

COMPANY No 3779289

THE COMPANIES ACTS 1985 AND 1989

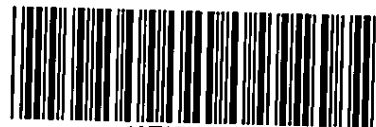
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
ASSOCIATION OF INDEPENDENT FINANCIAL ADVISERS**

Incorporated on 24 May 1999

Amended by Special Resolution on 29 November 2005 and 21 November 2007

SATURDAY



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24/11/2007
COMPANIES HOUSE

COMPANY NO 3779289

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

ASSOCIATION OF INDEPENDENT FINANCIAL ADVISERS

GENERAL

- 1 Regulations 3, 4 and 8 of Table C in the Companies (Tables A-F) Regulations 1985 as amended ("Table C") shall not apply to the Association and regulations 40, 41, 64 and 73 to 81 of Table A in the Companies (Tables A-F) Regulations 1985 as applied by Table C ("Table A") shall not apply to the Association but the remaining articles of association contained in Table C shall apply to the Association so far as the same are not excluded, varied or modified by these Articles of Association (together "these Articles")

- 2 In these Articles-

"the Association" means the Association of Independent Financial Advisers and in Table C references to "the company" shall be read as references to the Association,

"the Council" means the board of directors for the time being of the Association and in Table C references to "directors" shall be read as references to members of the Council,

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

Words importing persons shall include firms and corporations

MEMBERSHIP

- 3 Persons admitted to membership in accordance with these Articles shall be members of the Association (each being a "member" as defined in section 22 of the Companies Act 1985) Subject to any contrary provisions in any Membership Rules members must be persons authorised under the Financial Services and Markets Act 2000 or successor legislation to act as financial advisers, brokers or intermediaries] ("Financial Advisers") who are permitted under the rules of the Financial Services Authority or its successors to hold themselves out as acting independently in providing advice on investments to customers or in the opinion of the Council members of a network of Financial Advisers with such permission No person shall be admitted as a member of the Association unless he is approved by the Council

- 4 A member may at any time withdraw from the Association on giving at least 14 days notice to the Association Membership shall not be transferable and shall cease immediately upon the death of such member or upon such member being wound up or dissolved

ASSOCIATES

- 5 The Council may admit, subject to any Membership Rules, persons interested in the provision of financial advice, broking or intermediation but not qualified to be members to be associates of the Association provided that such persons shall not by virtue of being associates be members of the Association and that their rights (if any) shall not include a right to speak or vote at general meetings of the Association. The secretary shall keep a register containing the names and addresses of all persons that are associates, the date on which they were entered as associates and the date on which they ceased to be associates.

MEMBERSHIP RULES

6

- 6 1 The Council may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing conditions of membership and associateship ("Membership Rules"), and in particular but without prejudice to the generality of the foregoing, they may by such Membership Rules regulate -

6 1 1 the admission and classification of members and associates and the rights, privileges and conditions of membership and associateship and the terms on which members and associates may resign or have their membership or associateship terminated and the entrance fees, subscriptions and other fees or payments to be made by members and associates,

6 1 2 the conduct of members and associates in relation to one another, and to the Association, and

6 1 3 the composition of and appointments to the Council,

6 1 4 the rotation of members of Council, and

6 1 5 the procedure at general meetings and meetings of the Council and committees of the Council insofar as such procedure is not regulated by these Articles

- 6 2 The Association in general meeting shall have power to alter, add or repeal any Membership Rules and the Council shall adopt such means as they think sufficient to bring to the attention of the members and associates all such rules or bye-laws, which shall be binding on all members and associates. Provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum of Association or these Articles

- 7 The Council may resolve to terminate a person's membership or associateship of the Association if it considers that the member or associate concerned has breached these Articles or any Membership Rules or that the actual anticipated or proposed conduct of the member or associate concerned has or could bring the name of the Association into disrepute or otherwise damage its interests or that the member or associate concerned ceases to be qualified to hold such membership or associateship provided that the member or associate concerned has been given an opportunity to speak on his own behalf to the Council

PROCEEDINGS AT GENERAL MEETINGS

- 8 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided by ordinary resolution 2 persons

entitled to vote upon the business to be transacted each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum

- 9 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 on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the 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

VOTES OF MEMBERS

- 10 Subject as provided in these Articles, every member shall have one vote
- 11 Save as expressly provided in these Articles, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any general meeting

COUNCIL OF MANAGEMENT

- 12 Until otherwise determined by a general meeting, the number of the members of the Council shall not be fewer than 6 nor more than 19
- 13 Unless otherwise determined by ordinary resolution the Council shall comprise -
- 13 1 Not more than 3 persons representing Networks as defined in the Membership Rules
 - 13 2 Not more than 3 persons representing national Financial Advisers as defined in the Membership Rules
 - 13 3 Not more than 3 persons representing regional Financial Advisers as defined in the Membership Rules
 - 13 4 Not more than 4 persons representing local Financial Advisers as defined in the Membership Rules
 - 13 5 Not more than 2 persons representing providers of core support services to Financial Advisers as defined by the Membership Rules
 - 13 6 Not more than 3 co-opted persons
 - 13 7 The Director General
- 14 Membership Rules may contain provisions for the election of members of the Council representing Networks, national Financial Advisers, regional Financial Advisers, local Financial Advisers and providers of core support services to Financial Advisers. Save as otherwise provided in any Membership Rules members of Council shall be appointed for terms of 3 years (for the purposes of the appointment of the Chairman, Deputy Chairman and members of Council only a year being the period from one annual general meeting to the next)
- 15 No person who is not a member of the Association or a member of the Association of Financial Advisers or another division of the Association and does not hold office or employment in such a member shall in any circumstances be eligible to hold office as a member of the Council save as a co-opted member or as Director General

- 16 The Director General and the co-opted members of Council shall be appointed by the Council and shall not retire from office at the first annual general meeting and shall not be subject to retirement by rotation
- 17 The Council may from time to time and at any time appoint any person as a member of the Council either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceed Any person so appointed shall retain his office only until the next annual general meeting, but he shall then be eligible for re-election and such period of office shall not count for the purposes of any maximum period for which office may be held
- 18 The Council shall elect one of its members to hold office as Chairman for the year following the conclusion of each annual general meeting and Regulation 91 of Table A shall be amended accordingly The Council shall also elect from its members two Deputy Chairmen who shall not come from the same sector (as defined by the Council) as that of the Chairman or each other If the Chairman or a Deputy Chairman resigns or ceases to be a member of the Council, the Council shall have power to elect a replacement to serve for the remainder of the term

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 19 The office of a member of the Council shall be vacated -
 - 19 1 If he becomes bankrupt or makes any arrangement or composition with his creditors generally
 - 19 2 If he is, or may be, suffering from mental disorder and either -
 - 19 2 1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - 19 2 2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs
 - 19 3 If, being a member, he ceases to be a member of the Association, or
 - 19 4 If being a member of the Association of Financial Advisers or another division of the Association he ceases to be a member of such division
 - 19 5 If he ceases to hold office or be employed in the corporation, firm or organisation of which he was an office holder or employee at the time of his appointment
 - 19 6 If he resigns his office by notice in writing to the Association
 - 19 7 If he ceases to hold office by virtue of any provision of the Companies Act 1985 or he becomes prohibited by the law from being a director of a company
- 20 In addition and without prejudice to the provisions of Section 303 of the Companies Act 1985, the Association may by ordinary resolution remove any member of the Council before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead, but any person so appointed shall retain his office so long only as the person in whose place he is appointed would have held the same if he had not been removed

21 Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Council) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article "address" in relation to electronic communications includes any number or address used for the purpose of such communications.

22 The Association can deliver a notice or other document to a member

22 1 By delivering it by hand to the address recorded for the member on the register,

22 2 By sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the member on the register,

22 3 By fax to a fax number notified by the member in writing,

22 4 By electronic mail to an address notified by the member in writing,

22 5 By a website the address of which shall be notified to the member in writing.

This Article does not affect any provision in any relevant legislation or these Articles requiring notices or documents to be delivered in a particular way.

If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the member.

If a notice or document is sent by post or other delivery service not referred to below, it is treated as being delivered

- 24 hours after it was posted, if first class post was used, or
- 72 hours after it was posted or given to delivery agents, if first class post was not used,

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was

- properly addressed, and
- put into the post system or given to delivery agents with postage or delivery paid.

If a notice or document is sent by fax, it is treated as being delivered at the time it was sent.

If a notice or document is sent by electronic mail, it is treated as being delivered at the time it was sent.

If a notice or document is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website."