

## **NOTICE OF SPECIAL RESOLUTION**

OF

### **THE NATIONAL FEDERATION OF PROPERTY PROFESSIONALS (company number 897907)**

**PASSED ON 16<sup>th</sup> June 2017**

**NOTICE** is hereby given that on 16<sup>th</sup> June 2017 a special resolution of the Company was passed in the following terms:

(A) That the existing Articles 33, 34 and 35 shall be deleted and replaced with new Articles 33, 34 and 35 as set out below.

33.1 An Executive Chairman shall be appointed by the Board for a term of up to three years (renewable for one or more further periods of up to three years) on such terms as the Board shall decide.

33.2 With effect from the conclusion of the Annual General Meeting in 2018, the Board of the Federation shall comprise:

33.2.1 the Executive Chairman;

33.2.2 Three Members of the Estate Agents' Division and three Members of the Residential Lettings' Division appointed in accordance with Article 33.3; and

33.2.3 Two others who shall not be Members who shall each be appointed by the Board for a term of up to four years (renewable for one or more further periods of up to four years) on such terms as the Board shall decide.

33.3 The Directors referred to in Article 33.2.2 shall:

33.3.1 be elected from within their number by the Estate Agents' Division and the Residential Lettings' Division respectively in such manner as shall be prescribed by the Board from time to time.

33.3.2 hold office for a term of four years at the expiry of which such Director shall retire but shall (unless he has already served two consecutive terms) be available for re-election for one further term of four years.

33.4 With effect from the conclusion of the Annual General Meeting in 2018, the President of the Estate Agents' Division and the President of the Residential Lettings' Division shall be entitled to attend meetings of the Board but shall not be entitled to vote nor to speak unless invited to do so by the chairman of the meeting.

33.5 With effect from the adoption of this Article 33.5, the Board shall have the power to co-opt one or two more Directors to the Board on such terms (including as to voting) and for such period as the Board shall from time to time decide.

34. With effect from the conclusion of the Annual General Meeting in 2017, the Board shall comprise:

34.1 the Executive Chairman;

34.2 the President and President Elect of the Estate Agents' Division and the President and President Elect of the Residential Lettings' Division; and

34.3 all other Directors holding such office at the start of such Annual General Meeting other than the two due to retire by rotation in 2017.

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35 At the conclusion of the Annual General Meetings in each of 2018, 2019 and 2020 two Directors comprising one elected Member of the Estate Agents' Division and one elected Member of the Residential Lettings' Division, being the then longest serving elected Directors from each such Division, shall retire by rotation but shall be eligible for re-election.


(B) That clause 4 of the Memorandum of Association of the Company be amended by adding the words "or the Directors appointed under Article 33.2.3" before the words "or the Executive Chairman" in the eleventh line of the second paragraph.

(C) That the words "In respect of a Director elected under Article 33.2.2," shall be added at the beginning of each of Articles 37.1 and 38.7.1.

(D) That the words "elected under Article 33.2.2" shall be added after the words "The Directors" at the beginning of Article 40.

(E) That the second sentence of Article 47 shall be amended to read "Four Directors (one of whom shall be a Director appointed under Article 33.2.3) shall be a quorum."

(F) That the wording of Article 49 be deleted and replaced with "The Executive Chairman shall act as Chairman of all meetings of the Board but if the Executive Chairman is not present within fifteen minutes of the time appointed for the holding of the meeting the Directors then present shall appoint an acting Chairman to preside over the meeting."

  
Chairman  
*C. J. HAMBLE*  
*5 July 2017*

**The National Federation of Property Professionals**

Company number 897907

**Memorandum and  
Articles of Association**

**Arbon House, 6 Tournament Court, Edgehill Drive, Warwick, CV34 6LG  
Tel: (01926) 496800**

June 2017

*The Companies Act 2006*

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**Memorandum of Association**  
**OF**  
**The National Federation of Property Professionals**  
**(Amended by Special Resolution on 16<sup>th</sup> June 2017)**

1. The name of the Company (hereinafter called 'the Federation') is 'THE NATIONAL FEDERATION OF PROPERTY PROFESSIONALS'
2. The Registered Office of the Association will be situated in England.
3. The objects for which the Association is established are:-
  - (a) To carry on and conduct the functions of a representative and organisational body for property professionals in the United Kingdom.
  - (b) To promote unity and understanding among estate agents and other property professionals, and to protect the general public against fraud, misrepresentation and malpractice and (without prejudice to the generality of the foregoing) to that end:-
    - (i) to make such rules and regulations as the Federation shall think fit to govern the conduct of its members and to provide for sanctions in the event of their infringement;
    - (ii) to set up such disciplinary procedure as the Federation shall think fit for the investigation of alleged breaches of such rules and regulations, for the imposition of sanctions, where appropriate, and for the hearing and final disposal of appeals by a member against any finding that they have committed a breach of such rules and regulations and/or against any sanction imposed in respect of such breach;
    - (iii) if the Federation shall think fit, to make provision for the establishment of either a Bonding Scheme or a Deposit Guarantee Scheme to which those members of the Federation to whom the scheme is intended to apply shall be obliged to belong and contribute financially.
  - (c) To safeguard its membership and the public against restrictive practices within the profession

- (d) To encourage a high ethical standard of competitive practice combined with commercial experience.
- (e) To provide an organisation for land, estate and lettings agents and managers, surveyors, auctioneers and valuers and other property professionals for the protection of their collective interests.
- (f) To do such things as may be necessary or expedient to sustain or raise the status of property professionals and particularly of members of the Federation as such.
- (g) To promote the study of the theory and practice of property professionals and to establish and/or provide facilities for the holding of classes or examinations (either under the jurisdiction of the Federation or that of any college appointed by the Federation) and for the award of medals, scholarships, certificates, diplomas and related designatory letters.
- (h) To promote and provide opportunities for professional and social intercourse among members of the Federation, to encourage and promote the delivery of lectures and reading and discussion of papers relative to members' practices and their interests.
- (i) To prepare and issue a journal(s) for distribution among the members of the Federation and to print, publish, issue, circulate and sell such papers, periodicals, books, statistics, lectures, circulars and other literary works as may seem conducive to the attainment of the objects of the Federation and to acquire and manage a library of such works and to buy, sell, lend or exchange such works.
- (j) To lend or make grants of money, books or apparatus for the training of candidates for the examinations of or membership of the Federation and for the promotion of research in connection with the practice of property professionals.
- (k) To erect, maintain, alter or repair any library, lecture-hall, offices or other buildings or accommodation or any part of the same which may be required for the purposes of the Federation and to manage the same and to provide the same with all proper and necessary fixtures, furniture, fittings, apparatus, appliances, books, conveniences and accommodation.
- (l) To amalgamate or combine or act temporarily or otherwise in conjunction with any other body or bodies, institution or institutions having similar objects to those of the Federation.
- (m) To accept legacies and gifts of money and apply the same to the objects of the Federation or any of them.
- (n) To establish, undertake, superintend or administer any charitable or benevolent fund from whence donations or advances may be made to assist necessitous Members and the widows and children of and/or other persons dependent on, deceased Members or other deserving persons (whether Members or not) who may be or may have been connected with the profession; and (subject to the provisions of Clause 4 of this Memorandum) to make any contribution out of the surplus assets or income of the Federation from time to time to any such benevolent fund or funds and to establish and support and aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Federation or calculated to further its objects.

- (o) To apply for, promote, petition for or otherwise support any Act of Parliament, Royal Charter or other measures for the purpose of attaining the above objects or any of them.
- (p) To petition Parliament and/or take whatever measures may be necessary to oppose any proposed legislation which might prejudicially affect the interests or status of land and estate agents and managers, surveyors, auctioneers and valuers and particularly members of the Federation.
- (q) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Federation may think necessary or convenient for the promotion of its objects.
- (r) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Federation as may be thought expedient with a view to the promotion of its objects.
- (s) To undertake and execute any trusts which may be lawfully be undertaken by the Federation and may be conducive to its objects.
- (t) To borrow or raise money for the purpose of the Federation on such terms and on security as may be thought fit and to enter into any guarantee, contract of indemnity or suretyship.
- (u) To invest the moneys of the Federation 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.
- (v) To make, draw, accept, endorse, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (x) To do all or any of the above things as principals, agents, trustees, or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

IT IS HEREBY EXPRESSLY DECLARED that each of the preceding sub-clauses shall be construed independently of and shall in no way be limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

PROVIDED that:

- (i) In case the Federation shall take or hold any property which may be subject to any trusts, the Federation shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (ii) The Federation 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 Federation would make it a Trade Union.

4. The income and property of the Federation whencesoever derived, shall be applied solely towards the promotion of the objects of the Federation as set forth

in the Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of profit, dividend, bonus or otherwise howsoever by way of profit, to the members of the Federation.

Provided that nothing herein shall prevent payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Federation, or to any member of the Federation, in return for services actually rendered to the Federation, nor prevent the payments of grants of money, pensions or allowances to employees or ex-employees of the Federation and the wives, widows, families, dependents or relations of such persons, nor prevent the payment of interest at the rate not exceeding 3% per annum above the Bank of England Base Lending Rate for the time being in force on money lent or reasonable proper rent for premises demised or let by any member to the Federation: but so that no officer of the Federation other than the Secretary (who may also be a Director) or the Directors appointed under Article 33.2.3 or the Executive Chairman shall be appointed to any salaried office of the Federation or any office of the Federation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Federation to any officer other than as aforesaid except payment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Federation; provided that the provision last aforesaid shall not apply to any payment to any company of which an officer may be a member, and in which such officer shall not hold more than one hundredth part of the capital, and such officer shall not be bound to account for any share of profits they may receive in respect of any such payment.

5. The liability of the members is limited.
6. Every member of the Federation undertakes to contribute such amount not exceeding £5 to the assets of the Federation in the event of the same being wound up while they are a member of the Federation or within one year after they cease to be a member as may be required for payment of the debts and liabilities of the Federation contracted before they cease to be a member of the Federation and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
7. If upon the winding up or dissolution of the Federation there remains, after the satisfaction of all its debts any liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Federation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Federation, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Federation under or by virtue of Clause 4 hereof, such institution or institutions to be deemed by the members of the Federation at or before time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

**Articles of Association**  
**OF**  
**The National Federation of Property Professionals**

**(Amended by Special Resolution on 16<sup>th</sup> June 2017)**

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS	MEANINGS
The Statutes	The Companies Act 2006 and every statutory modification or re-enactment thereof for the time being in force.
These presents	These Articles of Association, and the regulations of the Federation from time to time in force.
The Federation	The National Federation of Property Professionals.
The Office	The registered office of the Federation.
The Board	The Board of Directors from time to time
Members Advisory Forum	An Advisory Forum of Members which may be constituted pursuant to Article 32
The Seal	The Common Seal of the Federation.
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month.
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.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in visible form.
Secretary	Any person appointed to perform the duties of the Secretary of the Federation.
Regions	The Regions of the Federation established from time to time by the Board under the power contained in Article 31 hereof.

Divisions	The Divisions of the Federation established from time to time by the Board under power contained in Article 30 hereof.
Divisional Council	A representative body of a Division constituted pursuant to Regulations made under Article 30.
Member	Any Fellow, Honorary Member, Member Associate, Affiliate, Student or Member of such other class or classes of Member as may be determined from time by the Board in accordance with the provisions of Article 3.3 hereof.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, any words or expressions defined in the Statutes in force at the date on which these presents become binding on the Federation shall, if not inconsistent with the subject or context, bear the same meanings in these presents. The Federation is established for the purposes expressed in the Memorandum of Association.

## MEMBERS

2. The number of members of which the Federation is registered is 20,000 but the Board may from time to time increase the number of members.
3. 3.1 Corporate Membership of the Federation shall be open to persons practising as estate agents, commercial or letting agents, surveyors, chattels/plant and machinery valuers and auctioneers and such other categories of professionals as the Board may from time to time prescribe, either by themselves or with others (whether as principals, partners, directors or employees of firms and companies), who accept the aims and objects of the Federation, and agree to be bound by its Memorandum and Articles of Association and by any rules and regulations made by the Federation, the Board, Divisions Committees and Sub-Committees. Where a corporate Member ceases to practise as an estate agent or other such professional referred to above, that in itself shall not be sufficient cause for that Member to be other than a corporate Member.
- 3.2 For the purposes of the preceding paragraph 'estate agent' 'commercial or letting agent' 'surveyor' and 'chattels auctioneer' shall mean a person acting on behalf of a vendor or a purchaser or a lessor or lessee or an owner or lessee or prospective owner or lessee of land in matters directly connected with the sale purchase or letting thereof or acting on behalf of a vendor of chattels in the sale thereof at auction and whose primary business activity consists in acting on behalf of such persons in such matters. The Board shall have the absolute right to determine whether or not a person's primary business activity consists of acting on behalf of such persons in such matters.

- 3.3 Different classes of membership including that of honorary membership and the qualifications of such classes and their respective voting rights shall be prescribed by the Board from time to time with power to vary the classes, qualifications and voting rights thereof.
- 3.4 The Federation reserves the right to refuse membership to or to impose conditions of membership on an applicant for membership of any class and to consider from time to time whether any existing Member continues to meet the current qualifications for membership of that class, or to comply with any conditions of membership imposed and if the Member does not, to notify such Member of that fact in writing. The Federation may also impose conditions of membership on any existing Member or class of membership.
- 3.5 A Corporate Member who has been awarded a Fellowship by the College of Fellows for signal service to the advancement of the Federation shall be entitled to use the word '(Honoured)' after the Member's designatory letters. A Fellow, Member or Associate shall be entitled to use such designatory letters as are from time to time designated by the Board. A Corporate Member who has passed the Federation's examinations shall be entitled to use such designatory letters as are from time to time designated by the Board.

Past Presidents shall be entitled to use such designatory letters as are from time to time designated by the Board.

A Corporate Member who has retired and who has not taken any other trade, profession or calling shall use the abbreviation 'Retd' after the Member's designatory letters.

4. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions herein contained shall be members of the Federation.
5. 5.1 Any person desiring to become a Member of the Federation shall make an application in a form to be approved by the Federation and shall on application pay a processing fee, if the payment thereof is prescribed by the Rules of the Federation for the time being in force, and shall on becoming a Member and on the appropriate day in every year while that person remains a Member, pay an annual subscription and such other sums as the Board may prescribe from time to time. The amounts of such processing fee (if any) and annual subscription respectively shall be prescribed from time to time by the Board and in fixing the amounts they may have regard to such considerations in different classes of cases or individual cases as the Board shall think fit and the amounts may be different as between certain classes and others and/or as between one or more Member or Members.
- 5.2 A Member shall not be entitled to exercise any of the rights or privileges of membership until all moneys and any required documentation due from that person to the Federation upon becoming a Member have been paid and/or produced.

6. The Federation may from time to time at the discretion of the Board levy (in addition to the annual contributions referred to in article 5.1 hereof) special funds in support of the activities (whether at National or Branch level) of the Federation.
7. A Member shall cease to be a Member on the happening of any of the following events:
  - 7.1 If any aspect of the declaration and certification in the Member's application for membership proves to be false.
  - 7.2 If, after investigation, a Member is deemed to have failed to ensure that their personal and professional finances have been managed appropriately.
  - 7.3 *If the Member be required to resign membership as a result of a finding to that effect made under the Federation's disciplinary procedure.*
  - 7.4 On the Member's death.
  - 7.5 If the Member becomes unsound of mind.
  - 7.6 If the subscriptions or any agreed contributions of a Member or any other moneys due from the Member to the Federation shall remain outstanding for more than one month but any such subscriptions, contributions or other moneys shall nevertheless remain a debt due to and recoverable by the Federation.
  - 7.7 If the Member resigns from the Federation by notice in writing sent by post or delivered to the Secretary at the Office of the Federation.
  - 7.8 If the Federation shall notify a Member in writing that the Member no longer continues to meet the current qualifications for membership or a condition for membership imposed on the Member under Article 3.4 hereof.
  - 7.9 If the Federation attaches to the Member's membership special conditions and the Member is in breach of those conditions.
  - 7.10 If the Member fails to maintain any other requirements as may be specified by the Board from time to time in accordance with such criteria as may from time to time be approved by the Board.

Provided always that if a Member shall cease to be a Member in accordance with any one or more of the foregoing provisions, that former Member shall not thereafter be entitled to hold himself out to be a Member of the Federation in any way and if the former Member does so then the Federation may take such action (including legal proceedings) against such former Member as it deems to be necessary and the Federation shall be entitled to publish the facts in any local and/or national newspapers and such other publications as it shall think fit.

A Member who ceases to be a Member for any reason shall not be entitled to a refund of any part of his membership fee.

8. No right or privilege of any Member shall be in any way transferable or transmissible but all such rights and privileges shall cease upon the Member ceasing to be such.

## GENERAL MEETINGS

9. The Federation shall hold a General Meeting in every calendar year as its Annual General Meeting not later than the 30th June in every year at such time and place as may be determined by the Board and shall specify the meeting as such in the notice calling it.
10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
11. The Board may whenever it thinks fit convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Statutes. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, any member of the Board or any one hundred Members of the Federation may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.
12. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both on the day which it is served or deemed to be served and of the day for which it is given), specifying the place, day and hour of meeting, and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Statutes entitled to receive such notices from the Federation; but with the consent of all Members having the right to attend and vote thereat, or of members entitled to at least 95 per cent of the total voting rights in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.
13. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

## PROCEEDINGS AT GENERAL MEETING

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account, and balance sheet, and the reports of the Board and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
15. 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 20 Members present in person or by proxy shall be a quorum.

16. If within half an hour of the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of the 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 Board may determine, 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.
17. The Chairman (if any) of the Federation shall preside as Chairman at every General Meeting, but if there be no such Chairman or if the Chairman shall be absent or unwilling to preside such other person as shall be nominated by the Board shall take the chair.
18. The Chairman may, with the consent of any General Meeting at which a quorum is present, (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty 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.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or upon the declaration of the result of the show of hands) demanded:
  - 19.1 by the Chairman, or
  - 19.2 by at least three Members or
  - 19.3 Members representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting;and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Federation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
20. Subject to the provisions of Article 21, 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 Chairman may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. No poll shall be demanded on the election of a Chairman of a meeting or on any question or adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second 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 the poll has been demanded.

#### VOTES OF MEMBERS

24. Subject as hereinafter provided, on a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
25. Save as herein expressly provided, no Member other than a Member complying with the qualifications laid down by the Federation under Article 3 and duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Federation in respect of the Member's membership, shall be entitled to vote on any matter at any General Meeting.
26. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
27. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual and of which the Board may approve):

I/WE \_\_\_\_\_ of \_\_\_\_\_  
being [a Member] [Members] of the above named Company (Membership  
Number \_\_\_\_\_ ) HEREBY APPOINT  
[The Chairman of the meeting] or  
[ \_\_\_\_\_ of \_\_\_\_\_  
or failing that person \_\_\_\_\_ of \_\_\_\_\_ ]  
as [my] [our] proxy to vote in [my] [our] name[s] and on [my] [our] behalf at the  
Annual/Extraordinary General Meeting of the Company to be held on  
and at any adjournment thereof.  
SIGNED..... on \_\_\_\_\_ (date)

28. Where it is desired to afford Members an opportunity of instructing the proxy how the proxy shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual and of which the Board may approve):

I/WE \_\_\_\_\_ of \_\_\_\_\_

being [a Member] [Members] of the above named Company (Membership Number \_\_\_\_\_ ) HEREBY APPOINT

[The Chairman of the meeting] or

[ \_\_\_\_\_ of \_\_\_\_\_

or failing that person \_\_\_\_\_ of \_\_\_\_\_ ]

as [my] [our] proxy to vote in [my] [our] name[s] and on [my] [our] behalf at the Annual/Extraordinary General Meeting of the Company to be held on \_\_\_\_\_ and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution 1                      \*for      \*against

Resolution 2                      \*for      \*against

\*strike out whichever is not desired.

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

SIGNED..... on \_\_\_\_\_ (date)

29. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified or in some other way approved by the Board shall:

29.1 be deposited at the registered office of the Federation or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Federation in relation to the meeting by 9.00 am on the day before the date for the holding of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

29.2 if the Board so prescribe the deposit referred to in the immediately preceding sub-clause may be sent by way of electronic facsimile or electronic mail to such number or address as may be specified by the Federation in the notice convening the meeting or any form of proxy accompanying the same provided that the decision of any meeting shall not be rendered invalid or open to challenge by virtue of any non-receipt or alleged non-receipt or other irregularity as a result of such method of transmission and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

#### DIVISIONS

30. The Board may constitute such Divisions of the Federation as it may from time to time consider fit and shall make Rules and Regulations from time to time as to

the constitution and regulation of such Divisions and, if currently constituted, the representative Members' Advisory Forum(s) of such Divisions. There shall be a President, President Elect and a Vice President of each Division who shall each hold office for a term of one year. At the end of such term, the President Elect and the Vice President shall automatically become President and President Elect respectively unless good reason is demonstrated to the Board as to why they should not be elevated to that position.

#### BRANCHES

31. The Federation may establish Regions in such places as it may from time to time consider fit and shall make Rules and Regulations from time to time as to their function and proceedings.

#### MEMBERS' ADVISORY FORUMS

32. The Board may allow the establishment one or more Members' Advisory Forums from time to time as it may consider fit and shall make Rules and Regulations from time to time as to the constitution and regulation of such Members' Advisory Forums.

The Members Advisory Forum of any Division shall be entitled to call itself a Regional Representative Forum or other such appropriate title by a majority decision being taken at a properly constituted meeting of such Members Advisory Forum.

#### APPOINTMENT OF DIRECTORS

- 33.1 An Executive Chairman shall be appointed by the Board for a term of up to three years (renewable for one or more further periods of up to three years) on such terms as the Board shall decide.
- 33.2 With effect from the conclusion of the Annual General Meeting in 2018, the Board of the Federation shall comprise:
- 33.2.1 the Executive Chairman;
  - 33.2.2 Three Members of the Estate Agents' Division and three Members of the Residential Lettings' Division appointed in accordance with Article 33.3; and
  - 33.2.3 Two others who shall not be Members who shall each be appointed by the Board for a term of up to four years (renewable for one or more further periods of up to four years) on such terms as the Board shall decide.
- 33.3 The Directors referred to in Article 33.2.2 shall:
- 33.3.1 be elected from within their number by the Estate Agents' Division and the Residential Lettings' Division respectively in such manner as shall be prescribed by the Board from time to time.
  - 33.3.2 hold office for a term of four years at the expiry of which such Director shall retire but shall (unless he has already served two consecutive terms) be available for re-election for one further term of four years.
- 33.4 With effect from the conclusion of the Annual General Meeting in 2018,

the President of the Estate Agents' Division and the President of the Residential Lettings' Division shall be entitled to attend meetings of the Board but shall not be entitled to vote nor to speak unless invited to do so by the chairman of the meeting.

- 33.5 With effect from the adoption of this Article 33.5, the Board shall have the power to co-opt one or two more Directors to the Board on such terms (including as to voting) and for such period as the Board shall from time to time decide.
34. With effect from the conclusion of the Annual General Meeting in 2017, the Board shall comprise:
- 34.1 the Executive Chairman;
  - 34.2 the President and President Elect of the Estate Agents' Division and the President and President Elect of the Residential Lettings' Division; and
  - 34.3 all other Directors holding such office at the start of such Annual General Meeting other than the two due to retire by rotation in 2017.
35. At the conclusion of the Annual General Meetings in each of 2018, 2019 and 2020 two Directors comprising one elected Member of the Estate Agents' Division and one elected Member of the Residential Lettings' Division, being the then longest serving elected Directors from each such Division, shall retire by rotation but shall be eligible for re-election.
36. Subject as aforesaid either the Board or the Members in general meeting by ordinary resolution may appoint a person who is willing to act to be a Director to fill a vacancy and may likewise at any time remove such person from such office. Any person so appointed shall retire from office at the Annual General Meeting next following such person's appointment.

#### ELIGIBILITY, DISQUALIFICATION, SUSPENSION and REMOVAL OF DIRECTORS

37. No person shall be eligible to be or remain a Director:
- 37.1 in respect of a Director elected under Article 33.2.2, unless that person is a Corporate Member of the Federation; or
  - 37.2 if there are already two Directors who are employed by the same company, organisation or legal entity as the Director in question.
38. The office of a Director shall be vacated if:
- 38.1 the Director ceases to be a Director by virtue of any provision of the Statutes or the Director becomes prohibited by law or by these Articles from being a Director, or
  - 38.2 the Director becomes bankrupt or makes any arrangement or composition with the Director's creditors generally; or
  - 38.3 the Director is or may be suffering from mental disorder and either:
    - 38.3.1 the Director is admitted to hospital in pursuance of an application for admission for treatment under any legislation governing Mental Health in force from time to time; or
    - 38.3.2 an Order is made by a Court having jurisdiction (whether in Great Britain or elsewhere) in matters concerning mental disorder or

the Director's detention or for the appointment of a receiver *curator bonis* or other person to exercise powers with respect to the Director's property or affairs; or

- 38.4 the Director resigns office by notice to the Federation; or
- 38.5 the Director shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that the Director's office be vacated; or
- 38.6 the Director owes money to the Federation which remains outstanding for more than sixty days after the date it was due to be paid and the Directors resolve that the Director's office be vacated; or
- 38.7 If either:-
  - 38.7.1 in respect of a Director elected under Article 33.2.2, the Director's primary occupation is not or ceases to be that of a property professional under Article 3.1 either alone or with others (whether as principal, partner, director or employee of a firm or company); or
  - 38.7.2 if any conflict of interest exists or arises (or is likely to arise) between such person and the main objects of the Federation as set out in paragraphs 3(b) to (p) inclusive of the Federation's Memorandum of Federation and a majority of the Board resolves that in such circumstances such person should resign as a Director in which event the Director shall do so within 21 days of the date of such resolution to that effect or (in the absence of such resignation) shall be deemed to have vacated such office at the expiry of such period

39. The Directors shall have the power to suspend any Director from that office on such terms and for such period as they shall think fit (and subsequently to revoke that suspension) if in their discretion they consider it appropriate to do so following:

- 39.1 the commission of any criminal offence by such Director or receipt of a bona fide allegation thereof; or
- 39.2 a breach of any requirement of the Statutes by such Director or receipt of a bona fide allegation thereof; or
- 39.3 a breach of the Federation's rules by such Director or receipt of a bona fide allegation thereof

Any Director so suspended shall not be entitled to attend or vote at any meeting of the Directors nor receive notice of any such meeting during the period of such suspension.

#### REMUNERATION OF DIRECTORS

- 40. The Directors elected under Article 33.2.2 shall not be entitled to any remuneration unless the Members may by ordinary resolution determine save that any Director appointed to an executive position within the Federation shall be entitled to such remuneration as shall be determined by the Board and save that nothing in this Article shall prevent a Director who is also the Secretary from receiving remuneration in respect of that office.

#### DIRECTORS' EXPENSES

41. The Directors may be paid all travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or Committees or General Meetings or otherwise in connection with the discharge of their duties in accordance with such policies in that regard as may be laid down by the Board from time to time
42. The Board shall manage the business of the Federation and may exercise all such powers of the Federation as are not required to be exercised by the Federation in General Meeting by the Statutes or by these Articles, subject nevertheless to the provisions of these Articles and of the Statutes and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Federation in General Meeting. No regulation made by the Federation in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.
43. The members for the time being of the Board may act notwithstanding any vacancy in their body.
44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Federation, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
45. The Board shall cause minutes to be taken and retained:
  - 45.1 of all appointments of directors and secretaries of the Federation;
  - 45.2 of the names of the members of the Board present at each meeting of the Board and any of its Committees or Sub-Committees or of the Divisions;
  - 45.3 of all resolutions and proceedings at all meetings of the Federation and of the Board and of any Committees or Sub-Committees of the Board.

#### SECRETARY

46. The Secretary (who may also be a Director) shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. The Secretary shall be entitled to attend and speak (but not vote) at all meetings of the Board, Committees and Sub-Committees of the Federation.

#### PROCEEDINGS OF THE BOARD

47. The Board shall meet together at least four times in each year for the dispatch of

business adjourn and otherwise regulate their meeting as they think fit. Four Directors (one of whom shall be a Director appointed under Article 33.2.3) 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 Executive Chairman shall have a second or casting vote.

48. Any Director may and at the request of a Director the Secretary shall call a meeting of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
49. The Executive Chairman shall act as Chairman of all meetings of the Board but if the Executive Chairman is not present within fifteen minutes of the time appointed for the holding of the meeting the Directors then present shall appoint an acting Chairman to preside over the meeting.
50. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Federation for the time being vested in the Board generally. If the number of Directors present is less than the number fixed as the quorum the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting.
51. Subject to the provisions of the Statutes and of the Memorandum of Federation and provided that the Director has disclosed to the Board the nature and extent of any material interest of such Director a Director notwithstanding the Director's office:
  - 51.1 may be a party to or interested in any transaction or arrangement with the Federation or in which the Federation is otherwise interested;
  - 51.2 may be a director or other officer of or employed by or party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Federation or in which the Federation is otherwise interested; and
  - 51.3 shall not by reason of such Director's office be accountable to the Federation for any benefit which the Director derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit.
52. For the purposes of Article 51 above:
  - 52.1 a general notice given to the Board that a Director is to be regarded as having an interest in the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that such Director has an interest in any such transaction of the nature and extent so specified; and

- 52.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect such Director to have knowledge shall not be treated as an interest of such Director.
53. 53.1 A Director shall not vote at a meeting of the Board or any committee thereof on any resolution concerning a matter in which the Director has directly or indirectly an interest or duty which is material and which conflicts or may conflict with the interests of the Federation and the Director shall absent himself from the meeting or relevant part of the meeting at which the resolution is being considered.
- For the purposes of this Article an interest of a person who is for any purpose of the Statutes (excluding any statutory modification thereof not in force when this regulation becomes binding on the Federation) deemed to be connected with such Director shall be treated as an interest of such Director.
- 53.2 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which the Director is not entitled to vote.
- 53.3 If a question arises at a meeting of the Board or any committee thereof as to the right of a Director to vote on any resolution the question may before the conclusion of the meeting be referred to the Chairman of the meeting and the Chairman's ruling in relation to any Director other than the Chairman shall be final and conclusive.
54. The Board may appoint:-
- 54.1 a Disciplinary Committee the function of which shall be to hear determine and dispose of (in accordance with the provisions of the Disciplinary Procedure Regulations issued from time to time by the Board) such cases of alleged breaches of the Federation's Rules or Codes of Conduct as may be referred to it;
- and may appoint such other Committees as may be required and shall have power to co-opt any suitable individual (who need not be a member of the Federation) to serve as may be needed.
55. The Board may delegate any of its powers to the Divisions and/or to Committees consisting of such member or members of the Board and Corporate Members of the Federation as it thinks fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. 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 Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. The Board shall have power to co-opt members of the Board and Corporate Members of the Federation to serve on such Committees or otherwise as may be needed and any member of the Board or Corporate Member of the Federation so co-opted to serve on such Committees shall be entitled to vote at meetings of such Committees.
56. All acts bona fide done by any meeting of the Board or of any Committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or

continuance in office 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 or had duly continued in office and was qualified to be a member of the Board.

57. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Federation and of the Board and of Committees of the Board, and all business transacted at such meetings, and any such minutes 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 sufficient evidence without any further proof of the facts therein stated.
58. A resolution in writing signed by all the members for the time being of the Board or of any Committee of the Board who are entitled to receive notice of a meeting of the Board or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such Committee duly convened and constituted.

#### BORROWING

59. The Board may exercise all the powers of the Federation to borrow money and to mortgage or charge its property or any part thereof and to issue or give any security whether outright or as security for any debt liability or obligation of the Federation.

#### RULES

60. The Board shall have power to make, alter or revoke rules ("Rules") for carrying on the business and affairs of the Federation and its members and/or any class or category of member provided always that the Rules from time to time in force shall not be repugnant to the Memorandum of Association or these Articles and that no Rule shall have any validity or effect which would amount to such an alteration of or addition to these Articles as could only legally be made by special resolution of a General Meeting.

#### ACCOUNTS

61. The Board shall cause accounting records to be kept in accordance with the Statutes.
62. The accounting records shall be kept at the Office, or, subject to the Statutes, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors of the Federation.
63. The Board shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounting records of the Federation or any of them shall be open to the inspection of Members not being members of the Board and no Member (not being a member of the Board) shall have any right of inspecting any account or book or document

of the Federation except as conferred by statute or authorised by the Board or by the Federation in General Meeting.

64. At the Annual General Meeting in every year the Board shall lay before the Federation a proper income and expenditure account for the period since the last preceding account made up to date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one Clear Days before the date of the meeting, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting.

#### AUDIT

65. Once at least in every year the accounts of the Federation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors

#### NOTICES

66. The Federation may send or supply documents or information to members or others to whom the same are required to be given by making them available on a website or other electronic means or in any other way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Federation
67. Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Federation an address within the United Kingdom at which notices may be served upon such Member, shall be entitled to have notices served upon such Member at such address but, save as aforesaid and as provided by the Act, 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 Federation.
68. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. Any notice or document that is supplied or given electronically shall be deemed to have been served 24 hours after sending.
69. Notice of every General Meeting shall be given in a manner hereinbefore authorised to:
- 69.1 Every Member who in accordance with the regulations concerning voting rights has the right to vote at a General Meeting except those members

who (having no registered address in the United Kingdom) have not supplied to the Federation an address within the United Kingdom for the giving of notices to them.

69.2 The Auditor or Auditors for the time being of the Federation.

No other person shall be entitled to receive notice of the General Meetings.

#### DISSOLUTION

70. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Federation shall have effect as if the provisions thereof were repeated in these Articles.

#### INDEMNITY

71. Subject to the provisions of and so far as may be permitted by the Act every member of the Board, Officer, Auditor and Secretary of the Federation shall be entitled to be indemnified by the Federation against all costs, charges, losses, expenses and liabilities incurred by such person in the execution and discharge of such person's duties or in relation thereto.