

**SPECIAL RESOLUTION OF THE CAVITY INSULATION GUARANTEE AGENCY  
("the Company")**

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

SPECIAL RESOLUTION OF THE CAVITY INSULATION GUARANTEE AGENCY ("the Company")  
PASSED ON 1st NOVEMBER 2010

AT A GENERAL MEETING of the Company duly convened at CIGA House, 3 Vimy Court,  
Leighton Buzzard, LU7 1FG on Monday 1st November 2010 the special resolution set out  
below was duly passed

**SPECIAL RESOLUTION**

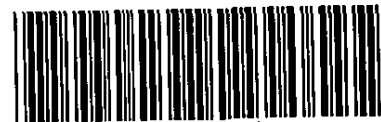
THAT the Articles of Association of the Company be replaced with the Articles of  
Association attached to the notice of meeting and that the Memorandum of Association  
of the Company be replaced with the Memorandum of Association attached to the  
notice of meeting

Dated the 1st day of November 2010

BY ORDER OF THE BOARD

  
Secretary

TUESDAY



A18 02/11/2010 169  
COMPANIES HOUSE

**THE COMPANIES ACTS 1985 and 2006**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**of**

**THE CAVITY INSULATION GUARANTEE AGENCY**

- 1 The name of the Company is The Cavity Insulation Guarantee Agency ("the Agency")
- 2 The Registered Office of the Agency will be situate in England and Wales
- 3 The objects for which the Agency is established are -
  - 3 1 To establish the format and structure of a cavity wall industry Guarantee Scheme ("the Scheme") and support, promote, participate and/or have an interest in other energy efficiency industry schemes (together the "Schemes") provided that prior to such participation or involvement the Council have taken all reasonable endeavours (including taking appropriate professional advice) to seek to ensure that CIGA's participation or involvement will only be such that the same will not in any way cause CIGA's reserves accrued in relation to the Scheme to be put at risk or exposed from such participation/ involvement,
  - 3 2 To issue guarantees on behalf of the Agency and/or on behalf of any other body or entity in relation to the Schemes,
  - 3 3 To operate and administer the Schemes and claims made on guarantees issued under the Schemes,
  - 3 4 To develop any associated technical, approvals and consumer protection frameworks
  - 3 5 To use reasonable endeavours to perform the above objects in a manner compatible with Government policy,
  - 3 6 To promote independently with any other company, institution, society or association having objects wholly or in part similar to the Agency or with the Government the benefits and advantages of cavity wall insulation generally and the advantages and benefits in particular of the Scheme
  - 3 7 To contract and enter into arrangements with other parties as necessary or required to perform services associated with 3 1 to 3 6 above,
- 4 In furtherance of the objects the Agency shall have power:-
  - 4 1 To purchase, take on lease or in exchange, hire or otherwise acquire any real, personal or intellectual property and any rights or privileges which the Agency may think necessary,

- 4 2 To construct, maintain and alter any houses, buildings or installations,
- 4 3 To accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects,
- 4 4 To take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Agency,
- 4 5 To raise and collect by subscription, levy or otherwise contributions from Members of the Agency in accordance with the Rules of the Agency,
- 4 6 To print and publish any newspapers, periodicals, books or leaflets,
- 4 7 To sell, lease, mortgage or otherwise deal with all or any part of the property of the Agency,
- 4 8 To borrow and raise money and secure its repayment in any manner;
- 4 9 To invest the funds of the Agency in or upon such investments, securities or property as may be thought fit;
- 4 10 To undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects, including holding funds in a fiduciary capacity in respect of disputed work;
- 4 11 To subscribe to any local or other charities, and to grant donations for any public purpose,
- 4 12 To establish and support, and to aid in the establishment and support of any other association formed to promote all or any of the principal objects,
- 4 13 To amalgamate with any companies, limited liability partnerships, institutions, societies or associations having objects wholly or in part similar to those of the Agency,
- 4 14 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Agency is authorised to amalgamate,
- 4 15 To transfer all or any part of the property, assets, liabilities and engagements of the Agency to any body with which the Agency is authorised to amalgamate,
- 4 16 To participate in, acquire and hold controlling and other interests in any company or companies (including, but not limited to, in its share or loan capital) any limited liability partnership or other legal entity,
- 4 17 To engage, employ or retain professional, technical or other advisers, inspectors, administrative and secretarial assistants in connection with the Agency's activities and to pay such remuneration for their services as may be thought expedient,

- 4 18 To do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects,
- 4 19 To apportion monies received for guarantees issued under the Scheme according to the formula agreed from time to time by the Council (as defined in the Articles of Association of the Agency) and which will cover promotional activities based on an agreed budget, the funding of the administrative expenses of the Scheme, and the funding of the costs incurred by manufacturers and systems designers in underwriting the investigatory and remedial work required to be undertaken under the Scheme,
- 4 20 To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them provided that -
- (a) None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Agency,
  - (b) None of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other sub-clause, and the Agency shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate company,
- 5 The income of the Agency from wherever derived shall be applied in promoting the above objects and no distribution shall be made to its Members in cash or otherwise PROVIDED that nothing herein shall prevent the payment in good faith by the Agency -
- (a) of reasonable and proper remuneration to any officer, servant or member of the Agency in return for services rendered to the Agency other than a member of the Council of the Agency,
  - (b) of a sum approved by the Council payable to a Founder Member or Member to enable them to meet their obligations under the guarantees to be issued by the Agency pursuant to the Scheme,
  - (c) of interest at a rate not exceeding 5% per annum on money lent by any member of the Agency including a member of the council,
  - (d) of reasonable and proper rent for premises demised or let by any Founder Member or Member of the Agency including a member of the Council to the Agency nor the payment in good faith of a reasonable royalty on any books, works or products sold by the Agency to a person who has made over to the Agency the copyright or other assignable intellectual property right in such books, works or products,

- (e) to any member of the council of the Agency of reasonable and proper out-of-pocket expenses
  - 6 The liability of the members is limited
  - 7 Every Founder Member and Member of the Agency undertakes to contribute -
    - 7 1 To its assets in the event of its being wound up while he is a Founder Member or Member or within one year after he ceases so to be,
    - 7 2 For payment of the debts and liabilities of the Agency, contracted before he ceased to be a Founder Member or Member, and of the costs, charges, and expenses of winding up, and
    - 7 3 For the adjustment of the rights of the contributories among themselves,
- Such amount as may be required not exceeding £1 00
- 8 If on the winding up of the Agency there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Agency, but shall be given or transferred to some other body (whether or not it is a member of the Agency) having objects similar to those of the Agency or to another body the objects of which are charitable

**THE COMPANIES ACT 1985 and 2006**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**of**

**THE CAVITY INSULATION GUARANTEE AGENCY**

**General**

1 In these presents where not inconsistent with the subject or context -

"the 2006 Act"	the Companies Act 2006
"the Agency"	the Cavity Insulation Guarantee Agency
"the Auditors"	the auditors for the time being of the Agency
"the Council"	the council of management for the time being of the Agency
"Founder Members"	means British Gypsum Isover Limited, Knauf Insulations Limited, Rockwool Limited, Instafoam and Fibre Limited and Tebway Limited or any of their successors
"Member"	a person partnership company body or association involved in the cavity wall insulation business and admitted to membership of the Agency by the Council
"Majority Member"	a Member which has (in the calendar year prior to the date of the relevant general meeting of the Agency ("the Relevant Year") applied to the Agency for Agency guarantees amounting to at least 5% of those issued by the Agency in that Relevant Year
"month"	calendar month
"the Office"	the registered office of the Agency
"these presents"	these Articles of Association and the regulations of the Agency from time to time in force
"the Rules"	the rules made by the Council to regulate the conduct of the Founder Members and Members of the Agency

"the Scheme"	the cavity wall insulation guarantee scheme operated and administered by the Agency and more particularly described in clause 3 of the Memorandum of Association of the Agency
"the Schemes"	the Scheme and any other energy efficiency industry guarantee scheme(s) operated, promoted, participated in and/or administered by the Agency (from time to time)
"the Seal"	the common seal of the Agency
"the Secretary"	any person appointed to perform the duties of the secretary of the Agency
"in writing"	shall include references to printing, lithography, photography and other modes of representation or reproducing words in a visible form

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the 2006 Act or any statutory modification thereof in force at the date on which these Articles become binding on the Agency and unless the context otherwise requires the masculine shall include the feminine and neuter and the singular shall include the plural and vice versa

The Regulations contained in Table 'C' of the Companies (Tables 'A' to 'F') Regulations 1985 and the Regulations contained in Regulation 3 Schedule 2 of the Companies (Model Articles) Regulations 2008 shall not apply to the Agency

- 2 The Agency is established for the objects expressed in the Memorandum of Association

### **Members**

- 3 The membership of the Agency shall comprise the Founder Members and such other persons partnerships companies bodies or associations as the Council may admit to membership pursuant to these Articles and the Rules
- 4 The Council shall have an absolute discretion as to the admission of any person or body and may require any person or body who desires to be a Member of the Agency to sign and deliver to the Agency an application form for admission in such terms as the Council shall require and to require such person to satisfy such financial, technical and other conditions as the Council shall from time to time specify
- 5 At the next meeting of the Council after receipt of any application for membership, the application shall be considered by the Council which shall decide upon the admission or rejection of the applicant The Council shall not be obliged to inform a rejected applicant of the reason for his rejection

- 6 On being accepted as a Member every applicant of the Agency shall sign a written consent to become a Member and be bound by and observe the Memorandum and Articles of Association and the Rules of the Agency during such time as it remains a Member
- 7 Applicants for admission to membership shall at the discretion of the Council pay a registration subscription prior to and as a condition precedent to becoming a Member
- 8 Every Founder Member shall pay to the Agency such annual subscription or levy (if any) as may from time to time be determined by the Council and shall submit to such membership regulating procedures as the Council shall from time to time determine
- 9 Every Member involved in the installation of cavity wall insulation shall make a charge to its customer in a sum approved by the Council from time to time in respect of the provisions of a guarantee issued pursuant to the Scheme to such customer and shall pay such sum to the Agency, a portion of which will be allotted to the Agency in accordance with the current formula agreed by the Council to the Agency to cover its administrative costs, a portion of which will be held by the Agency for promotional and publicity purposes, and a portion of which will be paid to the manufacturers and systems designers to cover their costs in underwriting the investigatory and remedial work required to be undertaken under the Scheme from time to time
- 10 Any Founder Member or Member shall cease to be such -
  - (a) If it fails to pay its subscription within six months of the due date,
  - (b) If it shall resign by giving the Agency notice in writing to that effect,
- 11 The Council may at its absolute discretion require a Member to provide a financial bond in a form acceptable to the Council and failure within fourteen days to comply with such a request will result in that Member ceasing to be entitled to install cavity wall insulation with the benefit of a guarantee under the Scheme
- 12 The Council may at its absolute discretion terminate the membership of the Agency by written notice to the Founder Member or Member -
  - 12 1 where a Member has failed to carry out remedial work as required by the Scheme in accordance with the report of an investigating officer and has failed to reimburse any other person appointed by the Agency to carry out that work
  - 12 2 where in the Council's opinion the Founder Member or Member has acted to the detriment of another Founder Member or Member
  - 12 3 in the event of the Founder Member or Member making any voluntary arrangement with his or its creditors or becoming the subject of an administration order or being an individual in the event of a bankruptcy petition being issued against him



- 12 4 where the Founder Member or Member commits a material breach of these Articles or of the Rules which, if capable of remedy, is not remedied within twenty-eight days of receipt of written notice of breach from the Agency
  - 12 5 where the Founder Member or Member fails to pay his or its debts as they fall due
  - 12 6 where the Founder Member or Member ceases or threatens to cease to carry on business or ceases permanently to carry on the business of cavity wall insulation or the promotion of cavity wall insulation or ceases or threatens to cease to carry on representing the interest of those involved in the business of cavity wall insulation
- 13 Where a Founder Member or Member ceases so to be for whatever reason it shall continue to be fully liable under all Agency guarantees issued on or prior to the date of it ceasing to be a Member (or Founder Member) to which it is, or has been, a party and to carry out all work (or other measures) required under each such guarantee in accordance with the Scheme

#### **General Meetings**

- 14 The Agency 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 except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting and that provided the Agency holds its first annual general meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year
- 15 All general meetings other than annual general meetings shall be called general meetings
- 16 The Council may whenever it thinks fit convene an general meeting and general meetings shall also be convened on such requisition or in default may be convened by such requisitions as provided by Section 303 of the 2006 Act
- 17 Twenty-one days' notice in writing at least of every annual general meeting and of every meeting convened to pass a special resolution and fourteen days' notice in writing at least of every other general meeting (exclusive in every case both of the day on which notice is served or deemed to be served and of the day for which it is given) specifying the place the day and the hour of the meetings 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 2006 Act entitled to receive such notices from the Agency but with the consent of all the members having the right to attend and to vote thereat or of such proportion of them as is prescribed by the 2006 Act, in the case of meetings other than annual general meetings a meeting may be convened by such notice as those members think fit

- 18 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 the proceedings at that meeting

#### **Proceedings at General Meetings**

- 19 All business shall be deemed special that is transacted at an general meeting and all that is transacted at the annual general meeting shall also be deemed special with the exception of the consideration of the income and expenditure account and balance sheet, the reports of the Council and of the Auditors, and the appointment and fixing of the remuneration of the Auditors
- 20 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business and save as herein otherwise provided three Founder Member or Members present in person or by proxy including representatives of at least two of the Founder Members shall be a quorum.
- 21 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present the meeting, if convened by or upon 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 Council 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
- 22 The chairman (if any) of the Council shall preside as chairman at every meeting, but if there is no such chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside, the Founder Members present shall choose some member of the Council to preside
- 23 The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and 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 for an original meeting save as aforesaid the meeting shall not require any notice of an adjournment or of the business to be transacted at an adjourned meeting
- 24 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands of those attending representing the Founder Members and Members (subject to Article 41) unless a poll is before or upon the declaration of the result of the show of hands demanded by the chairman or by at least three Founder Members or Members present in person or by proxy that a resolution has been 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 Agency shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution

- 25 Subject to the provisions of Article 26 if a poll shall 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 that meeting at which the poll was demanded
- 26 No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment
- 27 The demand for a poll may be withdrawn
- 28 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 was demanded
- 29 The chairman of the meeting shall not be entitled to a casting vote

#### **Votes of Members**

- 30 Save as hereinafter provided every Founder Member and Member shall have one vote save that no resolution relating to any of the following matters shall be passed whether at a general meeting or without a vote in favour thereof by a majority of the Founder Members present (whether in person or by proxy) at such meeting, namely -
  - 30 1 any amendment variation or addition to the Memorandum or Articles of Association of the Agency
  - 30 2 any amendment variation or addition to the Rules
  - 30 3 any amendment variation or addition to the Scheme
  - 30 4 any matter concerning the appointment terms of employment or dismissal of any employee or consultant of the Agency
  - 30 5 any petition or resolution for the winding up of the Agency
  - 30 6 any transaction or expenditure outside the ordinary course of the business of the Agency
  - 30 7 any borrowing by the Agency or loans made by the Agency
  - 30 8 the creation of any mortgage charge lien or encumbrance on or over the assets of the Agency
  - 30 9 the appointment of a Majority Member
- 31 No member other than a Founder Member and Member duly registered who shall have paid every subscription and every sum (if any) which shall be due and payable to the Agency in respect of membership shall be entitled to vote on any question either personally or by proxy or as a proxy for another member at a general meeting No resolution may be voted upon at a general meeting without proper notice thereof being given to the Founder Members

and Members in the notice of meeting unless this condition is waived by all of the Founder Members

- 32 On a show of hands or on a poll votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy need not be a member of the Agency. A corporation may vote by its duly authorised representative appointed as provided by Section 323 of the 2006 Act.
- 33 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its seal or under the hand of an officer duly authorised on that behalf.
- 34 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notanally certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 35 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 36 An instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will admit -

*The Cavity Insulation Guarantee Agency ("the Agency")*

*I/We*

*of*

*in the County of*

*being a Founder Member or Member of the above-named Agency hereby appoint.*

*.. . . .*

*of*

*or failing him*

of

*As my/our proxy to vote for me/us on my/our behalf at the annual/adjoined  
(as the case may be) general meeting of the Agency to be held on the  
day of \_\_\_\_\_ and at every adjournment thereof*

*As witness my hand/our common seal, this \_\_\_\_\_ day of \_\_\_\_\_*

### **Council of Management**

37 Until otherwise determined by a general meeting the number of members of the Council shall not be less than ten nor more than fifteen

38 (a) The following persons shall have the right to appoint members of the Council as follows -

<u>Appointing Body(ies)</u>	<u>Number of Council Members</u>
Founder Members	One each
Other Members	Five (of whom at least three should be cavity wall Installers and of the five at least one should be a Majority Member)

(b) Subject to Article 45 (f) the members of the Council appointed by Founder Members shall hold office for a period of one year from the first general meeting of the Agency and shall retire by rotation thereafter and shall be eligible for reappointment by the Founder Members for periods of one year

(c) Subject to Article 45 (f) all other members of the Council shall hold office for a period of one year from the first general meeting of the Agency and shall be eligible for reappointment by the Members in general meeting for periods of one year

(d) Appointments by Members to membership of the Council shall be made at separate meetings of the Members who shall vote in the same manner mutatis mutandis as set out in Articles 30 to 36 hereof

(e) Each member of the Council shall be entitled to cast one vote on any resolution or matter put before the Council

(f) Additional members of the Council may be appointed by [unanimous] resolution of the members of the Council from time to time Provided Always that if no Majority Member has been appointed under Article 38(a) above then at least one of the additional members of the Council so appointed must be a Majority Member

- 39 No person who is in receipt of a salary, fees, remuneration or other benefit in money or monies worth from the Agency other than as provided in clause 5(b) to (e) of the Memorandum of Association shall be eligible for membership of the Council. In addition a person who (for whatever reason) no longer holds the position of a full time employee with a Member company, is no longer owner of a majority shareholding in a Member company and/or no longer actively participates in the activities of a Member company (in each case as determined by the Council in their absolute discretion) such person shall no longer be entitled to retain their membership of, or be eligible for membership of, the Council

#### **Corporations Acting by Representatives**

- 40 Any corporation which is a Founder Member or Member of the Agency may by resolution of its directors or other governing body authorise such a person as it thinks fit to act as its representative at any meeting of the Agency and shall be entitled to appoint alternative representatives and any person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Agency

#### **Powers of the Council**

- 41 The business of the Agency shall be managed by the Council who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Agency as they think fit and save that the Council shall not impose an increase in subscription on Members in any one year in excess of four times the previous year's subscription without the approval of the Members in general meeting may exercise all such powers of the Agency and do on behalf of the Agency all such acts as may be exercised and done by the Agency and as are not by statute or by these presents required to be exercised or done by the Agency in general meeting subject nevertheless to any regulations of these presents to the provisions of any statute for the time being in force and affecting the Agency and to such regulations being not inconsistent with the aforesaid regulations as may be prescribed by the Agency in general meeting but no regulations made by the Agency in general meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made PROVIDED THAT -
- (a) The Council shall not deliberate upon or negotiate the acquisition of nor shall the Agency acquire whether by purchase or gift or otherwise any undertaking of which a member for the time being of the Council is the proprietor or one of the proprietors or in which he is financially interested, and
  - (b) The Council shall not deliberate upon or negotiate nor shall the Agency make or execute any service agreement with any person who is for the time being a member of the Council on the basis that such resolutions shall only be passed with the approval of all Council Members appointed by the Founder Members

- 42 The Council may subject to Articles 30 and 41 exercise all the powers of the Agency to borrow money and to mortgage or charge its property or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Agency
- 43 The members for the time being of the Council may act notwithstanding any vacancy in their body provided always that if at any time the members of the Council shall be or be reduced in number to less than the minimum prescribed by these presents it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Agency filling vacancies in the Council in accordance with article 38 and summoning a general meeting but not for any other purposes

#### **Seal**

- 44 The Agency shall not need a Seal but if it has one the Council shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the Council or of a committee of the Council authorised by the Council in that behalf and every instrument to which the Seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose

#### **Disqualification of Members of the Council**

- 45 The office of a member of the Council shall be vacated -
- (a) if the body the member represents ceases to be a member of the Agency,
  - (b) if by notice in writing to the Agency he resigns his office,
  - (c) in the event that the Founder Member or Member, of which the Member is a representative, makes any voluntary arrangement with his or its creditors or becomes the subject of an administration order or has a petition issued against it for its winding up or in the event of the member being an individual having a bankruptcy petition issued against him,
  - (d) if the member becomes of unsound mind,
  - (e) if the member ceases to hold or is removed from office by reason of any order made or any resolution duly passed pursuant to Sections 1 to 5 (inclusive) of the Company Directors Disqualification Act 1986,
  - (f) if the Founder Member (where the member of the Council was appointed in accordance with clause 37(b)) or the Members in general meeting of such members (if the Council member was appointed under clause 37(d)) request his removal
  - (g) if in respect of any member of the Council appointed otherwise than pursuant to Articles 37(b) or (d), or any additional member of the Council appointed pursuant to Article 37(f) the members of the Council

unanimously determine (disregarding any vote cast by such member)

- (h) if the member ceases to be a full time employee of a Member company, or (if applicable) is no longer the owner of a majority shareholding in a Member company and/or no longer actively participates in the activities of a Member company (in each case as determined by the Council in their absolute discretion) such member shall no longer be entitled to retain their membership of, or be eligible for membership of, the Council

#### **Proceedings of the Council**

- 46 The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business of the Council shall be six persons. Questions arising at any meeting shall be decided by a majority of votes provided always that any resolution or question put to a vote will need at least six votes in favour of the same for the said resolution or question to be approved/passed
- 47 A member of the Council may and on the request of a member of the Council the Secretary shall at any time summon a meeting of the Council by notice (stating the time and place of such meeting) served upon the several members of the Council. A member of the Council who is absent from the United Kingdom and who has no registered address in the United Kingdom or who has not given an address in the United Kingdom for the service of notices shall not be entitled to notice of a meeting. Any accidental omission or defect in any such notice or any accidental failure to give such notice to any member of the Council entitled thereto shall not invalidate any of the proceedings of such meeting so long as a quorum is present thereat
- 48 The Council shall from time to time elect a chairman and may determine for what period he is to hold office. The chairman shall be entitled to preside at all meetings of the Council at which he shall be present but if no chairman be elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting and willing to preside the members of the Council present shall choose one of their number to be chairman of the meeting. The chairman shall not have a casting vote
- 49 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Agency for the time being vested in the Agency generally and capable of being so exercised by the Council
- 50 The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit and any committee so formed shall in the execution of the powers so delegated conform to any regulations imposed on it 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. All acts and proceedings of any such committee shall be reported back to the Council as soon as possible



- 51 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 afterward 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 Council
- 52 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Agency and of the Council and of committees of the Council 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
- 53 A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee 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

#### **Secretary**

- 54 The Secretary shall be appointed by the Council for such term at such remuneration and upon such conditions as they may think fit save only that the Secretary shall not be entitled to any remuneration if he is also a member of the Council Any Secretary so appointed may be removed by the Council Any Secretary who is not a member of the Council shall be entitled to receive notice of and to attend and speak but not vote at any meeting of the Council but shall not be entitled to attend and speak or vote at any part of the meeting at which his remuneration is discussed
- 55 Anything required or authorised to be done by or to the Secretary may if the office is vacant or if there is for any other reason no Secretary acting be done by or to an assistant or deputy Secretary or if there is none by or to any officer of the Council authorised generally or specifically in that behalf by the Agency

#### **Accounts**

- 56 The Council shall cause proper books of accounts to be kept in accordance with the 2006 Act with respect to -
- (a) All sums of money received and expended by the Agency and the matters in respect of which such receipts and expenditure take place,
  - (b) All sales and purchase of goods by the Agency, and
  - (c) The assets and liabilities of the Agency

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the

state of the affairs of the Agency and to explain its transactions

- 57 The books of account shall be kept at the Office or subject to Section 388 of the 2006 Act at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council
- 58 The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Agency or any of them shall be open to the inspection of members not being members of the Council
- 59 At the annual general meeting in every year the Council shall lay before the Agency a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Agency) made up to a 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 Council and the Auditors and copies of such account balance sheet and report (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 and attached thereto or to accompany the same shall not less than twenty-one clear days from the date of the meeting subject nevertheless to the provisions of Section 436(2) of the 2006 Act 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 shall be read before the meeting

#### **Audit**

- 60 Once at least in every year the accounts of the Agency shall be examined and the corrections of the income and expenditure account and balance sheet ascertained by the Auditors
- 61 The Auditors shall be appointed and their duties regulated in accordance with the 2006 Act the members of the Council being treated as directors for the purpose of the relevant sections of the 2006 Act applicable to such appointment and regulation

#### **Notices**

- 62 A notice may be served by the Agency upon any Founder Member or Member either personally or by sending it through the post in a pre-paid letter addressed to such member at his registered address as appearing in the register of members
- 63 Any Founder Member or Member described in the register of Founder Members or Members as having an address not within the United Kingdom shall from time to time give the Agency an address within the United Kingdom at which notices may be served upon it and shall be entitled to have notices served upon him at such address but save as aforesaid and provided by the 2006 Act only those members who are described in the register of members

as having an address in the United Kingdom shall be entitled to receive notices from the Agency

- 64 Any notice if served by post shall be deemed to have been served forty-eight hours after 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 as a pre-paid letter

### **Indemnity**

- 65 .
- 65 1 Subject to the provisions of the Memorandum of Association an officer of the Agency or member of the Council and the honorary officers (if any) shall be indemnified by the Agency and out of the Agency's assets against
- (a) any liability incurred by the officer or member of the Council in connection with any negligence, default, breach of duty or breach of trust in relation to the Agency;
  - (b) any liability incurred by that director in connection with the activities of the Agency in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act
  - (c) any other liability incurred by the officer or member of the Council as an officer of the Agency
- 65 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law,
- 65 3 In this Article an officer or member of the Council shall include any former officer of the Agency

### **Insurance**

- 66 The members of the Council may decide to purchase and maintain insurance at the expense of the Agency for the benefit of any relevant director in respect of any relevant loss
- 67 In Article 66
- (a) a relevant director means an officer of the Agency or member of the Council or any former member of the Council
  - (b) a relevant loss means any loss or liability which has been or may be incurred by a relevant director in connection with his office or his duties or powers in relation to the Agency or any pension fund or employees' share scheme of the Agency