

Company Number 6625724

The Companies Acts 1985 to 1989
and
The Companies Act 2006

Private Company Limited by Guarantee
and not having a Share Capital

**Memorandum
and
Articles of Association
of
The Recycling Association**



Incorporated 20 July 2008

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SOLICITORS

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The Companies Acts 1985 to 1989

Private Company Limited by Guarantee and not having a Share Capital

Memorandum of Association

of

The Recycling Association

I, the person whose name and address is subscribed is desirous of being formed into a Company in pursuance of this Memorandum of Association.

Graham Stephens
16 Churchill Way
CARDIFF
South Glamorgan
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Dated this day of 20/6/2008

The Companies Act 2006

Private Company Limited by Guarantee and not having a Share Capital

New

Articles of Association

of

The Recycling Association

as adopted by Special Resolution passed

201

1. Interpretation

1.1 In these Articles, if not inconsistent with the subject or context:

%Act+	means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force
%Articles+	means these Articles of Association as altered from time to time
"Associate Member"	means a person appointed as an Associate Member of the Association in accordance with Article 11
%Association+	means this company, The Recycling Association
%Companies Acts+	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Association
%Council+	means the board of directors of the Association
%Councillor+	means a member of the Council, being a director for the purposes of the Act, and references to Councillors include the Officers where appropriate
"Full Member"	means a person appointed as a Full Member of the Association in accordance with Article 10
"Member"	means a Full Member or an Associate Member
"Members Representative"	means a person nominated as such in accordance with Article 15.1 and %Representative+ shall be construed accordingly
%Officer+	means the President and/or Vice-President of the Association
%Service Company+	means Independent Waste Paper Producers Limited (company no. 1247369) and/or any other company

limited by guarantee or shares which may be promoted pursuant to the objects of the Association

- 1.2 The articles constituting Schedule 2 to the Companies (Model Articles) Regulations 2008 shall not apply to the Association.
- 1.3 Any dispute or question of interpretation of these Articles shall be referred to the Council whose decision thereon shall be final and binding on the Members.

2. Liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

- 2.1 payment of the Association's debts and liabilities contracted before he ceases to be a Member;
- 2.2 payment of the costs, charges and expenses of winding up; and
- 2.3 adjustment of the rights of the contributories among themselves.

3. Objects

- 3.1 In accordance with Section 31(1) of the Act, the objects of the Association are restricted to those set out in the following provisions of this Article.
- 3.2 The Association is established for the following objects: the promotion and regulation of commerce, in particular by promoting and protecting the interests of all companies and organisations involved in the waste and recycling industry.
- 3.3 In furtherance of the principal objects but not otherwise the Association has power:
 - (a) To encourage free and fair competition within the industry and between all Members;
 - (b) To provide a forum for the free discussion and exchange of information on all matters relevant to Members' business and the waste and recycling industry;
 - (c) To represent Members on or before any council, committee or other body connected with the recovery and utilisation of waste and recyclable materials;
 - (d) To promote either alone or in conjunction with other trade associations or any other person, association, or body, any venture or project that may seem conducive to the objects of the Association;
 - (e) To print, publish and circulate to Members any written matter, which may be regarded as of value or assistance to them in the conduct of their business;
 - (f) To provide technical, managerial, financial advice or other assistance to Members where this is capable of being of direct or indirect benefit to the interests of individual Members or Members as a whole;
 - (g) To assist in the resolution of disputes involving individual Members by the

provision of arbitration and conciliation services or by the supply of any technical information, evidence or advice that may be relevant for the proper determination of such disputes; and

- (h) To promote limited liability companies, including the Service Company, empowered to provide services to the Association and Members and to trade with and act as agents for Members.

3.4 The following rules apply in relation to the income, capital and assets of the Association:

- (a) all of the income of the Association must be applied in promoting its objects;
- (b) no dividends may be paid, or capital returned, to the Members; and
- (c) on the winding up of the Association, all the assets that would otherwise be available to its Members generally must be transferred to a body (whether or not that body is a Member) with objects which either:
 - (i) are similar to those of the Association; or
 - (ii) consist of the promotion of charity and anything incidental or conducive to this.

4. Management

4.1 The Management of the affairs of the Association shall be vested in the Council, which shall consist of:

- (a) two Officers; being a Chairperson (President) and Vice-Chairperson (Vice-President); and
- (b) any number of other Councillors, all of whom shall be Full, Discretionary or Honorary Members or Representatives.

4.2 The number of Councillors shall not be subject to a maximum but shall not be less than three.

4.3 The President shall hold office as such until the second Annual General Meeting following his/her election, when he/she shall retire but shall remain as a Councillor for one further year. If no Vice-President is in office or no nominations are received at the relevant Annual General Meeting for the role of President then, on approval of the Membership in attendance at the relevant Annual General Meeting, the President may be elected for a further term of two years.

4.4 The Vice-President shall be elected at the Annual General Meeting of the Association and shall hold office as such until he/she automatically succeeds to the office of President. Subject to the remaining provisions of this Article, successive Vice-Presidents shall be elected by the Association at the Annual General Meeting at which the office is vacated and they shall hold office as such until they succeed to the office of President.

4.5 Other Councillors shall be elected by the Association at the Annual General Meeting by a simple majority in accordance with Article 17.1. Councillors elected under this Article 4.5 shall retire from office at the second Annual General meeting after the one

at which they were last elected, but shall be eligible for re-election.

- 4.6 An Officer or a Councillor may resign his office by written notice at any time. He shall automatically cease to hold such office if he ceases to be a Full, Discretionary or Honorary Member's Representative.
- 4.7 An Officer or Councillor who fails to attend three consecutive meetings of the Council without obtaining prior leave of absence or subsequent condonation of non-attendance from the Council shall be deemed to have resigned therefrom if the Council so resolves.
- 4.8 The President or Vice-President may with the approval of the Council between one Annual General Meeting and another resign his/her office as an Officer and remain a member of the Council as a Councillor until the next Annual General Meeting.
- 4.9 If the office of President is vacated between one Annual General Meeting and another, in consequence of the death, resignation or disqualification of the person holding such office, the Vice-President for the time being shall succeed thereto and if he/she be unable or unwilling to succeed thereto the Council shall elect one other Councillor to hold the office as President until the next Annual General Meeting.
- 4.10 If the office of Vice-President is vacated between one Annual General Meeting and another in consequence of succession to the office of President or the death, resignation or disqualification of the person concerned, the Council may elect one other Councillor to fill the office of Vice-President until the next Annual General Meeting.
- 4.11 The Council may elect any Full, Discretionary or Honorary Member's Representative to fill a casual vacancy arising in the number of Councillors in consequence of the election of the Councillor to the office of President or Vice-President or on the death, resignation or disqualification of the person concerned and the person so elected as a Councillor shall hold office until the next Annual General Meeting.
- 4.12 Without prejudice to the above powers of the Council the Association may in General Meeting elect any Full, Discretionary or Honorary Member's Representative to hold office as an Officer or Councillor if such office is then vacant and if such election is not made at an Annual General Meeting the person so elected shall hold office until the date on which he would have been liable to vacate the same if elected at the preceding Annual General Meeting.
- 4.13 Without prejudice to the above, the Association may in General Meeting remove any Officer or Councillor from office in accordance with Section 168 of the Act.
- 4.14 All Council appointments are subjected to ratification of eligibility by the officers and full disclosure of the Councillor's direct or indirect trade interests and those of the Member of which he is Representative.

5. Proceedings of the Council

- 5.1 The Council shall meet three monthly or at such more or less frequent intervals as may be convenient for the dispatch of business and the meetings shall be held at such places as the Council may from time to time determine.
- 5.2 Any Councillor may call a Council meeting by giving notice of the meeting to the directors or by authorising the Secretary (if any) to give such notice.

- 5.3 Notice of any Council meeting must indicate:
- (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that Councillors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 5.4 Notice of a Council meeting must be given to each Councillor, but need not be in writing.
- 5.5 Notice of a Council meeting need not be given to Councillors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Association not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 5.6 The quorum for the transaction of Council business shall be three.
- 5.7 The President or failing him/her, Vice-President shall take the chair at all the meetings of the Council and in the absence of both of them the Council shall elect one other of its number to chair the meeting.
- 5.8 Except where these Articles provide otherwise all resolutions and decisions of the Council shall be by a simple majority of all votes cast. Each Councillor or Officer present at the meeting shall have one vote. The chairman of the meeting shall, in the case of equality of votes, have a second or casting vote.
- 5.9 Subject to the Articles, Councillors participate in a Council meeting, or part of a Council meeting, when:
- (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of business of the meeting.
- 5.10 In determining whether Councillors are participating in a Council meeting, it is irrelevant where any Councillor is or how they communicate with each other.
- 5.11 If all the Councillors participating in a meeting are not in the same place, they may decide that the meeting is treated as taking place wherever any of them is.
- 5.12 Any resolution reduced to writing and signed by all Officers and Councillors then present in the United Kingdom shall be as effective and binding as if the same had been passed at a meeting of the Council properly convened and constituted for that purpose.
- 5.13 The Council shall appoint a Secretary on such terms and conditions of service and remuneration as the Council may think fit and such person shall attend and be entitled to speak at meetings of the Council but not to vote thereat and shall carry out such duties in regard to the keeping of records, minutes and otherwise as the Council may from time to time determine. The Council may appoint a Councillor or some

other person to act as and in place of the Secretary from time to time.

6. Powers of the Council

For the furtherance of the principal objects of the Association but not otherwise, the Council shall have full power of control and management of the business, property and affairs of the Association including but not limited to the following powers:

- 6.1 To expend the funds of the Association in such a manner as the Council may consider beneficial;
- 6.2 To purchase, take in, exchange, hire or otherwise acquire any real or personal property of any nature whatsoever and to hold the same in the name of the Association;
- 6.3 To sell, lease, let or otherwise dispose of any real or personal property of the Association for such consideration, if any, and on such terms as the Council may in its absolute discretion think fit;
- 6.4 To invest in the name of the Association any funds of the Association not immediately required for the attainment of its objects or purposes in such investments (whether income producing or not) in any part of the world as it may in its discretion select and to realise, vary and transpose such investments and to re-invest;
- 6.5 To liaise with the Association's wholly owned subsidiary commercial trading company, the Service Company, which is tasked with raising funds for the Association by giving priority to the Members in any trading activities, in order that the Association can provide a full range of services to the Membership where resources are not covered by subscription income, (see Article 18). The Service Company will be managed by an independent Board of Directors under its own governance structure and appointed by the Members at the Annual General Meeting of the Association. The Board of Directors together with the Chief Executive shall report to the Council on a monthly basis or at other times to suit;
- 6.6 To appoint a permanent Secretariat and to employ full time and part time clerical, secretarial, book keeping and other staff on the Association's behalf on such terms as to remuneration and otherwise as it may think fit;
- 6.7 To employ solicitors, accountants, agents and other professionals and technical advisers and experts to assist and advise on any matter of direct or indirect concern to the Association and to pay their fees or other remuneration;
- 6.8 To enter into contracts on the Association's behalf;
- 6.9 To borrow money upon the security of any of the property of the Association and to direct the granting of mortgages and other charges thereover;
- 6.10 To open one or more accounts with any bank or building society in the name of the Trustees of the Association and to cause the same to be operated under any two signatures of such Officers or Councillors or of the Association's employees as it may direct;
- 6.11 To make, draw, accept issue and negotiate bills of exchange, cheques, promissory notes and other negotiable instruments of every description;

- 6.12 To promote companies consistent with the objects of the Association and to subscribe for shares in those companies on behalf of the Association;
- 6.13 To maintain, prosecute and defend actions at law and proceedings of every description, to submit disputes to arbitration and to compound or compromise claims and proceeds;
- 6.14 To delegate any or all of its powers to any standing or ~~ad hoc~~ sub-committee.
- 6.15 To indemnify any Member or Members, Representative against any out of pocket expenses incurred in the discharge of any duty undertaken on the Council's behalf or at its request; and
- 6.16 Generally to take any action that may seem conducive to the attainment or furtherance of the objects of the Association.

7. Conflicts of interest

- 7.1 If a proposed decision of the Council is concerned with an actual or proposed transaction or arrangement with the Association in which a Councillor is interested, that Councillor is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 7.2 But if Article 7.3 applies, a Councillor who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.
- 7.3 This Article 7.3 applies when:
 - (a) the Association by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Councillor from being counted as participating in the decision-making process;
 - (b) the Councillor's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the Councillor's conflict of interest arises from a permitted cause; being:
 - (i) a guarantee given, or to be given, by or to a Councillor in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries; and/or
 - (ii) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Association or any of its subsidiaries which do not provide special benefits for Councillors or former Councillors.
- 7.4 For the purposes of this Article 7, references to proposed decisions and decision-making processes include any Council meeting or part of a Council meeting.
- 7.5 Subject to Article 7.6, if a question arises at a meeting of Councillors or of a committee of Councillors as to the right of a Councillor to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any Councillor other than the chairman is to be final and conclusive.

- 7.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the Councillors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

8. Councillors' expenses

The Association may pay any reasonable expenses which the Councillors properly incur in connection with:

- 8.1 their attendance at meetings of the Council or committees of the Council;
- 8.2 their attendance at general meetings; or
- 8.3 otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

9. Accounts and records

9.1 The Council shall:

- (a) Keep or cause to be kept a register of Members, minutes of the meetings of the Council and of general meetings, proper books of accounts and such other records as may from time to time be necessary to present a true and complete picture of the business of the affairs of the Association, and the same shall be open to the inspection of the Council, the Trustees of the Association and any Auditor who may be appointed in accordance with these Articles; and
- (b) Prepare or cause to be prepared a proper balance sheet and statement of income and expenditure made up as at the 31st December in each year or for such other period as the Association shall agree in General Meeting which shall be laid before the Members of the Association at the Annual General Meeting together with a list of all investments made by the Council during the year and with such report as the Council may consider necessary or convenient to fully inform Members of the position and affairs of the Association.

9.2 The Association may in general meeting resolve that an Auditor be appointed to audit the accounts of the Association and may appoint an Auditor accordingly providing always that an Auditor shall cease to hold office if not re-appointed at each Annual General Meeting.

10. Membership

10.1 Any person, firm or corporate body holding the necessary qualification may be admitted as a Full Member and Bonded Member of the Service Company if elected by the Council in accordance with the following procedure:

- (a) The qualification for Full Membership of the Association shall be the carrying on of a business in the waste and recycling industry following the completion of a minimum period of one year as a Probationary Member;
- (b) Any application for Membership shall be circulated to all Members and then

communicated to Council for deliberation. During the application period the Council may make such enquiries of and concerning the applicant as it may think fit and may appoint a sub-committee to investigate and report thereon;

- (c) A candidate may be elected as a Probationary Member by a simple majority of the votes cast by the Council; and
 - (d) After a twelve-month probationary period the Full Membership of the candidate must be ratified or rejected by the simple majority of the votes cast by the Council.
- 10.2 The Association in General Meeting may from time to time determine the maximum number of Full Members of the Association and pending such determination the Council may declare the Membership closed whenever it may think fit.
- 10.3 All Members must agree to and comply with the Code of Practice of the Association as determined by simple majority of the Membership in General Meeting.

11. Associate Membership

- 11.1 Associate Membership is open to any company or organisation that is not itself directly operating in the waste and recycling industry and so eligible as a Full Member under Article 10.1(a).
- 11.2 Candidates for Associate Membership must be elected to Probationary Associate Membership following the procedure for Full Membership as set out in Articles 10.1(b) to 10.1(d).
- 11.3 Associate Members are Members of the Association for the purposes of Articles 2 and 18.2. They are entitled to receive notices of and attend but not to vote at general meetings of the Association.

12. Discretionary Membership

- 12.1 The Council may from time to time nominate individuals for Discretionary Membership, Life Membership or Honorary Membership of the Association.
- 12.2 Such nominations will be subject to ratification at the next Annual General Meeting.
- 12.3 Honorary Membership will only be offered to retired Members, or retired officers or employees of Members, who are no longer directly or indirectly involved in the trade. Honorary Members may be eligible to serve on the Council.
- 12.4 Discretionary, Life or Honorary Members are not Members of the Association for the purposes of Articles 2 and 18.2. They are not entitled to receive notices of or vote at general meetings of the Association, though they may attend them if invited.

13. Cessation of Membership

- 13.1 A Member may, in writing, resign from the Association at any time without refund of subscription.
- 13.2 A Member shall automatically cease to be a Member without refund of subscription if:
- (a) The Member, if a Full Member, ceases to hold the qualification referred to in Article 10.1(a); or

- (b) The Member, being an individual, dies; or
 - (c) The Member, being a firm (or individuals registered as a Member to represent the firm), is dissolved except where such dissolution is caused solely by the admission of a new partner on the death, retirement or expulsion of an existing partner; or
 - (d) The Member, being a body corporate, is struck off the register of companies or otherwise dissolved; or
 - (e) The Member becomes subject to a formal insolvency procedure, including (but not limited to) bankruptcy, an individual voluntary arrangement, a debt relief order, liquidation, administration, administrative receivership, receivership or a company voluntary arrangement, except (in any such case) where it is a solvent procedure for the purpose of reconstruction or amalgamation; or
 - (f) The Member fails to comply with a written notice given on the authority of not less than two thirds of votes cast at a meeting of the Council requiring payment by such date as may be specified therein of any subscription or other sum of money due from the Member to the Association which is more than two months in arrears at the date of the resolution of Council; or
 - (g) The Member is a Full Member and a controlling interest in his business passes to another Member of the Association.
- 13.3 If a Member sells its business which qualifies it to be a Full Member under Article 10.1(a) (so that Article 13.2(a) applies), and the sale is not to an existing Member (so that Article 13.2(g) applies) the buyer may apply to the Council to become a Full Member in the selling Member's place (including having the benefit of any unexpired subscription) and may do so subject to ratification and approval by the Council.
- 13.4 If a Member company is sold so that there is a change of control in it, then its continued Membership is subject to ratification and approval by the Council.
- 13.5 Any dispute between the Council and a Member concerning the Member's continued eligibility for Membership shall be determined in accordance with the procedure prescribed in Article 14.2.
- 14. Suspension and expulsion of Members**
- 14.1 The Council may by resolution of a majority of not less than two thirds of votes cast suspend any Member from the rights and privileges of Membership if:
- (a) A dispute having arisen between the Council and the Member concerned as to the Member's continued eligibility for Membership of the Association, such majority is of the opinion that the Member is in fact, no longer eligible for continued Membership; or
 - (b) The Member concerned has in the opinion of such majority been guilty of any act or conduct injurious to the interests of the Association or tending to bring the Association into disrepute.
- 14.2 If a Member is suspended under Article 14.1 the Member concerned shall be given the opportunity of answering the charge made against him at a General Meeting.

The fact of such suspension shall be notified as soon as practicable to the Members and shall be raised as an item of special business at the next General Meeting (and a General Meeting shall be convened for that purpose if none is due to be held within the next 3 months). At such a meeting the Association shall consider any representations made by or on behalf of the Member concerned (who may attend and speak at the meeting for the purpose of making the same but shall withdraw from the meeting whenever required by the Chairman so to do) and may thereafter expel such Member from the Association by resolution to that effect. If no resolution for the expulsion of the Member concerned is moved at that meeting or any adjournment thereof or if such resolution is not carried by the necessary two thirds majority, then such Member shall be restored to the full rights and privileges of Membership as if never suspended therefrom, provided that nothing contained herein shall invalidate any proceedings or business of the Association during the period of suspension on the grounds that the Member concerned has not had notice thereof or has been precluded from taking part therein.

15. Member's Representatives

15.1 Each Member shall from time to time nominate one or more persons to represent the Member in all matters affecting the Association and to attend and (if the Member is a Full Member) vote at any General Meeting of the Association and the names of all persons so nominated including alternates shall be entered in a register of Member's Representatives.

15.2 Member's Representatives and their alternates are corporate representatives for the purposes of Section 323 of the Act, but the right to appoint them extends to non-corporate Members. Nothing in this Article affects a Member's right to appoint a proxy under Section 324 of the Act.

15.3 Each Member's Representative, including alternates, shall be entitled to attend and speak at any general meeting of the Association but only one Member's Representative may vote on any one Full Member's behalf.

15.4 Nothing contained in this Rule shall confer on any Associate Member the right to vote at any General Meeting of the Association.

15.5 No person may be nominated as a Member's Representative unless:

- (a) In the case of a Member who is an individual sole proprietor, he is the proprietor or the whole time manager of the whole business; or
- (b) In the case of a Member who are a firm (or individuals registered as a Member to represent the firm), he is a partner in the firm; or
- (c) In the case of a Member which is a body corporate, he is a director or other officer of the body corporate;

and he is not disqualified from acting as a Member's Representative under Article 15.6.

15.6 A Member's Representative shall be disqualified from so acting and shall automatically cease to be a Member's Representative if:

- (a) The Member nominating him should withdraw such nomination; or

- (b) The Member nominating him should cease to be a Member of the Association; or
- (c) He should himself terminate his nomination; or
- (d) He is an undischarged bankrupt, subject to an individual voluntary arrangement, a debt relief order, or receivership; or
- (e) He is disqualified from acting as a director; or
- (f) He ceases to be a partner, director or officer of the Member appointing him and is therefore no longer eligible to be nominated under Article 15.5; or
- (g) He has been convicted within the preceding ten years of any crime or offence of which dishonesty is an element and has on that account been sentenced to a fine exceeding £100 or to imprisonment without the option of a fine whether suspended or not.

16. General Meetings

16.1 The Council shall convene an Annual General Meeting once in each calendar year for the purpose of:

- (a) receiving and considering the accounts of the Association and the reports of the Council;
 - (b) electing the Officers and Councillors in accordance with these Articles;
 - (c) electing an Auditor, if any
- (the ordinary business of the Annual General Meeting) and
- (d) transacting any special business:
 - (i) included in the notice of the Annual General Meeting by the Council; or
 - (ii) of which special notice has been given by a Full Member under Article 16.5.

The Chairman of the meeting may allow discussion of other matters relating to the affairs of the Association as he may think fit but no resolution shall be taken thereon or, if taken and passed, shall be binding on the Council or the Association.

16.2 Associate Members either personally or through their Representatives shall have the right to attend and speak at meetings of the Association but shall not have any right to vote thereat.

16.3 The Council may, and if so required by more than 5% of the Full Members of the Association in accordance with section 303 of the Act shall, convene General Meetings for the purpose of discussing or transacting any matter or business specified in the notice convening such meeting.

16.4 Notices convening any general meeting of the Association shall be dispatched not more than 35 or less than 14 days before the date thereof, provided that it shall not be necessary to dispatch notice to any Member who has waived notice or who has

failed to furnish a postal address within the United Kingdom to which such notice may be sent. The accidental omission to dispatch notice of any general meeting to any Member or the loss of any such notice in the course of transmission shall not invalidate the meeting or any of the proceedings thereof.

16.5 Any Full Member desiring to give special notice of any business to be transacted at any Annual General Meeting shall deliver such notice to the Secretary of the Association not less than seven clear days before the meeting.

16.6 The quorum for transacting the business of any General Meeting of the Association shall be the Representatives of at least three Full Members.

17. Voting at general meetings

17.1 Each Full Member may through the agency of a Full Member's Representative nominated by the Full Member in accordance with these Rules cast one vote on any resolution put to a general meeting of the Association. A resolution relating to the ordinary business of an Annual General Meeting shall be carried if passed by a simple majority of votes cast and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote. Except as otherwise expressly provided in these Articles, all other resolutions of the Association in general meeting shall not be effective unless passed by a majority of not less than two thirds of the votes cast thereon.

17.2 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

17.3 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chairman of the meeting whose decision is final.

17.4 A poll on a resolution may be demanded:

- (a) in advance of the general meeting where it is to be put to the vote; or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

17.5 A poll may be demanded by:

- (a) the chairman of the meeting;
- (b) the Council;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the Full Members having the right to vote on the resolution.

17.6 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken; and
- (b) the chairman of the meeting consents to the withdrawal.

- 17.7 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

18. Subscriptions

- 18.1 Each Full Member shall on admission to Full Membership pay an entrance fee as set from time to time by the Council.
- 18.2 Each Member shall pay an annual subscription which may from time to time be fixed by the Association in General Meeting.
- 18.3 The annual subscription shall be payable in advance of the first day of January each year. Any subscription remaining unpaid on the first day of January will accrue interest at a Council agreed rate per month. Any Member who has tendered its resignation from the Association shall nonetheless be liable to pay the full annual subscription unless such resignation was delivered to the Association at least 6 calendar months before the first day of January in question. Members admitted during the course of a calendar year shall be liable to pay the full annual subscription which fell due to the 1st January of that year but the Council may agree to a proportionate reduction of the annual subscription in the case of a Member admitted to Membership during the last 6 months of a calendar year.

19. Means of communication to be used

- 19.1 Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Association.
- 19.2 Subject to the Articles, any notice or document to be sent or supplied to a Councillor in connection with the taking of decisions by the Council may also be sent or supplied by the means by which that Councillor has asked to be sent or supplied with such notices or documents for the time being.
- 19.3 A Councillor may agree with the Association that notices or documents sent to that Councillor in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

20. No right to inspect accounts and other records

Except as provided by law or authorised by the Council or a resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member.

21. Indemnity and insurance

- 21.1 Subject to Article 21.2, a relevant director of the Association or an associated company may be indemnified out of the Association's assets against:
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company;
 - (b) any other liability incurred by that director as an officer of the Association or an associated company.

- 21.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 21.3 The Council may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.
- 21.4 In this Article 21:
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate;
 - (b) a %relevant director+ means any Councillor or former Councillor of the Association or director or former director of an associated company;
 - (c) a %relevant loss+ means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Association or any associated company, and
 - (d) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

22. Rules

The Council shall have power from time to time to make and amend Rules to supplement these Articles, provided that:

- 22.1 No such Rule is materially inconsistent with these Articles; and
- 22.2 No such resolution of the Council shall be passed unless:
- (a) a notice setting forth the text of the proposed resolution has been circulated to all Full Members of the Association not less than fourteen days before the resolution is due to be passed; and
 - (b) Full Members representing 10% or more of the total Full Membership of the Association have not, within the period of such notice, required the Council to refer the proposed resolution to the next General Meeting of the Association.

23. Dissolution

The Association may be dissolved by special resolution passed at a General Meeting convened for that purpose and the funds of the Association remaining after payment of its just debts and liabilities and of all the expenses incurred in the winding up of the same and after making proper provisions for payment of any capital gains or other taxes which may be levied in respect of any dealing with or disposition of the funds shall be applied in such manner as the resolution for winding up may direct, but subject to Article 3.4(c).