

ARTICLES OF ASSOCIATION

of

BRITISH COMPRESSED GASES ASSOCIATION

(Articles of Association as adopted by Special Resolution passed 18 May 2023)

THE COMPANIES ACTS 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

BRITISH COMPRESSED GASES ASSOCIATION
(as amended by Special Resolution passed 18 May 2023)

Interpretation

1 In these Articles:

'ACT' means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force

'ARTICLES' means these Articles of Association of the Association

'CLEAR DAYS' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

'CORPORATION' includes without limitation any body corporate

'COUNCIL' the Council of Management of the Association, having the same meaning as Board in the Act

'EXECUTED' includes any mode of execution

'MEMBER OF COUNCIL' and 'COUNCIL MEMBER' a member of the Council of Management, having the same meaning as Director as defined in the Act

'OFFICE' means the registered office of the Association

'SECRETARY' and 'SECRETARIAT' means the Secretary of the Association appointed by the Council, or any other person appointed to perform the duties of Secretary of the Association, including any joint, assistant or deputy secretary

Words importing the singular number shall include the plural number and vice versa, words importing one gender shall include all genders, persons shall include corporations, and the headings are inserted for convenience only and shall not affect the construction of these Articles.

- 1 The name of the Company (hereinafter called "the Association") is "**British Compressed Gases Association**".
- 2 The registered office of the Association shall be situate in England.
- 3 The objects for which the Association is established ("the Objects") are to promote and develop the interests and advancement of the industrial, medical and food gases industries including without limitation the manufacture, separation, distribution, supply and handling of industrial gases of all kinds for any purpose whatsoever and all kinds of tanks, cylinders, pipeline systems and valves used in connection therewith

And in furtherance of the Objects but not further or otherwise, to do all or any of the following things:

- (1) To represent the members' interests in matters of national, European legislation (as applicable) and negotiate with and make representations to Government Departments, local, public, other authorities, corporate bodies or any other such national or international governmental departments and agencies outside of the UK, and other European and international organisations, associations, bodies or persons on any matters affecting the interests of the members or the activities of the industrial, medical and food gases industry.
- (2) To promote, sponsor and organise research in all matters relating to the Objects, and to undertake, make, supervise, or assist in the making of experiments, test and all kinds of research work.
- (3) To establish, form, equip and maintain laboratories, workshops, buildings and plant for the purpose of research, development and of scientific work in connection with the Objects.
- (4) To raise and provide sums for any of the Objects and for payment to any person or persons, body or corporation in connection therewith, and in particular to use the funds of the Association in the employment of persons of learning or skill and the provision and use of buildings and of instruments, materials and appliances, and of any of the equipment of the Association for any form of scientific studies which may be considered to have some bearing, whether immediate or ultimate, on practical problems involved in the Objects.
- (5) So far as permitted by law, to promote and establish standard practices relating to the Objects, and to seek official recognition of such standard practices where appropriate.
- (6) To undertake, supervise or encourage the technical education of persons who are engaged, or likely to be engaged, in the Objects, and to run instruction courses (including courses organised with other bodies), and to provide assistance to educational establishments for such purpose.
- (7) To enter into any arrangement with any supra national or international body or any Government authority, supreme, dependant, municipal, local or otherwise, and to obtain any such supra national or international body or any such Government authority

any rights, concessions, privileges and permissions that may seem conducive to the Objects or any of them.

- (8) To cause to be written and printed or otherwise reproduced in any media, and circulated in any media (including without limitation periodicals, magazines, books, leaflets, films, videos, recorded tapes, compressed disks, digital video disks or other media yet to be invented in respect of any matter of interest to the Association and/or its members.
- (9) To retain or employ skilled professional or technical advisers or workers in connection with the Objects and to pay therefore such fees or remunerations as may be thought to be expedient.
- (10) To apply to the Government, national or international government departments and agencies or any public or private body or any person for, and to accept, grants of money and land, or other assistance, and to comply with the terms attached thereto so far as the same shall be constituent with the Objects.
- (11) To establish, promote, amalgamate with, or become a member of, or affiliated to, or subscribe to, any society, association or institution with objects similar to those of the Association, and to correspond, communicate and co-operate with any such society, association or institution with a view to the pursuit of common objects and the enabling of exchange of ideas with the same object.
- (12) To establish and support, or aid in the establishment and support of, associations, institutions, funds, trusts including any non-contributory or contributory pension or superannuation funds and conveniences calculated to benefit employees or ex-employees of the Association or the dependants or connections of such persons and to grant pensions, donations, gratuities or emoluments and allowances to and to make payments towards insurances of such persons, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (13) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments, and to operate bank accounts.
- (14) To pay all expenses preliminary or incidental to the formation of the Association and its registration.
- (15) To purchase, take on by lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of or in connection with its Objects, and to construct, erect, maintain, improve and alter any buildings or erections necessary or convenient for or in connection with the work of the Association.
- (16) To manage, sell, let, demise, mortgage, dispose of or turn to account or otherwise deal with all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its Objects.

- (17) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its Objects.
- (18) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations as securities of the Association or by mortgage or charge on all or any part of the property of the Association.
- (19) To invest and deal with the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may be for the time being imposed or required by law.
- (20) To establish and support or aid in the establishment and support of any association or institutions and to subscribe or guarantee money for purposes in any way connected with the purposes of the Association or calculated to further its Objects.
- (21) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (22) To carry on any or all other activities tending to benefit the industry of the production, application and distribution of gases or kindred substances as a whole.
- (23) To provide indemnity insurance to cover the liability of the Members of Council which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association Provided that any such insurance shall not extend to any claim arising from any act or omission which the Members of Council knew to be a breach of trust or breach of duty or which was committed by the Members of Council in reckless disregard of whether it was a breach of trust or breach of duty or not Provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Members of Council in their capacity as Members of Council of the Association.
- (24) To do all such other things as may be deemed incidental or conducive to the attainment of the Objects of any of the powers given to the Association by the Companies Act 2006 (as amended, or any later re-enactment) or this Article.

Provided that:

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
- (ii) None of the provisions set forth in any sub-Article of this Article 3 shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-Article, or by reference to or inference

from the terms of any other sub-Article of this Article, or by reference to or inference from the name of the Association.

- 4 The income and property of the Association shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Association and no Council Member of the Association shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association provided that nothing herein shall prevent any payment in good faith by the Association:
- (1) of the usual professional charges for business done by any Council Member who is a solicitor, accountant, or other person engaged in a profession or by any partner of his or hers, when instructed by the Association to act in a professional capacity on its behalf; provided that at no time shall a majority of the Members of the Council benefit under this provision and that a Member of Council shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner, is under discussion;
 - (2) of reasonable and proper remuneration to any Member, officer or servant of the Association (not being a Member of Council) for any services rendered to the Association and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Association;
 - (3) of interest on money lent by a Member of the Association or Member of Council at a rate per annum not exceeding five per cent per annum;
 - (4) to any Member of Council of reasonable out-of-pocket expenses;
 - (5) of fees, remuneration or other benefit in money or money's worth to a company of which a Member of the Association or a Member of Council may be a member holding not more than one hundredth part of the capital of such company;
 - (6) of reasonable and proper rent for premises demised or let by any Member of the Association or any Member of Council.
 - (7) of any premium in respect of any indemnity insurance to cover the liability of the Members of Council and officers who by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association;
 - (8) of reasonable and proper remuneration to any Member of Council for any consultancy, marketing or administrative services rendered to the Association
 - (9) of any reasonable remuneration to any Member of Council in respect of his or her employment as the Chief Executive or having equivalent title and responsibilities, by the Association notwithstanding that he or she is a Member of Council, provided that:
 - (A) such Member of Council withdraws from any meeting whilst his or her appointment, remuneration or other terms of employment or the appointment, remuneration or other terms of employment of any other employee or employees

which might affect the Members of Council being discussed; and

(B) only up to such Members of Council may be remunerated at any time.

Members

6.1 No person shall be admitted a member of the Association unless he is approved by the Council. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council require executed by him.

6.2. Every person who wishes to become a member shall apply for membership in one of the following classes of membership only:

(i) **Full Member**

a person or body corporate carrying on business as defined in Article 6.3 below. Any person who ceases at any time to meet the foregoing requirement shall automatically cease to be a member of the Association. Each full member shall have one vote at general meetings of the Association.

(ii) **Associate Member**

a person associate or body corporate or institution carrying or engaged in the provision of information, advice and training or services to any of the businesses defined in Article 6.3 . Each Associate Member shall not be a Member of the Association for the purposes of the Act but may attend general meetings of the Association and shall not have a vote.

6.3 Persons engaged in all or any of the following businesses shall be eligible for membership:

(a) the manufacture, separation, compression, liquefaction and solidification of Industrial, Medical or Food gases including without limitation air or gases such as, but not limited to, acetylene, argon, ammonia, carbon dioxide, chlorine, hydrogen, helium, oxygen, petroleum gases and nitrogen, or any combinations thereof, by any process;

(b) the distribution and application of any such gases, substances and combinations for any purpose (medical, industrial, scientific or otherwise);

(c) the design and manufacture of containers, including cylinders, pressure vessels and evaporators for use in connection with any such gases, substances or combinations;

(d) the design and manufacture of apparatus and appliances of all kinds used, or capable of being used, in the consumption of any such gases, substances or combinations;

(e) the design and construction of plant for the manufacture, separation, compression, liquefaction, solidification and/or distribution, including piped systems and vehicles, of such gases, substances or combinations;

(f) the selling or servicing of equipment, containers, installations or vehicles in any of the businesses

referred to in Article 6.3 (a) to (e) above;

(g) the provision of expert information, advice and training in any of the businesses referred to in Article 6.3 (a) to (e) above.

6.4 Every person applying for membership and renewal of membership shall supply such information as the Council may from time to time require:

6.4.1 to determine eligibility for membership;

6.4.2 to determine the level of subscription payable; and

6.4.31 the number of votes to which the person would be entitled on a subscription weighted poll.

7.1 A member may at any time give written notice in writing to the Association to withdraw from the Association (“Notice”). Notice takes effect on receipt by the Association. The member's membership terminates at the end of the calendar year in which the Notice is given. A member shall be liable for and pay to the Association its membership subscription in full for the calendar year in which it resigns. Any member who gives Notice on or after 30th June in any year shall also be liable to pay a full year's subscription to the Association in respect of the next calendar year. No refunds of subscriptions are allowed except in the case of termination under Article 8.1 when the unexpired portion of the subscription will be refunded.

7.2 Where membership subscription is overdue for more than 3 calendar months the Council may at its discretion charge interest at the rate of 3% over the base rate of National Westminster Bank plc from the due date for payment until date of actual payment (both dates inclusive).

7.3 Membership shall not be transferable and shall cease on death or in the case of a partnership upon the dissolution of the partnership or in the case of a body corporate on its becoming insolvent or upon an effective resolution being passed or made for its liquidation, or a receiver or administrator being appointed over a substantial part of its assets.

8.1 The Council may also at their discretion terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his own defence by the Council or a committee of the Council.

8.2 Notwithstanding the generality of Article 8.1 and without limitation thereto grounds for termination by the Council shall include but not limited to non-payment or persistent late payment of membership subscriptions (definition of Persistent late payment to be determined by the Council) and other monies due and payable to the Association, conviction by a Court or fine by a regulatory body for an offence that may in the Council's sole opinion adversely affect the goodwill and reputation of the Association, acts in breach of the Articles or by-laws, or acts contrary to the aims and Objects of the Association.

Subscriptions

9 All members shall make such payments annually or otherwise to the Association by way of subscription, levy or other such means and at such rates and times and in such a manner as may from time to time be decided upon by the Council. The Council may determine different categories of subscription having regard to the turnover of the member, and such categories shall

also apply in the event of subscription weighted polls.

- 10 Members shall, if so required, furnish in confidence to the Chief Executive or Secretariat from time to time such details as the Association may reasonably require, in order to determine the amount of any subscription, levy or other monies payable by such a member.

General meetings

- 11 The Association is not obliged to hold an annual general meeting but may do so at the discretion of the Council. If one is called the annual general meeting shall be held at such time and place as the Council shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 12.1 The Council may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition.
- 12.2 Any five full members may require the Council to circulate a resolution for consideration at an annual general meeting of the Association (if one is called) and if so require it to be considered on a subscription weighted poll.

Notice of general meetings

- 13 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Council Member shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (a) in the case of an annual general meeting, by all full members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the full members having a right to attend and vote being a majority together of full members holding not less than 5 per cent of the total voting rights at the meeting of all the full members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members including associated members and to the Council and auditors.

- 14 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

- 15 No business shall be transacted at any meeting unless a quorum is present. Five members entitled to vote upon the business to be transacted, each being a full member or a proxy for a full member or duly authorised representative of such member shall be a quorum.

- 16 If such a quorum is not present within an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such other time as the Council may determine within 3 months of the original date of the general meeting.
- 17 The President, if any, of the Council or in his absence some other Council Member nominated by the Council shall preside as chairman of the meeting, but if neither the President nor such other Council Member (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Council Members present shall elect one of their number to be chairman and, if there is only one Council Member present and willing to act, he shall be chairman.
- 18 If no Council Member is willing to act as chairman, or if no Council Member is present within 15 minutes after the time appointed for holding the meeting, the full members present and entitled to vote shall choose one of their number to be chairman. A Council Member shall, notwithstanding that he is not a full member, is entitled to attend and speak at any general meeting.
- 19 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 20 A resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a subscription weighted poll is duly demanded. Subject to the provisions of the Act, a subscription weighted poll may be demanded:
- (a) by at least five full members having the right to vote at the general meeting; or
 - (b) by a full member or full members representing not less than one-tenth of the total voting rights of all the full members having the right to vote at the general meeting;

and a demand by a person as proxy for a full member shall be the same as a demand by the full member.

- 21 Unless a subscription weighted poll is duly demanded a declaration by the chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 22 The demand for a subscription weighted poll may, before the subscription weighted poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 23 A subscription weighted poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the

subscription weighted poll. The result of the subscription weighted poll shall be deemed to be the resolution of the general meeting at which the poll was demanded.

- 24 In the case of an equality of votes, whether on a show of hands or on a subscription weighted poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 25 A subscription weighted poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A subscription weighted poll demanded on any other question shall be taken either forthwith or at such other time and place as the chairman directs not being more than 30 days after the subscription weighted poll is demanded. The demand for a subscription weighted poll shall not prevent the continuance of a general meeting for the transaction of any business other than the question on which the subscription weighted poll was demanded. If a subscription weighted poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the general meeting shall continue as if the demand had not been made.
- 26 No notice need be given of a subscription weighted poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 Clear Days' notice shall be given specifying the time and place at which the subscription weighted poll is to be taken.
- 27 A resolution in writing executed by or on behalf of each full member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more full members. For the avoidance of doubt a subscription weighted poll can only be demanded for resolutions put to a general meeting and not written resolutions.

Votes of members

- 28.1 On a show of hands every full member, who has paid their subscription monies in full, and who (being an individual) is present in person or (being a Corporation) is present by a duly authorised representative, not being himself a full member entitled to vote, shall have one vote. For the avoidance of doubt, Associate Members cannot vote on matters at GMS or AGMS.
- 28.2 On a subscription weighted poll full members who have paid their subscription monies in full shall have the number of votes as are set opposite the subscription band to which they are then categorised namely:

Band	Votes
A	1
B	3
C	5
D	10

- 29 The Council may amend the subscription band criteria at any time, but, for the avoidance of doubt, any full member who is assigned a particular subscription band will remain in that band for the purposes of voting at subscription weighted polls, even if such amendment would cause that full member to be in a different band, until that full member is re-categorised at the start

of the next full subscription year. Each full member shall inform the Council in writing of any substantial change to their business throughout the subscription period and shall supply any information that the Council, at its request, may require to determine category of membership or subscription band.

- 30 A full member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a subscription weighted poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a subscription weighted poll, vote by proxy. Evidence to the satisfaction of the Council of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 31 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 32 An instrument appointing a proxy shall be in writing and in any form which the Council may approve:
- 33 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may:
- (a) be deposited at the office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a subscription weighted poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the subscription weighted poll has been demanded and not less than 24 hours before the time appointed for the taking of the subscription weighted poll; or
 - (c) where the subscription weighted poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the subscription weighted poll was demanded to the chairman or to the Secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 34.1 In the case of a Corporation, a director, its secretary or any other person who has been given explicit authority to act on its behalf and can prove such authority to the reasonable satisfaction of the Council, is deemed to be a duly authorised representative for the purpose of Section 323 of the Act.
- 34.2 In the case of any unincorporated body its Chairman or its Secretary is deemed to be a duly

authorised representative for the purpose of Section 323 of the Act.

- 34.3 A vote given or subscription weighted poll demanded by proxy or by the duly authorised representative of a Corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a subscription weighted poll unless notice of the determination was received by the Association at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the subscription weighted poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the subscription weighted poll.

Number of Council Members

- 35.1 Members of Council shall be appointed as provided in the Articles.
- 35.2 The minimum number of Members of Council shall not be less than four nor more than 15.
- 35.3.1 Of the Members of Council, the Council shall:
- nominate:
 - (a) the President; and
 - (b) a Vice-President
 - and appoint the Chief Executive Director
- 35.4 The nominations of President and Vice President are subject to confirmation at the next Annual General Meeting when such appointments shall take effect.
- 35.5 The President shall be the Chairman of the Association and the Council.

Powers of Council

- 36.1 Subject to the provisions of the Act, and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the Council who may exercise all the powers of the Association. No alteration of the Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Council by the Articles and a meeting of Council at which a quorum is present may exercise all powers exercisable by the Council.
- 36.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of the powers under the Articles the Council shall have the following powers, namely:
- (a) to expend the funds of the Association in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Association such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to extend the proceeds of any such sale in furtherance of the objects of the Association;

- (b) to enter into contracts on behalf of the Association
- (c) to bring before any general meeting any matters which they consider material to the objects of the Association and make any recommendation they consider relevant with regard to the Association
- (d) to take cognisance of any matter which may be brought before them affecting the Association or any of its Members

37 The Council may make such Bye-Laws as may be necessary for regulating the nomination, election and retirement of Council Members, the orderly and efficient conduct of its own proceedings and of the proceedings of general meetings of the Association, the appointment of its own meetings, the proper supervision and use of funds of the Association and the regulation of the Council and the Committees and affairs of the Association provided they be not repugnant to or inconsistent with the terms of these Articles. The Council may at any time and from time to time revoke or alter any of the said Bye-Laws Provided that this shall not authorise the making, revoking or altering of any Bye-Laws without a Special Resolution if it would amount to such an alteration of or addition to the Articles as could not otherwise be made without Special Resolution.

38 The Council may by resolution delegate any of their powers to any committee. The Council may also by resolution delegate to the Chief Executive Director such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more full members shall be governed by the Articles regulating the proceedings of Council so far as they are capable of applying.

Appointment and retirement of Council Members

39 Members of Council shall not be required to retire by rotation.

40 Notwithstanding the provisions of Article 39, if the President wishes to serve a second two year term as President he shall not less than 28 Clear Days before the next general meeting give notice in writing of such wish and offer himself for re-election and if so re-elected serve for another 2 years from the date of such resolution and shall be eligible for a further re-election with a majority vote of Council.

41 The Association may by ordinary resolution appoint a person who is willing to act to be a Council Member either to fill a vacancy or as an additional Council Member or the Council may appoint a person who is willing to act to be a Council Member, either to fill a vacancy or as additional Council Member, provided that (i) the appointment does not cause the number of Council Members to exceed any number fixed by or in accordance with the Articles as the maximum number of Council Members and (ii) the appointee is engaged or employed by a company who is a full member or an Associate Member (as the case may be).

42 In the event that the President of the Council ceases to be employed or engaged by a company who is a full member or an Associate Member (as the case may be) during the term of his/her presidency, the Council, acting in its sole discretion, may allow such President to finish his/her term. If the Council decide that the President is not to finish his/her term, the Council may appoint

a President in accordance with articles 40 and 41.

Disqualification and removal of Council Members

43 The office of a Council Member shall be vacated if:

- (a) he ceases to be a Council Member by virtue of any provision of the Act (or any statutory modification or re-enactment thereof); or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) a registered medical practitioner who is treating or has examined that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a Council Member and may remain so far more than three months; or
- (d) he resigns his office by notice to the Association (but only if at least three Members of Council will remain in office when the notice of resignation is to take effect); or
- (e) he shall for more than 6 consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolve that his office be vacated; or
- (f) subject always to article 42 above, a Council Member ceases to be employed or engaged by a company who is a full member or an Associate Member (as the case may be) during the term of his/ her role on the Council.

Council Members' expenses

44 The Members of Council may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Council or committee of the Council or general meetings or separate meetings of the holders of debentures of the Association or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration except to the extent permitted by Article 4.

Council Members' appointments and interests

45 Subject to the provisions of the Act and these Articles, the Council may appoint up to two of their number to a remunerated office of the Association and may enter into an agreement or arrangement with such persons for their employment by the Association or for the provision by them of any services outside the scope of the ordinary duties of a Council Member. Any appointment of a Council Member to an executive office shall terminate if he ceases to be a Council Member.

46 Except to the extent permitted by Article 4 no Council Member shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a Council Member in any other contract to which the Association is a party.

47 For the purposes of regulation 45:

- (a) a general notice given to the Council that a Council Member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Council Member has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Council Member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Proceedings of Council

- 48 A meeting of the Council shall be held not less than twice in each year. Subject to the provisions of the Articles, the Council may regulate their proceedings as they think fit. A Council Member may, and the Secretary at the request of a Council Member shall, call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Council Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 49 The quorum for the transaction of the business of the Council shall be four. However, no business may be considered at a meeting of the Council if it wholly concerns one class of membership except at the request of those members and should take no action affecting the interests of that class of member if the Association has been informed that such action would be prejudicial to its interests.
- 50 Unless the President is unwilling to chair a meeting, he shall preside at every meeting of Council at which he is present. But if there is no Council Member holding that office, or if the Council Member holding it is unwilling to preside or is not present within 30 minutes after the time appointed for the meeting, the Vice-Chairman (if present) shall preside failing which the Council Members present may appoint one of their number to be chairman of the meeting.
- 51 Subject always to Article 49, the President shall hold office as Chairman until the close of the Annual General Meeting following his expiry of appointment. At the first meeting of Council to be held after such Annual General Meeting the Council shall appoint one of their number to be President as provided in Article 35.3.1.
- 52 All acts done by a meeting of the Council, or of a committee of the Council, or by a person acting as a Council Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member and had been entitled to vote.
- 53 A resolution in writing signed by all the Council Members entitled to receive notice of a meeting of the Council or of a committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of the Council duly convened and held and may consist of several documents in the like form each signed by one or more Council Members.
- 54 Save as otherwise provided by the Articles, a Council Member shall not vote at a meeting of the

Council or of a committee of the Council on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Association or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Association or any of its subsidiaries for which the Council Members has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Association or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Association or any of its subsidiaries for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the H M Revenue & Customs for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Association), connected with a Council Member shall be treated as an interest of the Council Member and, in relation to an alternate Council Member, an interest of his appointor shall be treated as an interest of the alternate Council Member without prejudice to any interest which the alternate Council Member has otherwise.

- 55 A Council Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 56 The Association may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Council Member from voting at a Council meeting or of a committee of the Council.
- 57 Where proposals are under consideration concerning the appointment of two or more Council Members to offices or employments with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each Council Member separately and (provided he is not for another reason precluded from voting) each of the Council Member concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 58 If a question arises at a Council meeting or of a committee of the Council as to the right of a Council Member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Council Member other than himself shall be final and conclusive.
- 59 The Council may appoint such committees (whether standing or otherwise) as they consider

necessary to advise or assist them in carrying out any of the objects of the Association. The Council may, if necessary, provide for the annual election of any such committee and may dissolve or vary the constitution of any such committee as they think fit. The Council may grant to such sub-committees such powers as may be deemed necessary, including power to co-opt any member of the Association (whether a member of the Council or not).

- 60
- (a) Any Council Member may in writing to the Council appoint any person who is either a Council Member or permanently employed manager of a Member to be his alternate Council Member to act in his place at any meeting of the Council at which he is unable to be present. Every alternate Council Member shall be entitled to notice of meetings of the Council and to vote thereat as a Council Member when the person appointing him is not personally present.
 - (b) A Council Member may at any time in writing to the Council revoke the appointment of an alternate Council Member appointed by him.
 - (c) An alternate Council Member shall be entitled to reimbursement of all travelling and other expenses in accordance with Article 44 whilst he shall be acting as an alternate Council Member.

Electronic Meetings

- 61 Notice of any meeting of the Council may be given by telephone, video conference or by computer via electronic mail on the internet or world wide web ("e-mail"). The contemporaneous linking together by telephone, video conference or via e-mail of a number of the Council Members being not less than the quorum and the company secretary shall be deemed to constitute a meeting of the Council wherever in the world they are, so long as:
- 61.1.1 none of the Council Members are absent from the meeting except only as to any of them who the chairman may have consented before the meeting may be absent therefrom or temporary absence as stated within 61.1.5;
 - 61.1.2 the Council Members who are present at the start of and throughout the meeting subject as hereinafter mentioned constitute a quorum;
 - 61.1.3 at the commencement of the meeting each Council Member acknowledges the presence thereof to all the other Council Members taking part;
 - 61.1.4 each of the Council members taking part and the company secretary are able to hear or in the case of e-mail are connected on the line with each other of them subject as hereinafter mentioned throughout the meeting;
 - 61.1.5 the Council Members present at the commencement of the meeting do not leave the meeting by disconnecting, but the meeting shall be deemed to have been conducted validly notwithstanding accidental temporary disconnection during the meeting and the proceedings thereof shall be deemed to be as valid as if there had not been any disconnection as long as there remains quorum at any one time throughout the duration of the meeting;
 - 61.1.6 and a minute of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by both the chairman and the company secretary.

61.2 In the event that quorum cannot be achieved, the meeting shall be subject to the same re-scheduling requirements as for a general meeting at article 16.

Secretary

62 Subject to the provisions of the Act, the Council may in its absolute discretion appoint a Secretary of the Association for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. The Association is not obliged to appoint a Secretary.

Minutes

63 The Council shall cause minutes to be kept for the purpose:

- (a) of all appointments of officers made by the Council; and
- (b) of all proceedings at meetings of the Association, and of the Council, and of committees of the Council, including the names of the Council Members present at each such meeting.

Executive Director

64.1 Notwithstanding any other provision of the Articles the Chief Executive Director shall be responsible for the day to day execution and administration of all policies and decisions made by the Council.

64.2 The Chief Executive Director shall also be responsible for:

64.2.1 the day to day conduct of the Association

64.2.2 the selection and management of all employees of the Association; and

64.2.3 the day to day administration of the premises from which the Association operates.

Accounts

65 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Council or by ordinary resolution of the Association.

Notices

66.1 Any notice to be given to or by any person pursuant to the Articles 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 Regulation and the next three “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 66.2 The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Association by a member. A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association.
- 66.3 A member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 66.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with the guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

Winding up

- 67 On the winding-up and dissolution of the Association the liability of the Members is limited.
- 68 Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a Member, or within one year afterwards, for the payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses for winding up the Association, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding £1.
- 69 If, upon the winding-up or dissolution of the Association 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 Association, but if and so far as effect can be given to the next provision shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, to be determined by the Members of the Association at or before the time of dissolution; and if and so far as effect cannot be given to such provision then to some charitable object.

Indemnity

- 70 Subject to the provisions of the Act but without prejudice to any indemnity to which a Council Member may otherwise be entitled, every Council Member or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him 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 Association.

