduct of the business of the Association or as vendor, purchaser or otherwise. Subject to the interest of the Council Member being duly declared, a contract entered into by or on behalf of the Association in which any Council Member is in any way interested shall not be liable to be avoided; nor shall any Council Member so interested be liable to account to the Association for any benefit resulting from the contract by reason of the Council Member holding that office or of the fiduciary relationship established by his holding that office.
- 50.2.** The Council may cause the voting rights conferred by the shares in any other company held or owned by the Association or exercisable by them as Council Members of that other company to be exercised in such manner in all respects as it thinks fit (including the exercise of voting rights in favour of any resolution appointing the Council Members or any of them as directors or officers of the other company or voting or providing for the payment of any benefit to the Council Members or officers of the other company).
- 50.3.** A Council Member may act by himself or his firm in a professional capacity for the Association (except as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Council Member.
- 50.4.** A Council Member who declares his interest in the manner provided by the Act may vote as a Council Member in regard to any contract or arrangement in which he is interested or upon any matter arising in relation to it and, if he shall so vote, his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration.
- 50.5.** In this Article references to a contract include references to any proposed contract and to any transaction or arrangement whether or not constituting a contract.

PROCEEDINGS OF THE COUNCIL

51. COUNCIL MEETINGS

- 51.1.** The Council may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Council Member or the Secretary at any time may summon a Council meeting.

52. NOTICE OF COUNCIL MEETINGS

- 52.1.** Notice of a Council meeting shall be deemed to be properly given to a Council Member if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Association for this purpose. A Council Member absent or intending to be absent from the United Kingdom may request the Council that notices of Council meetings shall during his absence be sent in writing to

him at an address in the United Kingdom given by him to the Association for this purpose, but if no such request is made it shall not be necessary to give notice of a Council meeting to any Council Member who is for the time being absent from the United Kingdom.

53. QUORUM

53.1. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and, unless so fixed at any other number, shall be six. Subject to the provisions of these Articles, any Council Member who ceases to be a Council Member at a Council meeting may continue to be present and to act as a Council Member and be counted in the quorum until the termination of the Council meeting if no other Council Member objects and if otherwise a quorum of Council Members would not be present.

54. CHAIRMAN OR VICE CHAIRMENT TO PRESIDE

54.1. The Council may appoint from its body for such period as it may decide a chairman and one or more vice chairman or chairmen and may at any time revoke any such appointment. The chairman, or failing him any vice chairman (the senior in office taking precedence, if more than one is present) , shall, if present and willing, preside at all meetings of the Council but, if no chairman or vice chairman has been appointed, or if he is not present within five minutes after the time fixed for holding the meeting or is unwilling to act as chairman of the meeting, the Council Members present shall choose one of their number to act as chairman of the meeting.

55. COMPETENCE OF MEETINGS

55.1. A meeting of the Council at which a quorum is present shall be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the Council.

56. VOTING

56.1. Questions arising at any Council meeting shall be determined 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.

57. TELEPHONE MEETINGS

57.1. A meeting of the Council may consist of a conference between Council Members some or all of whom are in different places provided that each Council Member who participates is able:

57.1.1. to hear each of the other participating Council Members addressing the meeting; and

57.1.2. if he so wishes, to address all the other participating Council Members simultaneously;

whether directly, by conference telephone or by any other form of communications equipment (whether in use on the date of adoption of these Articles or developed subsequently) or by a combination of such methods.

57.2. A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of Council Members required to form a quorum, subject to the provisions of Article 53.

57.3. A meeting held in this way is deemed to take place at the place where the largest group of participating Council Members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

58. RESOLUTIONS IN WRITING

58.1. A resolution in writing signed or approved by letter, facsimile, telegram or telex by all the Council Members entitled to notice of a meeting of the Council Members shall be as valid and effectual as if it had been passed at a Council meeting of the Council Members duly called and constituted. The resolution may be contained in one document or in several documents in like form, each signed or approved by one or more of the Council Members concerned.

59. VALIDITY OF ACTS OF COUNCIL MEMBERS IN SPITE OF FORMAL DEFECT

59.1. All acts bona fide done by the Council or by a committee or by any person acting as a Council Member or member of a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Council Member or committee or of the person so acting or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and qualified to be a Council Member and had continued to be a Council Member or member of the committee and had been entitled to vote.

60. MINUTES

The Council shall cause minutes to be made in books kept for the purpose:

60.1. of all appointments of officers made by the Council;

60.2. of the names of all the Council Members present at each meeting of the Council and of any committee; and

60.3. of all resolutions and proceedings of all meetings of the Association and of any class of members, and of the Council Members and of any committee (including any telephone meetings).

SECRETARY

61. SECRETARY

61.1. The Secretary shall be appointed by the Council for such term, at such remuneration and on such conditions as it thinks fit, and the Council may remove from office any person so appointed (without prejudice to any claim for damages for breach of any contract between him and the Association). If thought fit two or more persons may be appointed as joint secretaries. The Council may also appoint from time to time in such terms as it may think fit one or more deputy and/ or assistant secretaries.

SEAL

62. SEAL

- 62.1.** The Association may exercise the powers conferred by the Statutes regarding having an official seal and those powers shall be vested in the Council.
- 62.2.** If the Association has a seal, the Council shall provide for the safe custody of the seal.
- 62.3.** If the Association has a seal, it shall be used only by the authority of the Council or a duly authorised committee. The Council may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
- 62.4.** Unless otherwise decided by the Council every other instrument to which a seal is applied shall be signed by at least one Council Member and the Secretary or by at least two Council Members.

AUTHENTICATION OF DOCUMENTS

63. AUTHENTICATION OF DOCUMENTS

- 63.1.** Any Council Member or the Secretary or any person appointed by the Council for the purpose shall have power to authenticate any document affecting the constitution of the Association and any resolution passed at a general meeting or at a meeting of the Council or any committee, and any book, record, document or account relating to the business of the Association, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any book, record, document or account is elsewhere than at the office, the local manager or other officer of the Association having the custody thereof shall be deemed to be a person appointed by the Council as aforesaid. A document purporting to be a copy of any such resolution, or an extract from the minutes of any such meeting, which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Association upon the faith thereof that such resolution has been duly passed or, as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting.

ACCOUNTS

64. ACCOUNTING RECORDS

- 64.1.** The Council shall cause accounting records of the Association to be kept in accordance with the provisions of the Statutes.
- 64.2.** No Member (as such) shall have any right of inspecting any account, book or document of the Association, except as conferred by the Statutes or authorised by the Council or by any ordinary resolution of the Association.

NOTICES

65. NOTICE TO BE WRITTEN IN WRITING

65.1. Any notice to be served on or given to any person or by any person pursuant to these Articles shall be in writing except where otherwise expressly stated. The signature on any notice given by the Association may be printed or reproduced by mechanical means.

66. SERVICE OF NOTICE

66.1. A notice or other document may be served by the Association on any Member either personally or by sending it through the post addressed to the Member at his registered address or by leaving it at that address addressed to the Member or by any other means authorised by the Member concerned.

66.2. A Member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be served on him shall be entitled to have notices served on him at that address but, unless he does so, shall not be entitled to receive any notice from the Association.

67. NOTICE OF ADVERTISEMENT

67.1. If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Association is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national newspaper. In any such case the Association shall send confirmatory copies of the notice by post if at least six clear days before the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

68. EVIDENCE OF SERVICE

68.1. Any notice or other document, if served by first class post, shall be deemed to have been served on the day following that on which the envelope containing it is put into the post or, if served by second class post, shall be deemed to have been served on the second day following that on which the envelope containing it was put into the post and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed, prepaid and put into the post.

68.2. Any notice or document not sent by post but left at a registered address or address for service in the United Kingdom shall be deemed to have been served or delivered on the day it was so left.

68.3. Where notice is given by way of newspaper advertisement, such notice shall be deemed to have been duly served on each member or person entitled to receive it at noon on the day when the advertisement appears.

68.4. An Ordinary 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 requisite, of the purposes for which the meeting was convened.

69. RECORD DATE FOR SERVICE

69.1. Any notice or other document may be served or delivered by the Association by reference to the register as it stands at the close of business on such day as the Council shall determine not being more than twenty-one days before the date of the despatch of the notice. No change in the register after that time shall invalidate that service or delivery.

70. RIGHT TO SUSPEND POSTING OF NOTICES, ETC.

70.1. If on two consecutive occasions notices or other documents have been sent through the post to any Member at his registered address or his address for the service of notices but have been returned undelivered, such a Member shall not from then on be entitled to receive notices or other documents from the Association until he shall have communicated with the Association and supplied in writing a new registered address or address within the United Kingdom for the service of notices.

DESTRUCTION OF DOCUMENTS

71. DESTRUCTION OF DOCUMENTS

71.1. The Council may authorise or arrange the destruction at any time after the expiration of two years from the date of recording them all notifications of change of address.

71.2. It shall conclusively be presumed in favour of the Association that every document mentioned in paragraph 71.1 above so destroyed was a valid and effective document in accordance with the particulars of it recorded in the books and records of the Association.

71.3. Nothing in this Article shall be construed as imposing on the Association or the Council any liability in respect of the destruction of any document earlier than as stated in paragraph 71.1 above or in any other circumstances in which liability would not attach to the Association or the Council in the absence of this Article.

71.4. References in this Article to the destruction of any document include references to its disposal in any manner.

INDEMNITY

72. INDEMNITY OF OFFICERS

72.1. Subject to the provisions of and to the extent permitted by the Statutes, but without prejudice to any indemnity to which a Council Member may otherwise be entitled, every Council Member or other officer of the Association shall be indemnified out of the assets of the Association against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office including (but without limitation) any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the

affairs of the Association or from liability to pay any amount in respect of shares acquired by a nominee of the Association.

WINDING-UP

73. WINDING-UP

73.1. The provisions of Clauses 6 and 7 of the Memorandum relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.