

THE COMPANIES ACTS, 1862 TO 2006

COMPANY LIMITED BY GUARANTEE

MEMORANDUM
(as amended)

AND

ARTICLES OF ASSOCIATION
(adopted on the 17th June 2009)

OF THE

ROYAL ASSOCIATION OF BRITISH DAIRY FARMERS
(Formerly The British Dairy Farmers' Association)
Name changed on 17th November 1960

Incorporated under Licence of the Board of Trade
On the 1st October 1879



Charity No. 213782, a Company limited by guarantee and registered in London under No
13393

THE COMPANIES ACTS, 1862 TO 2006

MEMORANDUM OF ASSOCIATION
(as amended)

OF THE

ROYAL ASSOCIATION OF
BRITISH DAIRY FARMERS

1. The name of the Society is "THE ROYAL ASSOCIATION OF BRITISH DAIRY FARMERS"
2. The Registered Office of the Society will be situate in England
3. The objects for which the Society is established are.-
 - a To encourage the development of a successful and sustainable dairy farming sector in the UK and to do all such further acts and things as shall be conducive to its interests *
 - b To further the above objects by continuing the issue of the publication called The Journal of the British Dairy Farmers' Association, under its present or any other name, and either in its present form and according to the present system as to entries and advertisements therein, or otherwise, or with any alterations of form or system that may be or be deemed conducive to the above objects, and for that purpose to acquire the copyright and absolute property in the said publication, and the unsold stock thereof, and sundry documents relating thereto or connected therewith.
 - c To further the same objects by acquiring and either continuing (with or without any kind of modification) or suspending the issue of any other publication dealing with or bearing upon such subjects
 - d To receive subscriptions of annual and life members, and donations from honorary members and others, and payments for copies of the publications of the Society, and for the entries and advertisements in any such publications, and for any other services rendered by the Society.
 - e To purchase, hire, take on lease, and acquire for the purposes of the Society, any lands, tenements, hereditaments and chattels, and to sell, let and dispose of the same.
 - f To organise and hold Dairy and other Shows, at such times and places as may be thought fit

* Clause 3a was amended pursuant to a special resolution passed on the 29th day of June 2011

- g To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit
- h. To make and frame Rules, Regulations, and Bye-laws for the government of the Society, and to do all other things incidental or conducive to the attainment of the above objects, or any of them
- i To invest the monies of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

PROVIDED that

- (i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
 - (ii) The Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Society would make it a Trade Union.
 - (iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated
- 4[†] The income and property of the Society, from whatever source derived, shall be applied solely towards the promotion and furtherance of the objects of the Society as set forth in this Memorandum of Association, and no part thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Society or any of them, or to any person claiming through any of them, provided that nothing herein shall prevent the payment in good faith of remuneration to any Secretary, Editor, Officer, Clerk, or Servant of the Society, or to any member of the Society, or other person, in return for any services actually rendered to the Society, or prevent the borrowing of

[†] Clause 4 was amended by way of Special Resolutions passed on the 3rd June 1999 and the 11th July, 2001

money by the Society from any member thereof under any power of borrowing, at any rate of interest not exceeding Five Pounds per cent per annum, or prevent the Society from payment in good faith of any premium in respect of any insurance to cover the liability of the trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company, provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard as to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the trustees in their capacity as trustees of the Society

Subject to the prior formal approval of the Charity Commission nothing in this document shall prevent any payment in good faith by the Company to any director for services undertaken in the administration of the Company

Provided that

- (a) a director withdraws from any meeting whilst his or her remuneration is being discussed, and
 - (b) at no time shall a majority of directors benefit under this provision
5. The fourth paragraph of this Memorandum is a condition on which a Licence is granted by the Board of Trade to the Society in pursuance of Section 23 of the Companies Act, 1867 For the purpose of preventing any evasion of the terms of the said fourth paragraph the Board of Trade may, from time to time, on the application of any Member of the Society, impose further conditions, which shall be duly observed by the Society
- 6 If the Society act in contravention of the fourth paragraph of this Memorandum, or of any such further conditions, the liability of every Member of the Society shall be unlimited, and the liability of every Member who has received any such dividend, bonus, or other profit as aforesaid, shall likewise be unlimited
7. Every Member of the Society undertakes to contribute to the assets of the Society in the event of the same 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 Society contracted before the time at which he ceases to be a Member, and 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 Five Pounds, or, in case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.
- 8 If upon the winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, to be determined by the Members of the Society 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

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Society in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

AUGUSTUS VOELCKER, 11 Salisbury Square, Fleet Street, E C and 39, Argyle Road, Kensington, W., Consulting Chemist and Professor of Chemistry

THOS NUTTALL, Manor House, Beeby, Leicestershire, Dairy Farmer

A TISDALL, Melbury Road, Kensington, W., Dairy Farmer

GARRETT TAYLOR, Trowse House, Norwich, Land Agent and Farmer

WALTER FREEMAN, The Limes, South Fields, Wandsworth, Gentleman

EDMUND CHAS TISDALL, Holland Park Farm, W , Dairy Farmer

H. S HOLMES PEGLER, Darnhills, Radlett, Herts., Farmer

GILBERT MURRAY, Elvaston, Derby, Land Agent.

HENRY TAIT, Windsor, Land Steward

JOHN WELFORD, 4 Warwick Place, Paddington, Dairy Farmer

ROBT. DALE, Winchmore Hill, N., Gentleman

Dated this 5th day of August 1879

Witness to the above Signature:-

FRED MORRISON,
446, West Strand,
Secretary of the National Chamber of Trade

The Companies Acts 1985 to 2006
Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF THE
ROYAL ASSOCIATION OF BRITISH DAIRY FARMERS
(Adopted by way of a Special Resolution passed on 17th June 2009)

INTERPRETATION

1. In these articles

“the Acts” means the Companies Act 1985 and the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force,

“Affiliated Society” means a society or association which is affiliated to the Association in accordance with the Bye-laws of the Association for the time being in force,

“the Articles” means these Articles of Association,

“The Association” means the company intended to be regulated by these articles as described above,

“Chairman’s Management Committee” means the Chairman’s Management Committee of the Council more particularly referred to in Article 59 below;

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

“Corporation” means a company incorporated under the Acts and a body corporate incorporated in any other manner,

“The Council” means the Council of Management for the time being of the Association.

“The Memorandum” means the memorandum of association of the Association

“Month” means a calendar month

“office” means the registered office of the Association

“the seal” means the common seal of the Association if it has one,

“Secretary” means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary,

“the Trustees” means the members of the Council of Management of the Association (and “trustee” has a corresponding meaning);

“the United Kingdom” means Great Britain and Northern Ireland,

Words incorporating the masculine gender only shall include the feminine gender, and words importing the singular number only shall include the plural number, and vice versa

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Acts

- 2 The Association is established for the purposes expressed in the Memorandum

MEMBERS

- 3 The members of the Association at the date of adoption of these Articles and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 38 shall be members of the Association. No person shall be admitted a member of the Association unless his application for membership is approved or ratified by the Council
- 4 Members of the Association shall be –
 - (a) *Ordinary Members, or*
 - (b) *Life members, or*
 - (c) *Governors, or*
 - (d) *Life Governors, or*
 - (e) *Honorary Life Members, or*
 - (f) *Honorary Life Governors, or*
 - (g) *Corporate Members, or*
 - (h) *Associate Members, or*
 - (i) *Young Members (18 years or over but less than 27 years of age)*

No further Governors or Life Governors shall be appointed after the date of adoption of this Article

Associate Membership shall be granted to such persons and for such periods as the Council may from time to time determine. An Associate Member may not be a member of the Council

Members who are Governors, Life Governors, Ordinary Members, Young Members, Life Members or Associate Members may, subject to informing the secretary in writing and to the secretary being satisfied that any restrictions and terms of membership will be complied with, transfer from one of these classes of membership to another.

- 5
 - a No firm or other unincorporated association may as such become a member of the Association, but if any such firm or other unincorporated association should desire to obtain the advantages of membership, it shall in writing nominate one of its members to act as its representative, apply in its name for membership and

sign the application form as its representative and exercise the rights of membership on its behalf

- b. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member, and, subject to the consent of the Council, nominate another representative in his place. Upon receipt by the Council of any such written revocation such member shall *ipso facto* cease to be a member of the Association or act or be entitled or recognised as a representative of such firm or association, and any person nominated in his place, shall, if duly approved by the Council, become a member of the Association as the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.
- c. Any change in the constitution or nature of a firm or incorporated association or in the status of its representative shall be immediately notified in writing to the Council, which if it does not approve such change shall be entitled to give notice in writing to the representative representing such firm or association to terminate its membership.

6

- a. Subject as hereinafter provided the rights, privileges and rates of subscription (if any) payable by the members of the Association shall from time to time be set out in the Bye-laws of the Association provided that any alteration to the Bye-laws relating to rates of subscription shall not be effective unless and until confirmed by the Members in General Meeting.
- b. Honorary Life Governors and Honorary Life Members shall not be required to pay any subscription.

7 Any member may at any time resign from the Association by written notice to take effect on the earlier of the date stated in the letter or the expiry of his current paid subscription period.

8 The rights and privileges of members shall be personal to themselves and shall not be transferable or transmissible, either by their own acts or by operation of law, and shall as regards each member cease forthwith upon his death, resignation or removal from the Association.

9 Any member who shall be in serious or frequent breach of these Articles or of any Bye-laws, rules, regulations or conditions of the Association or shall be guilty of conduct which in the opinion of the Council is detrimental to the Association, may be removed from the Association by a resolution passed by a majority of not less than two-thirds of such members of the Council as vote at a Meeting of the Council of which not less than fourteen days' previous notice specifying the intention to propose such resolution shall have been sent to the offending member, who shall be entitled to be heard in his defence.

GENERAL MEETINGS

- 10 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 11 The Council may call General Meetings and, on the requisition of members pursuant to the provisions of the Acts, shall forthwith proceed to convene a General Meeting for a date not later than seven weeks after receipt of the requisition. General meetings may be subject to such reasonable security conditions as the Council shall decide,

NOTICE OF GENERAL MEETINGS

12. A General Meeting shall be called by at least fourteen clear days notice but may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 percent of the total voting rights at the meeting of all the members

The notice shall specify the time, date and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such

The notice shall be given to all the members and to the trustees and auditors

- 13 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting. Associate members shall not be entitled to receive notice of or attend and vote at general meetings.

PROCEEDINGS AT GENERAL MEETINGS

- 14 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be twelve members personally present.
- 15 If within one hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the chairman of the meeting shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum
16. With the consent of any meeting at which a quorum is present, the chairman of the meeting may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. 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

- 17 The President, or failing him, the Deputy President, if any, shall preside at every General Meeting but if neither the President nor Deputy President shall be present at the time appointed for holding the Meeting or if for any other reason neither of them shall be able or willing to preside, the Chairman of the Council shall be chosen to preside or in his absence the members shall choose a member of the Council to preside and in the absence of any member of the Council able and willing to preside then one of the members of the Association present at the Meeting shall be chosen to preside
- 18 At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be required by the Chairman of the meeting or demanded by at least five members present in person and entitled to vote
- 19 Unless a poll is duly demanded a declaration by the Chairman of the meeting that a resolution has been carried, 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 minute book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour or against such resolution
- 20 If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 21 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment
- 22 In the case of an equality of votes, either on a show of hands or at the poll, the Chairman of the meeting shall be entitled to a further or casting vote
- 23 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

VOTES OF MEMBERS

- 24 Save as stated in Article 22, every member other than an Associate Member shall have one vote on a show of hands or a poll
- 25 Save as herein expressly provided, no person other than a member duly registered, and who (if a Governor or an Ordinary Member) shall not be more than four months in arrears in payment of his subscription to the Association, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, at any General Meeting
- 26 Votes on a poll may be given either personally or by proxy Except in the case of a corporation no person shall act as a proxy who is not entitled to be present and vote in

his own right A corporation may vote by its duly authorised representative appointed in accordance with section 323 of the Companies Act 2006

- 27 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf
- 28 The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Office at least forty-eight hours before the time appointed for holding the meeting at which the person named in such instrument proposed to vote, otherwise the person so named shall not be entitled to vote in respect thereof No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution
- 29 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the Office one hour at least before the time fixed for holding the meeting at which the proxy is used
30. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances admit -

“THE ROYAL ASSOCIATION OF BRITISH DAIRY FARMERS”

“I, of, a member of THE ROYAL ASSOCIATION OF BRITISH DAIRY FARMERS, hereby appoint the Chairman of the Meeting, OR, another member of the Association, to vote for me and on my behalf at the [Annual][strike out if not applicable] General Meeting of the Association to be held on the . . . day of .. and at every adjournment thereof ”

“As witness my hand this day of, ”

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

“THE ROYAL ASSOCIATION OF BRITISH DAIRY FARMERS”

“I, of, a member of THE ROYAL ASSOCIATION OF BRITISH DAIRY FARMERS, hereby appoint the Chairman of the Meeting . . ., OR . . ., another member of the Association, to vote for me and on my behalf at the [Annual][strike out if not applicable] General Meeting of the Association to be held on the . . . day of and at every adjournment thereof. For resolution No ... This form is to be used in favour of / against the resolution [strike out whichever is inapplicable] ”

"As witness my hand this . . . day of . . . , "

PRESIDENT, DEPUTY PRESIDENT AND VICE-PRESIDENTS

- 31 The Annual General Meeting of the Association shall elect a President and may elect a Deputy President and Vice-Presidents, none of whom shall be a corporation and all of whom shall hold office until the termination of the Annual General Meeting next following
- 32 If and whenever a President, Deputy President or Vice-President shall die or resign, or cease to hold office, before the expiration of his term of office, the Council may appoint another President, Deputy President or Vice-President in his place for the remainder of the term for which the President, Deputy President or Vice-President so dying or resigning would, but for such death or resignation have held the office
- 33 A President, Deputy President or Vice-President ceasing to be a member of the Association shall forthwith cease to be President, Deputy President or Vice-President, as the case may be

COUNCIL OF MANAGEMENT

- 34 The Council shall consist of the following persons who shall be trustees for the purposes of the Charities Acts -
 - a The President (on an ex-officio basis);
 - b. The Chairman (on an ex officio basis) who shall be elected in accordance with Article 55
 - c Twelve members elected by the Association as hereinafter provided, and
 - d Up to three members co-opted by a resolution of the Council to be additional members of the Council and if necessary by such co-option to ensure that at least three members of the Council shall be active or retired dairy farmers or engaged in or retired from working in or control of a dairy farming business A person so co-opted shall hold office until the close of the Annual General Meeting next following
- 35 The Council may, subject to Article 36, from time to time and at any time appoint any member of the Association as a member of the Council, to fill a casual vacancy amongst the elected members Any member so appointed shall retain his office for the duration of the term of office of the Council member in whose place he has been appointed
- 36 No person who is not a member of the Association nor any member of the Association being a corporation shall be eligible to hold office as a member of the Council provided always that the foregoing provisions of this Article shall not apply to persons or members representing corporations who were members of the Council at the date of adoption of this Article

POWERS OF THE COUNCIL

- 37 Subject to the provisions of the Acts, the Memorandum and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the Council which may exercise all the powers of the Association. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given.
38. Without prejudice to the generality of the last preceding Article hereof, it is expressly declared that the Council may exercise the following powers, that is to say -
- a They may from time to time make, rescind and amend such Bye-laws, rules, regulations and conditions of the Association (not being inconsistent with these Articles, or such as may only lawfully be made by Special Resolution) as they may in their absolute discretion think fit, and in particular (but without prejudice to the generality of the foregoing) they may make, rescind and amend Bye-laws and regulations governing and relating to the admission of members, the rights, privileges and advantages to be enjoyed by members, any restrictions or terms relating to members and also categories or members, the period and duration of the financial year of the Association, the dates on which subscriptions by members become due and (subject to confirmation by members in General Meeting as provided in Article 6) the rates of subscription payable by members, the constitution, functions and powers of any committee of the Council, the holding of meetings of the Council and of any committees thereof, the affiliation to the Association of any Societies or Associations and the terms thereof (but so that not more than eighteen Societies and Associations shall at any one time be affiliated to the Association), and any other matter or thing relating to the Association and its affairs which the Council may think fit.
 - b. They may admit persons as Young Members or Ordinary Members of the Association during part of the current financial year of the Association on the footing that only one subscription shall be payable by such persons in respect of the balance of such financial year and the whole of the financial year of the Association next following.
- 39 No resolution of the Council shall be amended or rescinded at a subsequent meeting of the Council unless notice of the intention of a member of the Council to propose such amendment or rescission shall have appeared on the agenda for that meeting, and unless the Resolution amending or rescinding the former Resolution is passed by a majority of two thirds of the members of the Council present at the meeting
- 40 The continuing members of Council may act notwithstanding any vacancy in their body, provided that if their number be reduced below ten, such members may act only for the purpose of filling vacancies or convening a General Meeting
41. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Council

and the Chief Executive or Secretary or such other person as the Council may appoint, and the said members and the Chief Executive or Secretary or other person as aforesaid, shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person *bona fide* dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

- 42 Cheques on the Association's bankers and any other documents so determined by the Council, shall, unless otherwise from time to time resolved upon by the council, be signed by the Chief Executive or Secretary together with the Chairman except for cheques for amounts not exceeding such a sum as shall from time to time be agreed by the Council which may be signed by the Chief Executive or Secretary together with the Finance Manager. The Association's banking account shall be kept with such banker or bankers as the Council shall from time to time determine

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 43 The office of a member of the Council shall be vacated -
- a If any member of the Council is absent from three consecutive meetings of the Council then that member may be requested in writing by the Chairman to provide a written explanation for and, if appropriate, evidence justifying that absence. In the event that a satisfactory explanation shall not be received by the Council within 14 days of the Chairman's request, the Council may by resolution in writing signed by at least three-quarters of the members of the Council for the time being take such action against the member as it thinks fit, which action may include the suspension or termination of the member's appointment
 - b If he is found lunatic or become of unsound mind
 - c If he ceases to be a member of the Association.
 - d If by notice in writing to the Association he resigns his office.
 - e If he ceases to hold office by virtue of any provision of the Acts

ROTATION OF MEMBERS OF THE COUNCIL

- 44 On 31st December in all years one quarter of the members of the Council elected by the Association for the time being, or if their number is not a multiple of four, then the number nearest to but not exceeding one-quarter, shall retire from office
- 45 The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment
- 46 The Association shall fill up the vacated office of each member of the Council so retiring or any casual vacancy which has not been filled by the Council under Article 35 by electing a person thereto by means of a vote taken by voting papers. The persons elected

by such vote shall be deemed to be elected at 1st January next following the taking of such vote Associate Members shall not be entitled to vote in an election of members of the Council

- 47 The Council shall each year prepare a list of members of the Council due to retire on the 31st December in that year. A copy of such list and a form of notice of intention to propose any persons for election to the Council shall be served upon each member other than Associate Members not later than 31st August of that year.
- 48 No person other than retiring members of the Council shall be eligible for election to the Council in any year unless there shall have been received by the Secretary on or before a date to be specified in either the list or form of notice referred to in Article 47 notice in writing signed by two members proposing and seconding such person for election and also a notice in writing signed by such person of his willingness to be elected Candidates for election who are retiring members of the Council shall be required to complete a nomination form to signify their willingness to stand for re-election in such form as may be required by the Council
49. A member may either propose or second not more than one person for election to the Council in any year. An Associate Member shall not be entitled to propose or second any person for election to the Council
- 50 By not later than 30th September in each year a voting paper shall be served upon each member other than Associate Members setting out the vacancies on the Council to be filled and the names of the members duly nominated to fill these vacancies A member desiring to vote shall indicate on his voting paper the candidates of his choice in such manner as shall be indicated by the instructions accompanying such voting paper and shall return it duly signed so as to reach the Secretary by not later than 31st October in that year, and no voting paper shall be effective unless received by the Secretary properly completed and signed within the time hereinbefore specified, the Member by then having paid his subscription for that year
- 51 The Secretary shall submit the voting papers to two scrutineers who shall count the votes cast in favour of each candidate for election to the Council in each year and report the result of the election to the Secretary who shall announce the result of the election at the next meeting of the Council following the election As soon as such announcement has been made a list specifying the names of the candidates duly elected shall be exhibited at the Office for not less than 28 days.
- 52 In addition and without prejudice to the provisions of sections 168 and 169 of the Companies Act 2006 the Association may by special resolution remove any elected member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

PROCEEDINGS OF THE COUNCIL

53. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, six shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
54. On the request of six members of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent abroad shall not be entitled to notice of a meeting.
55. The first business of the first meeting of the Council in each year shall be the nomination and election by secret ballot of the Chairman and Vice-chairman and of the Honorary Treasurer who do not need to be elected Council members.
56. The Chairman, or failing him the Vice-chairman, shall act as Chairman at all meetings of the Council at which he is present. If neither the Chairman nor the Vice-chairman is present at the time appointed for holding a meeting, the members of the Council present shall choose one of their number to be Chairman of the meeting.
57. A meeting of the members of the Council for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
58. The Council may delegate any of its powers (other than the powers of appointing members of the Council and of removing members of the Association) to committees consisting of such member or members of the Council as they think fit, and any committees so formed shall conform to any regulations imposed on them by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.
59. The committees appointed by the Council shall include a chairman's Management Committee chaired by the Chairman which shall carry out such functions as are assigned to it by the Council of Management. The Chief Executive shall report to the Chairman's Management Committee which shall consist of the Chairman, Vice-chairman, Honorary Treasurer and others as Council may deem appropriate.
60. The Chairman and Vice-chairman shall be ex-officio members of every committee.
61. All acts *bona fide* done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding 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 Council.

- 62 The Council shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated save in the case of manifest error
63. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council shall be as valid and effectual as if it had been passed at a Meeting of the Council or of such committee duly convened and constituted
- 64 Subject to any contrary provisions contained in these Articles and the Charities Act 1993, the Council may, in accordance with the requirements set out in Articles 64 to 69 (inclusive), authorise any matter proposed to them by any member of the Council which would, if not authorised, involve a member of the Council breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ('Conflict')
65. Any authorisation under this Article will be effective only if.
- a the matter in question shall have been proposed by any member of the Council for consideration at a meeting of the Council in the same way that any other matter may be proposed to the Council under the provisions of these Articles or in such other manner as the Council may determine,
 - b any requirement as to the quorum at the meeting of the Council at which the matter is considered is met without counting the member of the Council in question, and
 - c the matter was agreed to without his voting or would have been agreed to if his vote had not been counted
- 66 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):
- a extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised,
 - b be subject to such terms and for such duration, or impose such limits or conditions as the Council may determine,
 - c. be terminated or varied by the Council at any time

This will not affect anything done by the member of the Council prior to such termination or variation in accordance with the terms of the authorisation

- 67 In authorising a Conflict the Council may decide (whether at the time of giving the authorisation or subsequently) that if a member of the Council has obtained any information through his involvement in the Conflict otherwise than as a member of the

Council of the Association and in respect of which he owes a duty of confidentiality to another person the member of the Council is under no obligation to

- a disclose such information to the Council or to any member of the Council or other officer or employee of the Association;
- b. use or apply any such information in performing his duties as a member of the Council,

where to do so would amount to a breach of that confidence

68 Where the Council authorises a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the member of the Council

- a is excluded from discussions (whether at meetings of the Council or otherwise) related to the Conflict,
- b is not given any documents or other information relating to the Conflict;
- c may or may not vote (or may or may not be counted in the quorum) at any future meeting of the Council in relation to any resolution relating to the Conflict

69 Where the Council authorises a Conflict

- a the member of the Council will be obliged to conduct himself in accordance with any terms imposed by the Council in relation to the Conflict,
- b the member of the Council will not infringe any duty he owes to the Association by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Council impose in respect of its authorisation

70 A member of the Council is not required, by reason of being a member of the Council (or because of the fiduciary relationship established by reason of being a member of the Council), to account to the Association for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Council or by the Association in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

ACCOUNTS AND AUDIT

71 The Council shall be responsible for ensuring that the Association keeps proper books of accounts and prepares annual accounts and appoints and regulates auditors in accordance with the provisions of Parts 15 and 16 of the Companies Act 2006

72 The members of the Council in their position as Trustees shall comply with their obligations under the Charities Acts with regard to the preparation of annual reports and returns and their transmission to the Charity Commissioners

NOTICES

73 The Association can deliver a notice or other document to a member.

- a. by delivering it by hand to the address recorded for the member in the Register of members,
- b. by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the member in the Register of Members,
- c. by fax (except for share certificates) to a fax number notified by the member in writing,
- d. by electronic mail (except a share certificate) to an address notified by the member in writing, or
- e. by a website (except a share certificate) the address of which shall be notified to the member in writing

74 Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Acts, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association

75 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- a. 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- b. two clear days after being sent by first class post to that address,
- c. three clear days after being sent by second class or overseas post to that address,
- d. at the time it was sent, if notice is being sent by fax;
- e. at the time it was sent, if notice is being sent by electronic mail,
- f. at the time when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website, if notice is sent by a website;
- g. on being handed to the member (or, in the case of a member organisation, its authorised representative) personally, or, if earlier,

- h. as soon as the member acknowledges actual receipt .
- 76 A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called
77. Articles 73 to 76 do not affect any provision in any relevant legislation or any other provision in these Articles requiring notices or documents to be delivered in a particular way

INDEMNITY AND INSURANCE

- 78
- a Subject to the provisions of the Acts every trustee or other officer or auditor 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 exercise of his powers including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of liability 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
- b Subject to the provisions of and so far as may be permitted by the Association, the Trustees may purchase and maintain insurance at the expense of the Association for the benefit of any person who is or was at any time a trustee or other officer, employee or auditor of the Association ,against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Association but such insurance shall not cover losses arising from any act or omission of a trustee which the trustee knows to be a breach of trust or breach of duty or which was committed by the trustee in reckless disregard of whether it was a breach of trust or a breach of duty or not

DISSOLUTION

- 79 Clause 8 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles