

The Companies Act 2006
**COMPANY LIMITED BY GUARANTEE AND
 NOT HAVING A SHARE CAPITAL**
ARTICLES OF ASSOCIATION
 of
THE ASSOCIATION OF EUROPEAN LAWYERS



(Adopted by Special Resolution passed on 25 September 2020)

INTERPRETATION

1. In these Articles the words standing in the first column below shall bear the meaning set opposite to them respectively in the second column, if not inconsistent with the subject or context.

"Act"	the Companies Act 2006;
"Articles"	these Articles of Association of the Company;
"Companies Acts"	means the Act, the Companies Act 1985 and, where the context requires, every other statute from time to time in force concerning companies and affecting the Company.
"chairman"	means the chairman of the Executive Committee, as set out in Article 64;
"Chairman of the meeting"	means the chairman of General Meetings as set out in Article 19;
"Clear days"	in relation to a period of notice means the period excluding the day on which 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;
"Company"	the above-named Company;
"Companies Acts"	means the Act and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the company;
"document" or "notice"	includes, unless otherwise specified, any document or notice sent or supplied by electronic communication;
"electronic communication"	means any document or information sent or supplied in electronic form within the meaning of section 1168 of the Act;
"Executive Committee"	the Board of Directors for the time being of the Company (and "Directors" and "Director" each has a corresponding meaning);
"In writing"	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing

words in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

"member"	has the meaning given in section 112 of the Act;
"Month"	calendar month;
"Office"	the registered office of the Company;
"Objects"	means the objects of the Company set out in Article 2;
"ordinary resolution"	has the meaning given in section 282 of the Act and includes such a resolution passed by written resolution;
"special resolution"	has the meaning given in section 282 of the Act and includes such a resolution passed by written resolution;
"United Kingdom"	Great Britain and Northern Ireland.

- 1.1 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, and words importing persons shall include corporations.
- 1.2 Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which the Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

OBJECTS

2. The objects for which the Company is established are:
 - 2.1 the provision of integrated European and other legal and other services to businesses institutions and individuals anywhere in the world;
 - 2.2 the encouragement and maintenance of the highest standards of client care, professional expertise and service delivery by its members;
 - 2.3 the development of links between member firms for information exchange and the establishment and development of training programmes;
 - 2.4 education in the commercial law of European countries and of the European Union; and
 - 2.5 to foster good working relations between its members and between them and members of other professions and professional bodies anywhere in the world.
3. The income and property of the Company shall be applied solely towards the promotion of the Objects, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of the Company, and no Director shall receive any salary or fee or remuneration or other benefit in money or money's worth from the Company,

Provided that nothing herein shall prevent the payment in good faith by the Company of:

- 3.1 reasonable and proper remuneration or pensions to any member officer or servant of the Company in return for any services actually rendered to the Company; or
- 3.2 reasonable and proper professional charges to any member of the Company or any partner or employee of his or hers for any professional services rendered to the Company; or

- 3.3 interest at a reasonable and proper rate on money lent to the Company by any member of the Company or by any Director; or
- 3.4 reasonable and proper rent for premises demised or let to the Company by any member of the Company or by any Director; or
- 3.5 reimbursement of reasonable out-of-pocket expenses actually incurred by any Director, committee member, officer or servant of the Company in or about the affairs of the Company; or
- 3.6 fees, remuneration or other benefit in money or money's worth to any company of which any member of the Company or any Director may also be a member holding not more than 1% of the issued share capital of that company; or
- 3.7 an indemnity pursuant to Article 7171; or
- 3.8 indemnity insurance premiums:
 - 3.8.1 to cover the liability of the Executive Committee which by virtue of any rule of law attaches to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in respect of the Company and all costs charges and expenses which may be incurred by them in contesting any such liability or alleged liability Provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard of whether it was a breach of trust or a breach of duty or not; or
 - 3.8.2 for its officers as security for and against all such risks incurred in the performance of their duties as may be thought fit.

MEMBERS

- 4. Every member of the Company shall be a properly constituted firm of lawyers practising in any country in Europe or its duly authorised representative "Properly constituted" in each case means according to the law of the country in which the firm's principal place of business is located.
- 5. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member and, in each case shall give the full name and contact details of the firm in question.
- 6. The subscribers to the Memorandum of Association and such other persons as the Executive Committee shall admit to membership in accordance with the provisions of the Articles shall be the members of the Company, subject to the provisions of Article 8.
- 7. No person shall be admitted as a member of the Company unless its/his application is first approved by the Executive Committee which shall have absolute discretion as to the admission of any person as a member.
- 8. A firm shall forthwith cease to be a member of the Company (provided always that at least one member of the Company remains on the Register of Members thereafter):
 - 8.1 if it is removed by notice in writing to the Company signed by no less than 75% of the members of the Company, or by the Executive Committee; or
 - 8.2 if by notice in writing to the Company it resigns its membership; or
 - 8.3 if it ceases to comply with the rules for membership in force hereunder from time to time, or it otherwise ceases to be eligible under Article 4; or

- 8.4 if it makes any arrangement or composition with its creditors generally, or an order is made or resolution is passed for its winding up or administration or dissolution or it has a receiver appointed over all or some part of its assets.

GENERAL MEETINGS

9. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place (including by means of electronic facility or facilities) as may be determined by the Executive Committee, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
11. The Executive Committee may make whatever arrangements it considers fit to allow those entitled to do so to attend and participate in any General Meeting (both Annual and Extraordinary). Unless otherwise determined by the Executive Committee:
- 11.1 any member (or any proxy or duly authorised representative of any member) may participate in a General Meeting in person or by means of video conference, telephone or any suitable electronic means agreed by the Executive Committee and by which all those participating in the meeting are able to communicate with all other participants; and
- 11.2 a General Meeting is deemed to take place at the place where the Chairman of the meeting presides at the time of the meeting.
12. The members present (in person or by proxy or by a duly authorised representative of a member) by means of electronic facility or facilities (as so agreed or determined by the Executive Committee) shall be counted in the quorum for, and be entitled to participate in, the General Meeting in question. The meeting shall be duly constituted and its proceedings valid if the Chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:
- 12.1 participate in the business for which the meeting has been convened;
- 12.2 hear all persons who speak at the meeting; and
- 12.3 be heard by all other persons attending and persons attending and participating in the meeting.
13. The Executive Committee may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on the requisition of members of the Company pursuant to the provisions of the Act.
14. At least fourteen clear days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and at least fourteen clear days' notice in writing of every other General Meeting shall be given to such persons as are under the Articles or under the Act entitled to receive such notices from the Company, but with the consent of (in the case of an Annual General Meeting) all members and (in the case of any other General Meeting) members having at least 90% of the voting rights at the meeting intended to be convened and in either case having the right to attend and vote thereat, a meeting may be convened by such notice as those members may think fit. Every notice shall specify the place (including by means of electronic facility or facilities), date and time of the meeting and, in the case of special business, the general nature of that business to be transacted at the meeting.
15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice thereof shall not invalidate any resolutions passed, or proceeding had, at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts and the reports of the Executive Committee.
17. 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 ten persons entitled to vote upon the business to be transacted, each being a member of the Company or a proxy for a member of the Company or a duly authorised representative of a member, or one tenth of the total number of such persons for the time being, whichever is the greater, shall be a quorum.
18. 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 Executive Committee 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.
19. The Secretary-General of the Company shall preside as chairman at every General Meeting at which he shall be present, but if he is not present within fifteen minutes after the time appointed for holding a meeting, or is unwilling to preside, the members present shall choose some member or its duly authorised representative, in either case who shall be present, to preside at that meeting. The person chairing a meeting in accordance with this article is referred to as "the Chairman of the meeting".
20. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn any meeting from time to time (or indefinitely), and from place to place, and/or from such electronic facility or facilities for attendance and participation to such other electronic facility and facilities as the meeting shall determine.
21. If it appears to the Chairman of the meeting that either:
 - 21.1 the facilities at any physical meeting place; or
 - 21.2 any electronic facility or facilities used for attendance or participation; or
 - 21.3 the security of any meeting;have become inadequate or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting, then the Chairman of the meeting shall, with OR without the consent of the meeting, interrupt or adjourn the General Meeting.
22. All business conducted at a meeting up to the time of any adjournment shall, subject to Article 23, be valid.
23. The Chairman of the meeting may specify that only the business conducted at the meeting up to a point in time which is earlier than the time of the adjournment is valid if, in his opinion, to do so would be more appropriate.
24. 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.

25. If:
- 25.1 after the sending of the notice of a General Meeting but before the meeting is held; or
- 25.2 after the adjournment of a General Meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required);

the Executive Committee, in its absolute discretion, considers that it is impracticable or unreasonable for any reason to hold a General Meeting on the date or at the time or place specified in the notice calling the General Meeting and/or by the electronic facility or facilities used for attendance and participation, then the Executive Committee may postpone the General Meeting to another date, time and/or place and/or change the electronic facility or facilities. If such a decision is made, the Executive Committee may change the place and/or the electronic facility or facilities and/or postpone the date and/or time again if it considers that it is reasonable to do so. When a General Meeting is so postponed, notice of the date, time and/or place (including any electronic facility or facilities if applicable) of the postponed meeting shall be given in such manner as the Executive Committee may, in its absolute discretion, determine. No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting had it not been postponed. Notice of the business to be transacted at such postponed meeting shall not be required. If a General Meeting is postponed in accordance with this Article 25, the appointment of a proxy will be valid if it is delivered and received as required by these Articles not less than forty-eight hours before the time appointed for holding the postponed meeting.

26. 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 by the Chairman of the meeting or by any member or members present in each case in person or by proxy or by its duly authorised representative, and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting. 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 Company 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.
27. Subject to the provisions of Article 17, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
28. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
29. 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.
30. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

31. Subject as hereinafter provided, every member shall have one vote.
32. Save as herein expressly provided, no person other than a member duly registered, which has paid all moneys then due to the Company, or the duly authorised representative of such member, shall be entitled to vote on any question either personally or by proxy at any General Meeting.
33. Votes may be given on a poll either personally or by proxy. A proxy need not be a member.

34. In order to appoint a proxy:
- 34.1 subject to Article 34.2, an instrument appointing a proxy shall be in writing in any usual form (or in another form approved by the Executive Committee) executed under the hand of the appointor or his or her duly constituted attorney or, if the appointor is a corporation, under its seal or signed by a duly authorised officer or attorney or other person authorised to sign;
- 34.2 subject to the Companies Acts, the Executive Committee may accept the appointment of a proxy received by electronic means on such terms and subject to such conditions as it considers fit. The appointment of a proxy received by electronic means shall not be subject to the requirements of Article 34.1.
35. For the purposes of Articles 34.1 and 34.2, the Executive Committee may require such reasonable evidence it considers necessary to determine:
- 35.1 the identity of the member and the proxy; and
- 35.2 where the proxy is appointed by a person acting on behalf of the member, the authority of that person to make the appointment.
36. A member may appoint another person as proxy to exercise all or any of his or her rights to attend and to speak and to vote (both on a show of hands and on a poll) on a resolution or amendment of a resolution, or on other business arising, at a meeting or meetings of the Company. Unless the contrary is stated in it, the appointment of a proxy shall be deemed to confer authority to exercise all such rights, as the proxy thinks fit, including (but not limited to) authority to demand or join in demanding a poll. Delivery or receipt of an appointment of proxy does not prevent a member attending and voting in person at the meeting or an adjournment of the meeting or on a poll.
37. The appointment of a proxy shall (unless the contrary is stated in it) be valid for an adjournment of the meeting as well as for the meeting or meetings to which it relates. The appointment of a proxy shall be valid for 12 months from the date of execution or, in the case of an appointment of proxy delivered by electronic means, for 12 months from the date of delivery unless otherwise specified by the Executive Committee.
38. An instrument appointing a proxy and any reasonable evidence required by the Executive Committee in accordance with Article 35 shall:
- 38.1 subject to Articles 38.3 and 38.4, in the case of an instrument of proxy in hard copy form, be delivered to the Office, or another place specified in the notice convening the meeting or in the form of appointment of proxy or other accompanying document sent by the Company in relation to the meeting (a "**proxy notification address**") not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote;
- 38.2 subject to Articles 38.3 and 38.4, in the case of an appointment of a proxy sent by electronic means, where the Company has given an electronic address (a "**proxy notification electronic address**");
- 38.2.1 in the notice calling the meeting;
- 38.2.2 in an instrument of proxy sent out by the Company in relation to the meeting; or
- 38.2.3 in an invitation to appoint a proxy issued by the Company in relation to the meeting;
- be received at such proxy notification electronic address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote;

- 38.3 in the case of a poll taken more than 48 hours after it is demanded, be delivered or received at a proxy notification address or a proxy notification electronic address and not less than 24 hours before the time appointed for the holding of the adjourned meeting or the taking of the poll; or
- 38.4 in the case of a poll which is not taken at the meeting at which it is demanded but is taken 48 hours or less after it is demanded, or in the case of an adjourned meeting to be held 48 hours or less after the time fixed for holding the original meeting, be received:
- 38.4.1 at a proxy notification address or a proxy notification electronic address in accordance with Articles 38.1 or 38.2;
- 38.4.2 by the chair of the meeting or the secretary or any director at the meeting at which the poll is demanded or, as the case may be, at the original meeting; or
- 38.4.3 at a proxy notification address or a proxy notification electronic address by such time as the chair of the meeting may direct at the meeting at which the poll is demanded.
- In calculating the periods in this article, no account shall be taken of any part of a day that is not a working day.
39. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death 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.

THE EXECUTIVE COMMITTEE

40. The Executive Committee shall consist of not less than three but (unless otherwise determined by Ordinary Resolution of the Company) not more than twelve persons appointed initially by the subscribers to the Memorandum of Association but thereafter from time to time as provided subsequently in the Articles.

POWERS OF THE EXECUTIVE COMMITTEE

41. The business of the Company shall be managed by the Executive Committee who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by the Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to:
- 41.1 the provisions of the Articles;
- 41.2 the provisions of the statutes for the time being in force and affecting the Company; and
- 41.3 such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting provided that no regulation made by the Company in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.
42. The Executive Committee for the time being may act notwithstanding any vacancy in their number but, if the number of Directors 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.
43. In addition and without prejudice to any other powers hereby or by law conferred on the Executive Committee the Executive Committee may from time to time and for such period and to such extent and generally on such terms as the Executive Committee shall think fit delegate to any Director or Directors and/or any employee of the Company employed in or in connection with the management, administration, organisation and conduct of the affairs of the Company any powers and duties of the Executive Committee as may be reasonable.

44. The Executive Committee may appoint as the investment manager for the Company a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised or an exempted person within the meaning of the Financial Services Act 1986 otherwise than exempted by virtue of Section 45(1)(j) of that Act. The Executive Committee may delegate to an investment manager so appointed power at his discretion to buy and sell investments for the Company in accordance with the investment policy laid down by the Executive Committee from time to time.
45. The Executive Committee may:
- 45.1 make such arrangements as they think fit for any investments of the Company or income from those investments to be held by a corporate body as the Company's nominee; and
- 45.2 pay reasonable and proper remuneration to any corporate body acting as the Company's nominee in pursuance of this Article.
46. Each Director may be repaid out of the funds of the Company such reasonable out-of-pocket expenses as the Executive Committee shall from time to time determine in respect of his or her attendance at meetings of the Executive Committee or on behalf of the affairs of the Company but save as aforesaid in the Articles no member of the Company nor any Director shall receive any remuneration from the Company.

APPOINTMENT AND RETIREMENT OF DIRECTORS

47. No person shall be appointed or reappointed a Director at any General Meeting unless he is a duly authorised representative of a member of the Company, and:
- 47.1 he is recommended by the Directors; or
- 47.2 not less than thirty nor more than sixty clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's Register of Directors together with a notice executed by that person of his willingness to be appointed or reappointed.
48. No person may be appointed as a Director:
- 48.1 unless he has attained the age of 18 years; or
- 48.2 in circumstances such that, had he already been a Director, he would have been disqualified from acting under the provisions of Article 52.
49. Not less than fourteen nor more than fifty clear days before the date appointed for holding a General Meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's Register of Directors.
50. Subject as otherwise provided in the Articles, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
51. The Executive Committee may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following Annual General Meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.

DISQUALIFICATION OF DIRECTORS

52. The office of Director shall be vacated:
- 52.1 if he ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law; or
 - 52.2 if by notice in writing to the Company he resigns from the Executive Committee (but only if at least two Directors remain in office when the notice of resignation is to take effect); or
 - 52.3 if he is removed by notice in writing to the Company signed by a majority of the members of the Company; or
 - 52.4 if he ceases to be a duly authorised representative of a member of the Company; or
 - 52.5 if he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986; or
 - 52.6 if he is removed from office by an ordinary resolution duly passed pursuant to S168 of the Act; or
 - 52.7 if he is absent from three consecutive meetings of the Executive Committee without the consent of the Secretary-General; or
 - 52.8 if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
 - 52.9 if he is convicted of any criminal offence other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Company; or
 - 52.10 if in the case of an individual, he dies, he becomes bankrupt or makes any arrangement or composition with his creditors generally, or the Director being a corporation, an order is made or resolution is passed for its winding up or administration or distribution or it has a receiver appointed over all or some part of its assets.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

53. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that such meetings are held at least twice during every year. Unless otherwise determined, three Directors shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In cases of equality of votes the chairman of the meeting shall have a second or casting vote.
54. The Executive Committee may make whatever arrangements it considers fit to allow those entitled to do so to attend and participate in any meeting of the Executive Committee. Unless otherwise determined by the Executive Committee:
- 54.1 any Director may participate in a meeting of the Executive Committee in person or by means of video conference, telephone or any suitable electronic means agreed by the Executive Committee and by which all those participating in the meeting are able to communicate with all other participants; and
 - 54.2 a meeting of the Executive Committee is deemed to take place at the place where the chairman presides at the time of the meeting.
55. The Directors present by means of electronic facility or facilities (as so agreed or determined by the Executive Committee) shall be counted in the quorum for, and be entitled to participate in, the meeting in question. The meeting shall be duly constituted and its proceedings valid if

the chairman is satisfied that adequate facilities are available throughout the meeting to ensure that Directors attending the meeting by all means (including the means of an electronic facility or facilities) are able to:

- 55.1 participate in the business for which the meeting has been convened;
- 55.2 hear all persons who speak at the meeting; and
- 55.3 be heard by all other persons attending and persons attending and participating in the meeting.
- 56. The Secretary-General or two Directors may, and on the request of the Secretary-General or such Directors the Secretary shall, at any time, summon a meeting of the Executive Committee by notice served upon all Directors.
- 57. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Executive Committee generally.
- 58. The Executive Committee may delegate any of their powers to committees consisting of such Director or Directors and others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Executive Committee. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Executive Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Executive Committee.
- 59. All acts bona fide done by any meeting of the Executive Committee or of any committee of the Executive Committee, or by any person acting as a committee member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person, 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 Director or member of the committee as the case may be.
- 60. The Executive Committee shall cause proper minutes to be made of all appointments of officers made by the Executive Committee and of the proceedings of all meetings of the Company and of the Executive Committee and of committees of the Executive Committee, 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.
- 61. A resolution in writing signed by all the Executive Committee or by all the members for the time being of any committee of the Executive Committee who are entitled to receive notice of a meeting of the Executive Committee or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or of such committee duly convened and constituted. Any such written instrument may be in several parts each signed by one or more Director or members of the committee as the case may be.
- 62. Any bank account in which any part of the assets of the Company is deposited shall be operated by or with the authority of the Directors and shall indicate the name of the Company.

SECRETARY-GENERAL

- 63. The Secretary-General of the Company shall be appointed by the members of the Company from the Executive Committee for a period of up to three years and upon expiry of such period shall be eligible for re-appointment upon the same terms. Provided that the Secretary-General shall cease to hold such appointment forthwith upon ceasing to be a Director.
- 64. The Secretary-General shall preside as chairman at all General Meetings of the Company and at all meetings of the Executive Committee at which he shall be present, but if he is not present within fifteen minutes after the time appointed for holding a meeting or is unwilling to preside,

the members of the Executive Committee present shall choose one of their number to preside at that meeting.

ACCOUNTS

65. The Executive Committee shall cause proper books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act. 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 Company and to explain its transactions.
66. The books of account shall be kept at the Office, or, subject to Section 388 of the Act, at such other place or places as the Executive Committee shall think fit and shall always be open to the inspection of the Executive Committee or any Director.
67. At the Annual General Meeting in every year the Executive Committee shall lay before the Company accounts including an income and expenditure account for the period since the last preceding accounts (or in the case of the first accounts since the incorporation of the Company) made up to a date not more than twelve months before such meeting, together with a balance sheet made up as at the same date. Such accounts shall be accompanied by a report of the Executive Committee. Copies of such accounts 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 attaching thereto or to accompany the same shall not less than fourteen clear days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.
68. Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

NOTICES

69. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, or by electronic communication or partly by one such means and partly by another.
70. Any notice, if served by post, shall be deemed to have been served on the fourth 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 first class prepaid letter. A notice served by facsimile or email shall be deemed to have been served upon successful transmission.

INDEMNITY

71. Subject to Article 72, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
72. Article 71 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law.
73. In these Articles:
 - 73.1 Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

- 73.2 a "relevant director" means any director or former director of the company or an associated company.

RULES

74. The Executive Committee may from time to time make, alter, add to or repeal such rules or bye-laws as they deem necessary or expedient or convenient for the proper conduct and management of the Company Provided that the Executive Committee shall adopt such means as it thinks sufficient to bring to the notice of members of the Company all such rules or bye-laws Provided further that no rule or bye-laws shall be inconsistent with, or shall affect or repeal anything contained in the Articles of Association.

ALTERATIONS

75. No alterations shall be made to the Articles without the prior approval of a resolution of the members (taken either at a General Meeting or in the form of a resolution in writing) on which members holding not less than 75% of the total voting rights vote in favour of the alterations.

DISSOLUTION

76. The liability of the members is limited.
77. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one Euro.
78. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to such other organisation which prohibit(s) the distribution of its or their income and property to an extent at least as great as is imposed upon the Company by Article 3 above and having objects identical with or similar to the Objects, as the members of the Company shall resolve at or before the time of dissolution and if that cannot be done to some other object or objects which will benefit education in and/or the development of commercial law in Europe.